www.ytlland.com
www.ytlcommunity.com

YTL LAND & DEVELOPMENT BERHAD 1116-M

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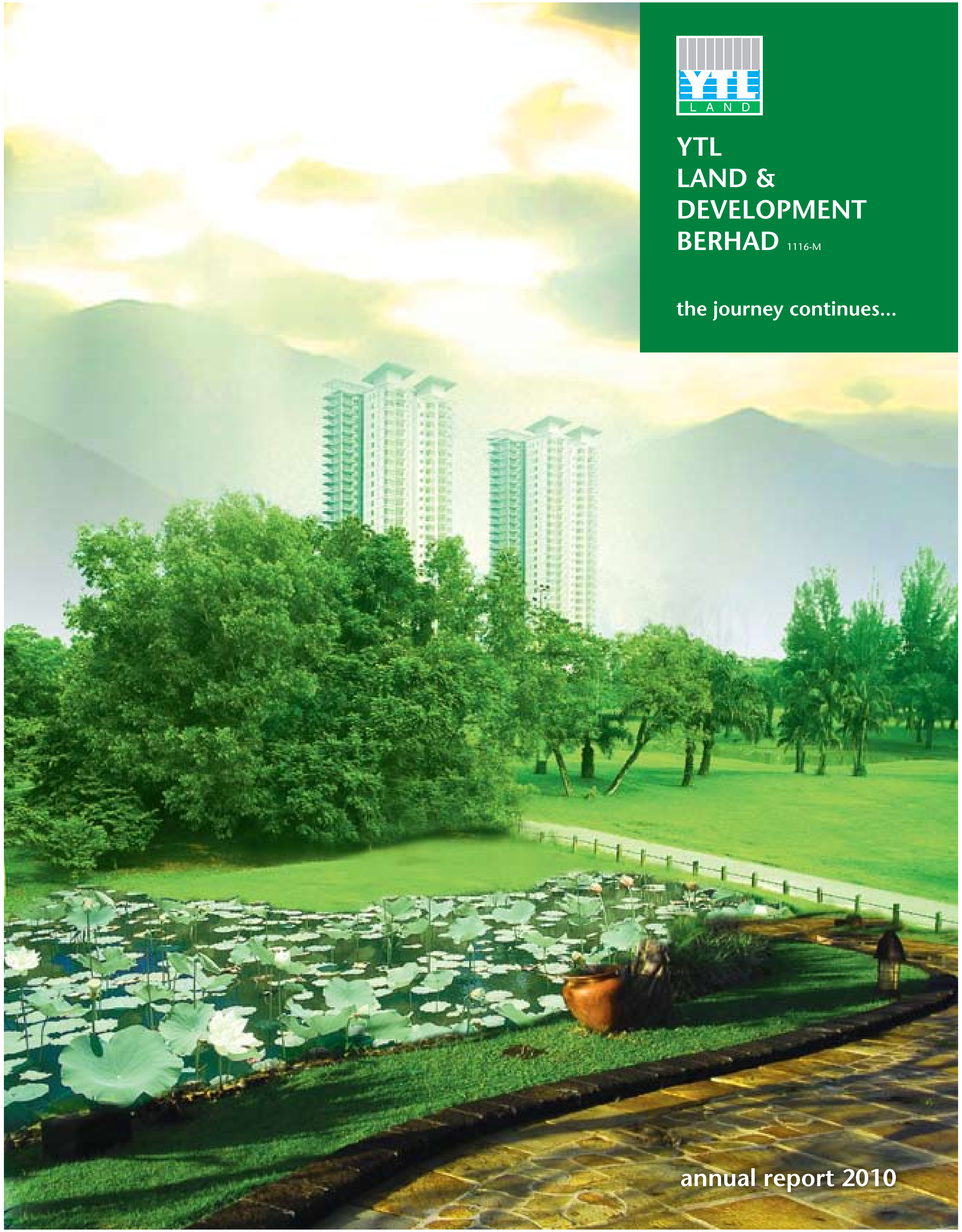
YTL LAND & DEVELOPMENT BERHAD 1116-M

annual report **2010**



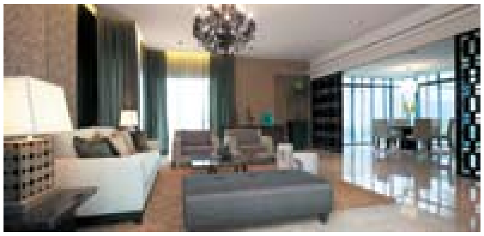
YTL LAND & DEVELOPMENT BERHAD 1116-M

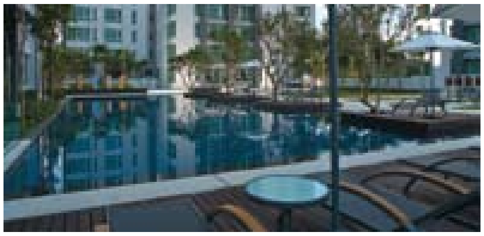
the journey continues...

annual report 2010

YTL LAND & DEVELOPMENT BERHAD 1116-M

annual report
2010





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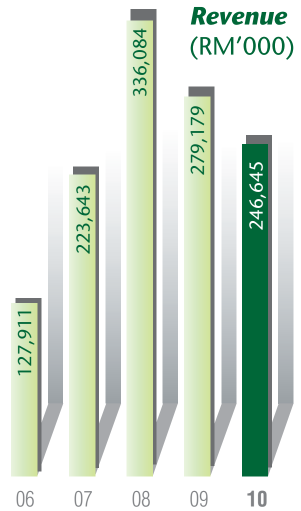
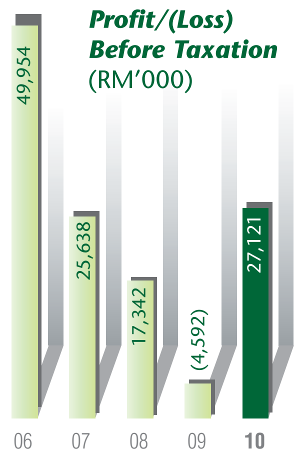
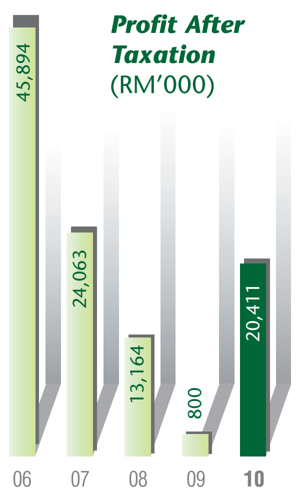
Financial Statements

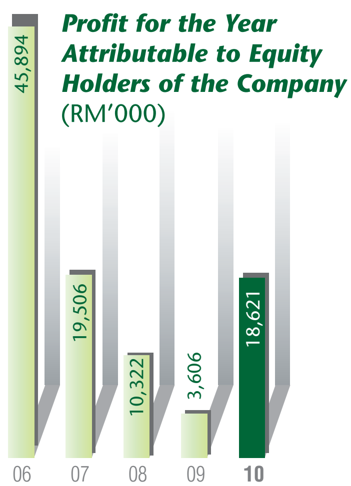
Financial Highlights

	2010	2009	2008	2007	2006
Revenue (RM'000)	**246,645**	279,179	336,084	223,643	127,911
Profit/(Loss) Before Taxation (RM'000)	**27,121**	(4,592)	17,342	25,638	49,954
Profit After Taxation (RM'000)	**20,411**	800	13,164	24,063	45,894
Profit Attributable to Equity Holders of the Company (RM'000)	**18,621**	3,606	10,322	19,506	45,894
Total Equity Attributable to Equity Holders of the Company (RM'000)	**547,815**	529,194	525,588	520,669	512,474
Earnings per Share (Sen)	**2.25**	0.44	1.88	2.39	5.46
Total Assets (RM'000)	**908,539**	954,452	932,139	951,587	921,625
Net Assets per Share (RM)	**0.70**	0.68	0.67	1.38	1.44



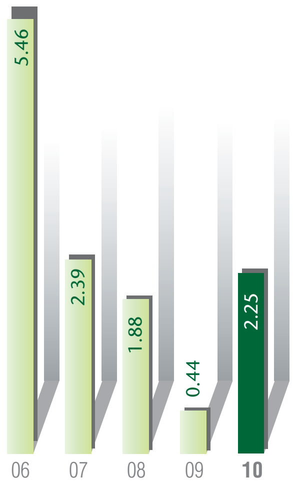




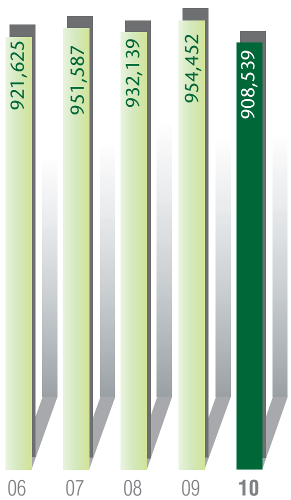


Total Equity Attributable to Equity Holders of the Company
(RM'000)

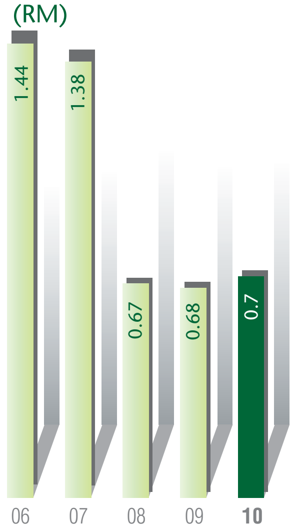
Earnings per Share
(SEN)



Total Assets
(RM'000)



Net Assets per Share
(RM)

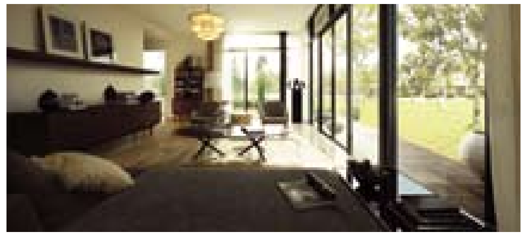


Chairman's Statement

for the financial year ended 30 June 2010

DATO' SULEIMAN BIN ABDUL MANAN
Chairman

On behalf of the Board of Directors of YTL Land & Development Berhad ("YTL L&D" or the "Company"), I have the pleasure of presenting to you the Annual Report and audited financial statements of the Company and its subsidiaries (the "Group") for the financial year ended 30 June 2010.



OVERVIEW

During the financial year under review, the Group remained focused on its long-term development strategy. The Group's cornerstone communities, which include Pantai Hillpark, Lake Edge and Sentul, have continued to flourish as a result of careful timing of launches to ensure that the capital value and appeal of existing developments are maintained and enhanced.

Whilst the Malaysian economy experienced an overall contraction of 1.7% for the 2009 calendar year, the first half of 2010 saw a strengthening recovery with gross development product (GDP) growth of approximately 9.5%. Performance of the residential sector also improved, although launches within the high-end segment remained subdued. Recovering economic conditions have been reflected in improved consumer sentiments and better responses to new residential launches, despite initial steps taken to normalise interest rates via increases in the benchmark overnight policy rate (OPR) during the year, which had a resultant effect on home loan interest rates (*source: Ministry of Finance economic reports; Bank Negara Malaysia quarterly bulletins and annual reports*).

FINANCIAL PERFORMANCE

The Group reported a decrease in revenue to RM246.6 million for the financial year ended 30 June 2010, compared to RM279.2 million for the previous financial year ended 30 June 2009. Profit before taxation, however, grew to RM27.1 million for the financial year ended 30 June 2010, whilst net profit for the year increased to RM20.4 million over RM0.8 million for the last financial year ended 30 June 2009.

The decline in revenue was mainly due to lower progress recognition from both the property development and construction segments of the Group whilst the increase in profit before taxation was mainly contributed by the d6 commercial development under the Group's Sentul project and Centrio under the Pantai Hillpark project, higher operating income receivable and reduced operating costs incurred during the financial year under review.

REVIEW OF OPERATIONS

Commercial phases currently under development in Sentul comprise boutique offices, **d6** and **d7 at Sentul East**. Construction works on d6 are well underway whilst d7 is expected to be completed on schedule during the last quarter of the 2010 calendar year. Building works on the exterior are essentially complete, whilst architectural works on the building interior and landscaping works on the street front and atrium are progressing on schedule. Sentul's business precinct offers a vibrant new genre of modern offices and has proven highly attractive to buyers drawn to the stylish, cosmopolitan environment.

The commercial developments also bear all the hallmarks of Sentul's overall development concept, which include extensive landscaping, themed gardens, parks and other green spaces, close proximity and easy access to the Kuala Lumpur city centre and strong potential for capital appreciation. This has been demonstrated in the strong secondary markets for Sentul's existing residential developments, The Tamarind and The Saffron at Sentul East and The Maple at Sentul West.

Lake Edge, the Group's development in Puchong, continues to prove highly popular with homeowners. To date, all phases of Lake Edge have achieved excellent take-up rates, including Courtyard Homes, Pavilion Terraces, Garden Terraces and Promenade Homes, as well as Parkville and Waterville. Construction on all 50 units of **Waterville** homes was completed on schedule and vacant possession was handed over to homeowners during the year. Waterville is an inspired collection of semi-detached homes, each offering a built-up area of 4,117 sq. ft. and a signature private lap pool.

In November 2009, the Group undertook a second launch of 30 additional units of the highly sought-after 2-storey **Pavilion Terraces**, all of which were fully taken up during the first few hours of the launch. Pavilion Terraces were first launched in 2004, with 100% of all units being sold out within the first few days of the launch. The overwhelming response received for this latest second phase demonstrates the high appreciation of these unconventional offerings, which include a spacious built-up area of 3,186 sq. ft. set within a generous 22 ft. by 100 ft. lot size, and feature a unique water-themed living room housed within a pavilion. The development of this second phase of units of Pavilion Terraces is expected to be completed by end-2011.

Chairman's Statement

Just after the end of the financial year under review, in July 2010, the Group completed and handed over vacant possession of **Centrio**, the commercial phase of the Group's highly successful Pantai Hillpark development in the heart of Kuala Lumpur. Centrio offers a mix of SOHO (small office/home office) suites in an interlocking and stacked configuration that contributes to the development's distinctive façade, as well as a smaller number of uniquely conceptualised retail stores and boutique offices.

The Group also undertakes property marketing and sales services for the **Lake Fields** and **Midfields** developments in Sungei Besi, being developed by its sister company, Syarikat Pembenaan Yeoh Tiong Lay Sdn Bhd. This extensive mixed development has achieved excellent take-up rates for all phases launched to date, including its residential phases, Meadows, Glades and the recently launched Dale, as well as commercial phases of shop offices, The Trillium and Midfields Square. **Dale**, which features 3-storey, 5-bedroom homes with a built-up area of 2,600 sq. ft. on a 20 ft. by 80 ft. lot size, was launched in late August 2010 and achieved a 100% take-up rate within its first launch weekend.

CORPORATE RESPONSIBILITY & SUSTAINABILITY INITIATIVES

The Group believes that effective corporate responsibility can deliver benefits to its businesses and, in turn, to its shareholders, by enhancing reputation and business trust, risk management, relationships with regulators, staff motivation and attraction of talent, customer preference and loyalty, the goodwill of local communities and long-term shareholder value.

The Group remains committed to its promise of developing truly branded homes with innovative and sustainable living concepts, built to the strictest of standards, for the well-being of all homeowners within the Group's communities.

The Group's Centrio development, for example, incorporates a rainwater harvesting feature which collects rainwater run-off for landscape irrigation and cleaning of public areas, thereby reducing potable water consumption. Vegetated roof tops (roof gardens) also serve as thermal insulation for top floor units, whilst gardens, water features and courtyards inter-spaced between blocks reduce the development's overall ambient temperature.

As part of its ongoing efforts to inform and engage its stakeholders, the Group also organises events at many of its residential property developments, including Lake Edge and Sentul, aimed at improving the recycling culture and cultivating sustainable ideas and habits.

Events during the year under review included Recycling Day, organised in collaboration with Alam Flora Sdn Bhd, to assist residents in recycling paper, aluminium cans, plastic, metal containers and glass bottles. 'Clean Out Your Clutter' day, an initiative where collection services are provided to assist residents who wish donate unwanted furniture, was also organised in collaboration with Persatuan Kristian Shuang Fu, a non-profit organisation which provides vocational training for the disabled and underprivileged.

Social responsibility and environmental sustainability are key values of the Group and YTL L&D places a high priority on acting responsibly in every aspect of its business. The Group is also part of the wider network of the YTL group of companies under the umbrella of its parent company, YTL Corporation Berhad, which has a long-standing commitment to creating successful, profitable and sustainable businesses which benefit the surrounding community through the creation of sustained value for shareholders, secure and stable jobs for the Group's employees, support for the arts and culture in Malaysia and contributions to promote education for the benefit of future generations.

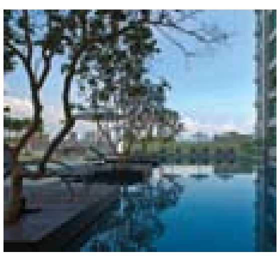
The Group's statements on corporate governance and internal control, which elaborate further on its systems and controls, can be found as a separate section in this Annual Report.

Chairman's Statement

FUTURE PROSPECTS

The Malaysian economy is expected to continue to recover, with GDP projected to grow approximately 4.5% to 5.5% for the 2010 calendar year. Performance of the residential sector is forecast to recover in tandem, particularly as measures proposed under the 2010 Budget to further promote home ownership begin to take effect. These include measures that allow prospective buyers to utilise their Employees' Provident Fund (EPF) savings in 'Account 2' to either upgrade to better homes or purchase additional houses and may provide a sustained boost to the sector (*source: Ministry of Finance economic updates; Bank Negara Malaysia quarterly bulletins and annual reports*).

The Group remains committed to its long-term vision for its communities and this strategy has been borne out in the form of world-class neighbourhoods with sustainable capital appreciation. Launches of new phases will continue to be meticulously timed to meet buyers' demands whilst remaining true to the design and lifestyle concepts that are the hallmarks of the Group's homes.



The Board of Directors of YTL L&D wishes to thank the Group's shareholders, investors, customers, business associates and the regulatory authorities for their ongoing support. We also extend our gratitude to the management and staff for their dedication and commitment to the Group.

DATO' SULEIMAN BIN ABDUL MANAN
DPMS

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Seventieth Annual General Meeting of YTL Land & Development Berhad ("YTL Land & Development" or "the Company") will be held at Starhill 2, Level 4, JW Marriott Hotel Kuala Lumpur, 183, Jalan Bukit Bintang, 55100 Kuala Lumpur on Tuesday, the 30th day of November, 2010 at 11.00 a.m. to transact the following business:-

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 30 June 2010 together with the Reports of the Directors and Auditors thereon; **Resolution 1**

2. To re-elect the following Directors who retire pursuant to Article 84 of the Company's Articles of Association:-

   i) Dato' Cheong Keap Tai **Resolution 2**
   ii) Dato' Mark Yeoh Seok Kah **Resolution 3**

3. To consider and if thought fit, pass the following Ordinary Resolutions in accordance with Section 129(6) of the Companies Act, 1965:-

   i) "THAT Dato' Suleiman Bin Abdul Manan, retiring pursuant to Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting." **Resolution 4**

   ii) "THAT Tan Sri Datuk Seri Panglima Dr. Abu Hassan Bin Othman, retiring pursuant to Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting." **Resolution 5**

   iii) "THAT Eu Peng Meng @ Leslie Eu, retiring pursuant to Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting." **Resolution 6**

4. To approve the payment of Directors' fees amounting to RM430,000 for the financial year ended 30 June 2010; **Resolution 7**

5. To re-appoint the Auditors and to authorise the Directors to fix their remuneration. **Resolution 8**

AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following Ordinary Resolutions:-

6. **PROPOSED AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

   "THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad." **Resolution 9**

7. **PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

   "THAT subject to the Company's compliance with all applicable rules, regulations, orders and guidelines made pursuant to the Companies Act, 1965, the provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to buy-back and/or hold from time to time and at any time such amount of ordinary shares of RM0.50 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company ("the Proposed Share Buy-Back") provided that:-

   i) The maximum number of shares which may be purchased and/or held by the Company at any point of time pursuant to the Proposed Share Buy-Back shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company for the time being quoted on Bursa Securities provided always that in the event that the Company ceases to hold all or any part of such shares as a result of, amongst others, cancellation of shares, sale of shares on the market of Bursa Securities or distribution of treasury shares to shareholders as dividend in respect of shares bought back under the previous shareholders' mandate for share buy-back which was obtained at the Annual General Meeting held on 1 December 2009, the Company shall be entitled to further purchase and/or hold such additional number of shares as shall (in aggregate with the shares then still held by the Company) not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company for the time being quoted on Bursa Securities;

ii) The maximum amount of funds to be allocated by the Company pursuant to the Proposed Share Buy-Back shall not exceed the sum of Retained Profits and the Share Premium Account of the Company based on its latest audited financial statements available up to the date of a transaction pursuant to the Proposed Share Buy-Back. As at 30 June 2010, the audited Accumulated Losses and Share Premium Account of the Company were RM93,622,000 and RM208,715,000 respectively; and

iii) The shares purchased by the Company pursuant to the Proposed Share Buy-Back may be dealt with by the Directors in all or any of the following manner:-

a) the shares so purchased may be cancelled; and/or
b) the shares so purchased may be retained in treasury for distribution as dividend to the shareholders and/or resold on the market of Bursa Securities and/or subsequently cancelled; and/or
c) part of the shares so purchased may be retained as treasury shares with the remainder being cancelled.

AND THAT such authority shall commence upon the passing of this resolution, until the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting is required by law to be held unless revoked or varied by Ordinary Resolution of the shareholders of the Company in general meeting, whichever occurs first, but so as not to prejudice the completion of a purchase made before such expiry date;

AND THAT the Directors of the Company be and are hereby authorised to take all steps as are necessary or expedient to implement or to give effect to the Proposed Share Buy-Back with full powers to amend and/or assent to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental/regulatory authorities from time to time and with full power to do all such acts and things thereafter in accordance with the Companies Act, 1965, the provisions of the Company's Memorandum and Articles of Association and the Main LR of Bursa Securities and all other relevant governmental/regulatory authorities." **Resolution 10**

8. PROPOSED RENEWAL OF SHAREHOLDER MANDATE AND NEW SHAREHOLDER MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT the Company and/or its subsidiaries be and is/are hereby authorised to enter into recurrent related party transactions from time to time with Related Parties who may be a Director, a major shareholder of the Company and/or its subsidiaries or a person connected with such a Director or major shareholder, as specified in section 2.1.2 (a) & (b) of the Circular to Shareholders dated 8 November 2010 subject to the following:-

i) the transactions are of a revenue or trading in nature which are necessary for the day-to-day operations of the Company and/or its subsidiaries and are transacted on terms consistent or comparable with market or normal trade practices and/or based on normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders; and

ii) disclosure is made in the annual report of the aggregate value of transactions conducted during the financial year pursuant to the shareholder mandate in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Notice of Annual General Meeting

THAT the mandate given by the shareholders of the Company shall only continue to be in force until the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (the "Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); unless revoked or varied by Ordinary Resolution of the shareholders of the Company in general meeting, whichever is the earlier;

AND THAT the Directors of the Company be authorised to complete and do such acts and things as they may consider expedient or necessary to give full effect to the shareholder mandate." **Resolution 11**

Notes:-

A member entitled to attend and vote at the meeting may appoint a proxy to vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A member other than an Authorised Nominee shall not be entitled to appoint more than one proxy to attend and vote at the same meeting and where such member appoints more than one proxy to attend and vote at the same meeting, such appointment shall be invalid. The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer or his attorney and in the case of a corporation, either under seal or under the hand of an officer or attorney duly authorised in writing. An instrument appointing a proxy shall be deposited at the Registered Office of the Company at least 48 hours before the appointed time for holding the meeting. For the purpose of determining a member who shall be entitled to attend the Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 60(2) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 23 November 2010. Only a depositor whose name appears on the General Meeting Record of Depositors as at 23 November 2010 shall be entitled to attend the said meeting or appoint proxy to attend and/or vote in his stead.

By Order of the Board,

HO SAY KENG
Company Secretary

KUALA LUMPUR
8 November 2010

Resolution pursuant to Section 132d of the Companies Act, 1965

Resolution 9 is a renewal of the general authority given to the Directors of the Company to allot and issue shares ("S132D Mandate") as approved by the shareholders at the Sixty-Ninth Annual General Meeting held on 1 December 2009.

The Company is actively pursuing business opportunities in prospective areas so as to broaden the operating base and earnings potential of the Company. Such expansion plans may require the issue of new shares and this authority will allow the Directors to decide expeditiously if it considers it to be in the best interest of the Company. This will eliminate delay and cost in convening general meeting to approve such issuance of shares.

Resolution 9, if passed, will give the Directors the authority to allot and issue ordinary shares from unissued share capital of the Company up to an amount not exceeding ten per centum (10%) of the Company's issued share capital for the time being.

As at the date of this Notice, the Company has not issued any new shares pursuant to S132D Mandate approved at the Sixty-Ninth Annual General Meeting which will lapse at the conclusion of the Seventieth Annual General Meeting to be held on 30 November 2010.

Resolution pertaining to the Renewal of Authority to Buy-Back Shares of the Company

For Resolution 10, further information on the Share Buy-Back is set out in the Share Buy-Back Statement dated 8 November 2010 which is despatched together with the Company's Annual Report 2010.

Resolution pertaining to the Recurrent Related Party Transactions

For Resolution 11, further information on the Recurrent Related Party Transactions is set out in the Circular to Shareholders dated 8 November 2010 which is despatched together with the Company's Annual Report 2010.

Statement Accompanying Notice of Annual General Meeting

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

DETAILS OF INDIVIDUALS WHO ARE STANDING FOR ELECTION AS DIRECTORS

No individual is seeking election as a Director at the Seventieth Annual General Meeting of the Company.

Corporate Information

BOARD OF DIRECTORS

Chairman

Dato' Suleiman Bin Abdul Manan
DPMS

Managing Director

Tan Sri Dato' (Dr) Francis Yeoh Sock Ping
PSM, CBE, FICE, SIMP, DPMS, DPMP, JMN, JP
Hon DEng (Kingston), BSc (Hons) Civil Engineering, FFB, F Inst D, MBIM, RIM

Directors

Tan Sri Datuk Seri Panglima Dr. Abu Hassan Bin Othman
PSM, SPDK, DSNS, JSM, DNS, PGBP, PMC
PhD (Sociology), MA & BA (Hons), D.Agr.Sc. (Hon), D. Mgmt. (Hon)

Dato' Cheong Keap Tai

Dato' Yeoh Seok Kian
DSSA
BSc (Hons) Bldg, MCIOB, FFB

Dato' Yeoh Seok Hong
DSPN, JP
BE (Hons) Civil & Structural Engineering, FFB

Dato' Sri Michael Yeoh Sock Siong
DIMP, SSAP
BE (Hons) Civil & Structural Engineering, FFB

Dato' Mark Yeoh Seok Kah
DSSA
LLB (Hons)

Dato' Hamidah Binti Maktar
DIMP
BA (Hons)

Eu Peng Meng @ Leslie Eu
BCom, FCILT

COMPANY SECRETARY

Ho Say Keng

REGISTERED OFFICE

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55100 Kuala Lumpur
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BUSINESS OFFICE

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REGISTRAR

YTL Corporation Berhad
11th Floor, Yeoh Tiong Lay Plaza
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55100 Kuala Lumpur
Tel • 603 2117 0088
603 2142 6633
Fax • 603 2141 2703

SOLICITORS

Lee, Perara & Tan
Izral Partnership
SL Chee & Wong

AUDIT COMMITTEE

Eu Peng Meng @ Leslie Eu
(Chairman and Independent Non-Executive Director)

Tan Sri Datuk Seri Panglima Dr. Abu Hassan Bin Othman
(Independent Non-Executive Director)

Dato' Cheong Keap Tai
(Independent Non-Executive Director)

AUDITORS

Ernst & Young (AF 0039)
Chartered Accountants

PRINCIPAL BANKERS OF THE GROUP

Affin Bank Berhad
CIMB Bank Berhad
OCBC Bank (Malaysia) Berhad

STOCK EXCHANGE LISTING

Bursa Malaysia Securities Berhad
Main Market (7.10.1973)

Profile of the Board of Directors

DATO' SULEIMAN BIN ABDUL MANAN

Malaysian, aged 72 was appointed to the Board on 18 December 1991 and is the Non-Executive Chairman of the Company. Dato' Suleiman obtained his education from the Malay College, Kuala Kangsar, University Malaya and L'Institut International D'Administration Publique, Paris. He was a member of the Malaysian Administrative and Foreign Service for 13 years. After resigning from the Civil Service in 1972, he was appointed Deputy General Manager of Malaysian Shipyard & Engineering (1972-1975), Managing Director of Malaysian Rubber Development Corporation (1975-1982), Group Managing Director of Kumpulan Perangsang Selangor (1982-1986). He became an entrepreneur and entered the corporate world in 1987. He built Lot 10 Shopping Centre, Star Hill Centre and JW Marriott Hotel. He took control of YTL Land & Development Berhad and became its Chairman and privatised KTM lands into the Sentul Raya new township. He relinquished control of the Company in April 2001 but remained as Chairman with minority interest. He is also the Chairman and shareholder of DSM Resources Sdn Bhd with interests in properties, leisure and information technology. He is also currently on the board of Sentul Raya Golf Club Berhad and a few other private companies.

TAN SRI DATO' (DR) FRANCIS YEOH SOCK PING

Malaysian, aged 56, was appointed to the Board on 10 May 2001 as an Executive Director and has been the Managing Director since then. Tan Sri Francis studied at Kingston University, UK, where he obtained a Bachelor of Science (Hons) in Civil Engineering and was conferred an Honorary Doctorate of Engineering in 2004. He became the Managing Director of YTL Corporation Berhad Group in 1988 which under his stewardship, has grown from a single listed entity into a force comprising six listed entities ie. YTL Corporation Berhad, YTL Power International Berhad, YTL Cement Berhad, YTL Land & Development Berhad, YTL e-Solutions Berhad and Starhill Real Estate Investment Trust. He is presently Managing Director of YTL Corporation Berhad, YTL Power International Berhad and YTL Cement Berhad, all listed on the Main Market of Bursa Malaysia Securities Berhad. Tan Sri Francis is also the Executive Chairman and Managing Director of YTL e-Solutions Berhad which is listed on the ACE Market of Bursa Malaysia Securities Berhad, and YTL Starhill Global REIT Management Limited, which is the Manager for Starhill Global REIT, a vehicle listed on the Main Board of the Singapore Exchange Securities Trading Limited (SGX-ST). Besides the listed entities in YTL Group, Tan Sri Francis also sits on the board of several public companies such as YTL Industries Berhad, YTL Foundation and the prominent private utilities companies in United Kingdom, Wessex Water Limited and Wessex Water Services Limited. He is also a director and Chief Executive Officer of Pintar Projek Sdn Bhd, the Manager of Starhill Real Estate Investment Trust.

He is a Founder Member of the Malaysian Business Council and The Capital Markets Advisory Council. He is also a member of The Nature Conservancy Asia Pacific Council, the Asia Business Council and Trustee of the Asia Society. He is also a member of the Advisory Council of London Business School, Wharton School and INSEAD.

He was ranked by both Fortune Magazine and Business Week Magazine as Asia's 25 Most Powerful and Influential Business Personalities. He won the inaugural Ernst & Young's Master Entrepreneur in Malaysia in 2002 and CNBC Asia Pacific named him Malaysia CEO of the Year in 2005.

He was appointed as member of Barclays Asia-Pacific Advisory Committee in 2005. In 2006, he was awarded the Commander of the Most Excellent Order of the British Empire (CBE) by Her Majesty Queen Elizabeth II. In 2008, he was appointed Chairman for South East Asia of the International Friends of the Louvre and he also received a prestigious professional accolade when made a Fellow of the Institute of Civil Engineers in London. He was named one of Asia's Top Executives in 2008 by Asiamoney.

Profile of the Board of Directors

TAN SRI DATUK SERI PANGLIMA DR. ABU HASSAN BIN OTHMAN

Malaysian, aged 70, was appointed to the Board on 12 June 2006 as an Independent Non-Executive Director. He is also a member of the Audit Committee. Tan Sri Datuk Seri Panglima Dr. Abu Hassan holds a PhD in Sociology from Michigan State University, U.S.A., a MA and Bachelor of Arts (Hons) Second Class Upper from University of Malaya ("UM"), a D.Agr.Sc. (Honorary) from Kinki University, Japan and D.Mgmt. (Honorary) from Open University Malaysia.

He served as Tutor in the Faculty of Arts of UM from 1969 to 1971. This was followed by 23 years of service with University Kebangsaan Malaysia where he held various positions as Lecturer, Department Head to Professor in the Department of Anthropology & Sociology, Dean of the Faculty of Social Sciences & Humanities, and Deputy Vice Chancellor of Student Affairs. From 1994 to 2005, Tan Sri Datuk Seri Panglima Dr. Abu Hassan who was a Distinguished Fullbright Hays scholar, served as the Founding and First Vice Chancellor of University Malaysia Sabah. While serving as Vice Chancellor, he also held distinguished appointments both nationally and internationally. Nationally, he was Chairman of the Malaysian Vice Chancellors Committee, Chairman of the Malaysian Examination Council, Member of the Malaysian National Higher Education Council and Board Member of National Productivity Corporation. On the international front, he represented Malaysia as Chairman of the Council of the University Mobility of Asia Pacific, Chairman of the Malaysian-Australian Vice Chancellors Committee, Board Member of the Association of Commonwealth Universities as well as Board Member of the Association of South East Asian Institutions of Higher Learning. He was the Chairman of both Permai Policlinic Sdn Bhd and Malaysian-American Commission on Educational Exchange. Tan Sri Datuk Seri Panglima Dr. Abu Hassan is a director of YTL e-Solutions Berhad, a company listed on the ACE Market of Bursa Malaysia Securities Berhad, as well as Chairman of Management and Science University Foundation and Meteor Doc. Sdn Bhd.

DATO' CHEONG KEAP TAI

Malaysian, aged 62, was appointed to the Board on 30 September 2004 as an Independent Non-Executive Director. He is also a member of the Audit Committee. Dato' Cheong graduated from the University of Singapore with a Bachelor of Accountancy. He is a Chartered Accountant of Malaysian Institute of Accountants, a Member of the Malaysian Institute of Certified Public Accountants, Member of Malaysian Institute of Taxation and Licensed Tax Agent and a Member of the Institute of Chartered Secretaries and Administrators. Dato' Cheong was the Executive Director and Partner of Coopers & Lybrand and upon its merger with Price Waterhouse was the Executive Director and Partner of PricewaterhouseCoopers until his retirement in December 2003. Currently, he is a director of YTL Corporation Berhad, YTL e-Solutions Berhad, Gromutual Berhad and several private limited companies.

DATO' YEOH SEOK KIAN

Malaysian, aged 53, has been an Executive Director of the Company since 10 May 2001. He graduated from Heriot-Watt University, Edinburgh, United Kingdom in 1981 with a Bachelor of Science (Hons) Degree in Building. He attended the Advance Management Programme conducted by Wharton Business School, University of Pennsylvania in 1984. Dato' Yeoh Seok Kian is a Fellow of the Faculty of Building, United Kingdom as well as a Member of the Chartered Institute of Building (UK). He is presently the Deputy Managing Director of YTL Corporation Berhad and YTL Power International Berhad and an Executive Director of YTL Cement Berhad, all listed on the Main Market of Bursa Malaysia Securities Berhad. Dato' Yeoh Seok Kian also serves on the board of several other public companies such as YTL Industries Berhad, The Kuala Lumpur Performing Arts Centre and private utilities company, Wessex Water Limited as well as YTL Starhill Global REIT Management Limited, which is the Manager for Starhill Global REIT, a vehicle listed on the Main Board of the Singapore Exchange Securities Trading Limited (SGX-ST). He is also an Executive Director of Pintar Projek Sdn Bhd, the Manager of Starhill Real Estate Investment Trust.

DATO' YEOH SEOK HONG

Malaysian, aged 51, was appointed to the Board on 10 May 2001 as an Executive Director. He obtained his Bachelor of Engineering (Hons) Civil & Structural Engineering Degree from the University Bradford, United Kingdom in 1982. He is a member of the Faculty of Building, United Kingdom. Dato' Yeoh Seok Hong has vast experience in the construction industry, being the Executive Director responsible for the YTL Group construction division. He was the project director responsible for the development and the construction of the two Independent Power Producer power stations owned by YTL Power Generation Sdn Bhd. His other notable achievements include the construction of the Express Rail Link between the Kuala Lumpur International Airport and the Kuala Lumpur Sentral Station. Besides being actively involved in the construction activities of the YTL Group, he is also responsible for developing the power and utility businesses of the YTL Power International Berhad Group. He is also a director of YTL Corporation Berhad, YTL Power International Berhad, YTL Cement Berhad, all listed on the Main Market of Bursa Malaysia Securities Berhad. Dato' Yeoh Seok Hong also sits on the board of YTL Industries Berhad, YTL Foundation, Wessex Water Limited, Wessex Water Services Limited and PowerSeraya Limited.

DATO' SRI MICHAEL YEOH SOCK SIONG

Malaysian, aged 50, was appointed to the Board on 10 May 2001 as an Executive Director. He graduated from Bradford University, United Kingdom in 1983 with a Bachelor of Engineering (Hons) Civil & Structural Engineering Degree. Dato' Sri Michael Yeoh is primarily responsible for the YTL Group Manufacturing Division which activities involve cement manufacturing and other building material industries. He is also a director of YTL Corporation Berhad, YTL Power International Berhad, YTL Cement Berhad, all listed on the Main Market of Bursa Malaysia Securities Berhad and YTL e-Solutions Berhad, a company listed on the ACE Market of Bursa Malaysia Securities Berhad. He also sits on the Board of other public companies such as YTL Industries Berhad, Sentul Raya Golf Club Berhad and private utilities company, Wessex Water Limited.

DATO' MARK YEOH SEOK KAH

Malaysian, aged 45, was appointed to the Board on 10 May 2001 as an Executive Director. He graduated from King's College, University of London with an LLB (Hons) and was subsequently called to the Bar at Gray's Inn, London in 1988. Dato' Mark Yeoh joined YTL Group in 1989 and is presently the Executive Director responsible for the YTL Hotels and Resorts Division. In addition, he is also part of YTL Power's Mergers & Acquisitions Team and was involved in the acquisition of ElectraNet SA (Australia), Wessex Water Limited (UK), P.T. Jawa Power (Indonesia) and PowerSeraya Limited (Singapore). He serves on the board of YTL Corporation Berhad, YTL Power International Berhad, YTL Cement Berhad, all listed on the Main Market of Bursa Malaysia Securities Berhad. He is also a board member of YTL Vacation Club Berhad and private utilities company, Wessex Water Limited, as well as PowerSeraya Limited.

Profile of the Board of Directors

DATO' HAMIDAH BINTI MAKTAR

Malaysian, aged 56, was appointed to the Board on 17 March 1998 as an Executive Director. She obtained her BA Honours from the University of Malaya. She joined Nestle Malaysia Sdn Bhd in 1977 and in 1984 joined Matsushita Sales & Service as the Marketing Manager. In 1987, she left to join BP Malaysia as the Corporate Communications Manager. In 1989, at BP Malaysia, Dato' Hamidah was appointed the Retail District Manager for Peninsular Malaysia and in 1991, she was promoted to undertake both local and regional responsibilities as Business Support Manager for Malaysia and Singapore and Regional Brand Manager for South East Asia. She was made the EXCO member or Top Management Team of BP Malaysia and represented South East Asia for the BP Brand Global Panel in the Reimaging of BP worldwide. In 1994, she left the multinational to join Landmarks Berhad as the Managing Director of Sungei Wang Plaza. Dato' Hamidah joined the Company in 1996 as Group General Manager and was redesignated to Group Director of Operations in March 1997. In 1998, she was appointed Managing Director designate to undertake the restructuring exercise of the group until its completion in May 2001. She is currently on the board of Sentul Raya Golf Club Berhad and a few other private companies.

EU PENG MENG @ LESLIE EU

Malaysian, aged 75, was appointed to the Board on 15 June 2001 as an Independent Non-Executive Director. He is also the Chairman of the Audit Committee. Mr Leslie Eu graduated with a Bachelor of Commerce degree from the Republic of Ireland. He is a Fellow of the Chartered Institute of Logistics and Transport and was one of the founding directors of Global Maritime Ventures Berhad. He has been in the shipping business for more than 40 years. He was the first Chief Executive Officer of Malaysian International Shipping Corporation Berhad from the company's inception in 1969 until his early retirement in 1985. Mr Leslie Eu was a Board Member of Lembaga Pelabuhan Kelang from 1970 to 1999 and Lloyd's Register of Shipping (Malaysia) Bhd from 1983 to 2009. In 1995, he was presented the Straits Shipper Transport Personality award by the Minister of Transport. He was appointed by the United Nations Conference on Trade and Development as one of the 13 experts to assist the developing nations in establishing their maritime fleets. Mr Leslie Eu presently serves on the board of several public companies such as YTL Corporation Berhad and YTL Cement Berhad, all listed on the Main Market of Bursa Malaysia Securities Berhad. He is also a director of Pintar Projek Sdn Bhd, the Manager of Starhill Real Estate Investment Trust.

DETAILS OF ATTENDANCE OF DIRECTORS AT BOARD MEETINGS

During the financial year, a total of 5 Board meetings were held and the details of attendance are as follows:-

	Attendance
Dato' Suleiman Bin Abdul Manan	5
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping	5
Tan Sri Datuk Seri Panglima Dr. Abu Hassan Bin Othman	4
Dato' Cheong Keap Tai	5
Dato' Yeoh Seok Kian	4
Dato' Yeoh Seok Hong	4
Dato' Sri Michael Yeoh Sock Siong	5
Dato' Mark Yeoh Seok Kah	4
Dato' Hamidah Binti Maktar	5
Eu Peng Meng @ Leslie Eu	5

Notes:-

1. **Family Relationship with Director and/or Major Shareholder**
   Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, Dato' Yeoh Seok Kian, Dato' Yeoh Seok Hong, Dato' Sri Michael Yeoh Sock Siong and Dato' Mark Yeoh Seok Kah are siblings. Tan Sri Dato' Seri (Dr) Yeoh Tiong Lay, the father of Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, Dato' Yeoh Seok Kian, Dato' Yeoh Seok Hong, Dato' Sri Michael Yeoh Sock Siong and Dato' Mark Yeoh Seok Kah, is a deemed major shareholder of the Company. Save as disclosed herein, none of the Directors has any family relationship with any director and/or major shareholder of the Company.

2. **Conflict of Interest**
   None of the Directors has any conflict of interest with the Company.

3. **Conviction of Offences**
   None of the Directors has been convicted of any offences in the past ten (10) years.

Statement of Directors' Responsibilities

The Directors are required by law to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group and of the Company at the end of the financial year and of the results and cash flows of the Group and of the Company for the financial year then ended.

The Directors consider that, in preparing the financial statements for the financial year ended 30 June 2010, the Group has used appropriate accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent. The Directors also consider that all applicable approved accounting standards have been followed and confirm that the financial statements have been prepared on a going concern basis.

The Directors are responsible for ensuring that the Group and the Company keep accounting records which disclose with reasonable accuracy at any time the financial position of the Group and of the Company and which enable them to ensure that the financial statements comply with the Companies Act 1965 and MASB Approved Accounting Standards in Malaysia for Entities Other Than Private Entities.

Audit Committee Report

MEMBERS

Eu Peng Meng @ Leslie Eu
(Chairman/Independent Non-Executive Director)

Tan Sri Datuk Seri Panglima Dr. Abu Hassan Bin Othman
(Member/Independent Non-Executive Director)

Dato' Cheong Keap Tai
(Member/Independent Non-Executive Director)

TERMS OF REFERENCE

Primary Purposes

The Committee shall:

1. Provide assistance to the Board in fulfilling its fiduciary responsibilities relating to the corporate accounting and practices for YTL Land & Development Berhad and all its wholly and majority owned subsidiaries ("Group").
2. Assist to improve the Group's business efficiency, the quality of the accounting function, the system of internal controls and the audit function to strengthen the confidence of the public in the Group's reported results.
3. Maintain through regularly scheduled meetings, a direct line of communication between the Board and the external auditors as well as internal auditors.
4. Enhance the independence of both the external and internal auditors' function through active participation in the audit process.
5. Act upon the Board of Directors' request to investigate and report on any issues or concerns in regard to the management of the Group.
6. Review existing practices and recommend to Management to formalise an ethics code for all executives and members of the staff of the Group.
7. Create a climate of discipline and control which will reduce opportunity of fraud.

Membership

1. The Committee shall be appointed by the Board from amongst their number and shall be composed of no fewer than three (3) members, all of whom must be non-executive directors, with a majority of them being Independent Directors.
2. At least one member of the Audit Committee:-
   (a) must be a member of the Malaysian Institute of Accountants; or
   (b) if he is not a member of the Malaysian Institute of Accountants, he must have at least 3 years' working experience and:-
      (i) he must have passed the examinations specified in Part I of the 1st Schedule of the Accountants Act 1967; or
      (ii) he must be a member of one of the associations of accountants specified in Part II of the 1st Schedule of the Accountants Act 1967; or
   (c) fulfils such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad ("Bursa Securities").
3. The Board must ensure that no alternate Director is appointed as a member of the Audit Committee.
4. The members of the Committee shall elect a Chairman from amongst their number who shall be an Independent Director.

Authority

The Committee shall in accordance with the procedure determined by the Board and at the cost of the Company:-

1. have authority to investigate any matter within its terms of reference;
2. have the resources which are required to perform its duties;
3. have full and unrestricted access to any information pertaining to the Company;
4. have direct communication channels with the external auditors and person(s) carrying out the internal audit function or activity;
5. be able to obtain independent professional or other advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary; and
6. be able to convene meetings with the external auditors, the internal auditors or both, excluding the attendance of other directors and employees of the Company, whenever deemed necessary.

Functions And Duties

The Committee shall, amongst others, discharge the following functions:-

1. Review the following and report the same to the Board of the Company:-

    (a) the audit plan with the external auditors;

    (b) the evaluation by the external auditors of the quality and effectiveness of the entire accounting system, the adequacy and the integrity of the internal control system and the efficiency of the Group's operations and efforts and processes taken to reduce the Group's operational risks;

    (c) the audit report with the external auditors;

    (d) the assistance given by the employees of the Company to the external auditors;

    (e) the adequacy of the scope, functions, competency and resources of the internal audit functions and that it has the necessary authority to carry out its work;

    (f) the internal audit programme, processes, the results of the internal audit programme, processes or investigation undertaken and whether or not appropriate action is taken on the recommendations of the internal audit function;

    (g) the quarterly results and year end financial statements, prior to the approval by the Board of Directors, focussing particularly on:-

    - changes in or implementation of major accounting policy changes
    - significant and unusual events
    - the accuracy and adequacy of the disclosure of information essential to a fair and full presentation of the financial affairs of the Group
    - compliance with accounting standards, other statutory and legal requirements and the going concern assumption;

    (h) any related party transaction and conflict of interest situation that may arise within the Company/Group and any related parties outside the Group including any transaction, procedure or course of conduct that raises questions of management integrity;

    (i) any letter of resignation from the external auditors of the Company;

    (j) whether there is reason (supported by grounds) to believe that the Company's external auditors are not suitable for re-appointment; and

    (k) any significant audit findings, reservations, difficulties encountered or material weaknesses reported by the external and internal auditors.

Audit Committee Report

2. Recommend the nomination of a person or persons as external auditors and the external audit fee.
3. Promptly report to Bursa Securities on any matter reported by it to the Board of the Company which has not been satisfactorily resolved resulting in a breach of Bursa Securities Main Market Listing Requirements ("Main LR").
4. Carry out any other function that may be mutually agreed upon by the Committee and the Board which would be beneficial to the Company and ensure the effective discharge of the Committee's duties and responsibilities.

Meetings

1. To form a quorum in respect of a meeting of the Committee, the majority of members present must be Independent Directors.
2. The Committee shall meet at least five (5) times a year, although additional meetings may be called at any time at the Audit Committee Chairman's discretion. An agenda shall be sent to all members of the Committee and any other persons who may be required/invited to attend. All meetings to review the quarterly results and annual financial statements, shall be held prior to such quarterly results and annual financial statements being presented to the Board for approval.
3. Notwithstanding paragraph 2 above, upon the request of any member of the Committee, the external auditors or the internal auditors, the Chairman of the Committee shall convene a meeting of the Committee to consider any matter which should be brought to the attention of the Directors or shareholders.
4. The external auditors have the right to appear and be heard at any meeting of the Committee and shall appear before the Committee when required to do so by the Committee.
5. The Committee may invite any Board member or any member of the Management within the Company who the Committee thinks fit to attend its meetings to assist in resolving and clarifying matters raised in audit reports.
6. The internal auditors shall be in attendance at meetings of the Committee to present and discuss the audit reports of findings and the recommendations relating thereto and to follow up on decisions made at these meetings.
7. The Committee may establish any regulations from time to time to govern its administration.

Retirement And Resignation

In the event of any vacancy in the Audit Committee resulting in the non-compliance of subparagraphs 15.09(1) of the Main LR, the Company must fill the vacancy within 3 months.

Minutes

1. The Secretary shall cause minutes to be duly entered in the books provided for the purpose of all resolutions and proceedings of all meetings of the Committee. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting and if so signed, shall be conclusive evidence without any further proof of the facts thereon stated.
2. Minutes of each meeting shall also be distributed to the members of the Committee prior to each meeting.
3. Detailed minutes of the Committee's meetings will be made available to all Board members. A summary of significant matters and resolutions will be reported to the Board by the Committee.
4. The books containing the minutes of proceedings of any meeting of the Committee shall be kept by the Company at the registered office of the Company and shall be opened to the inspection of any member of the Committee and of the Board.

Secretary

The Secretary to the Committee shall be the Company Secretary.

ACTIVITIES

In line with the terms of reference of the Committee, the following activities were carried out by the Committee during the financial year ended 30 June 2010 in discharging its duties:-

1. Review of the external auditors' scope of work and their audit plan.
2. Reviewing with the external auditors on the results of their audit, the audit report and internal control recommendations in respect of control weaknesses noted in the course of their audit.
3. Review of audit reports presented by internal auditors on findings and recommendations and management's responses thereto and ensure that material findings are adequately addressed by management.
4. Review of the quarterly results and annual financial statements to ensure compliance with the Main LR, applicable approved accounting standards and other statutory and regulatory requirements prior to recommending for approval by the Board of Directors.
5. Review of the related party transactions entered into by the Group.
6. Review of the adequacy and competency of the internal audit function and the profiles of the internal auditors.
7. Review of the Audit Committee Report and Statement on Internal Control and recommend to the Board for approval prior to their inclusion in the Company's Annual Report.

INTERNAL AUDIT ACTIVITIES

The activities of the internal audit function during the year under review include:-

1. Developing the annual internal audit plan and proposing this plan to the Audit Committee.
2. Conducting scheduled internal audit engagements, focusing primarily on the effectiveness of internal controls and recommending improvements where necessary.
3. Conducting follow-up reviews to assess if appropriate action has been taken to address issues highlighted in previous audit reports.
4. Presenting audit findings to the Audit Committee for consideration.

Cost amounting to approximately RM51,000 were incurred in relation to internal audit function for the financial year ended 30 June 2010.

NUMBER OF MEETINGS HELD AND DETAILS OF ATTENDANCE

During the financial year, a total of 5 Audit Committee meetings were held and the details of attendance are as follows:-

	Attendance
Eu Peng Meng @ Leslie Eu	5
Tan Sri Datuk Seri Panglima Dr. Abu Hassan Bin Othman	4
Dato' Cheong Keap Tai	5

Statement on Corporate Governance

for the financial year ended 30 June 2010

The Board of Directors ("Board") of YTL Land & Development Berhad ("YTL L&D" or "Company") remains firmly committed to ensuring an appropriate and sound system of corporate governance throughout the Company and its subsidiaries ("YTL L&D Group"). In implementing its governance system and ensuring compliance with the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Board has been guided by the measures and best practices recommended in the Malaysian Code on Corporate Governance ("Code").

The YTL L&D Group has a long-standing commitment to corporate governance and protection of shareholder value, which has been integral to the YTL L&D Group's achievements and strong financial profile to date. The YTL L&D Group's corporate governance structure is a fundamental part of the Board's responsibility to protect and enhance long-term shareholder value and the financial performance of the YTL L&D Group, whilst taking into account the interests of all stakeholders.

This section of the Annual Report details the measures implemented by the YTL L&D Group to strengthen its compliance with the Principles and Best Practices of Corporate Governance as set out in Parts 1 and 2 of the Code, respectively.

BOARD STRUCTURE

YTL L&D is led and managed by an experienced Board with a wide and varied range of expertise to address and manage the complexity and scale of the YTL L&D Group's operations. This broad spectrum of skills and experience ensures the YTL L&D Group is under the guidance of an accountable and competent Board. The Directors recognise the key role they play in charting the strategic direction, development and control of the YTL L&D Group and have adopted the six primary responsibilities as listed in the Code, which facilitate the discharge of the Board's stewardship responsibilities.

The Board currently has 10 Directors, comprising 6 executive members and 4 non-executive members, 3 of whom are independent. This provides an effective check and balance in the functioning of the Board, and complies with the Listing Requirements, which require one-third of the Board to be independent.

The positions and responsibilities of the Chairman and the Managing Director are held by separate members of the Board. The Chairman is primarily responsible for the orderly conduct and effectiveness of the Board, whilst the Managing Director oversees the day-to-day running of the business, implementation of Board policies and making of operational decisions, in addition to advancing relationships with regulators and all other stakeholders. The Managing Director and the Executive Directors are accountable to the Board for the profitable operation and development of the YTL L&D Group, consistent with the primary aim of enhancing long-term shareholder value.

The Independent Non-Executive Directors have the experience and business acumen necessary to carry sufficient weight in the Board's decisions and the presence of these Independent Non-Executive Directors brings an additional element of balance to the Board as they do not participate in the day-to-day running of the Company. The differing roles of Executive and Non-Executive Directors are delineated, both having fiduciary duties towards shareholders. Executive Directors have a direct responsibility for business operations whereas Non-Executive Directors have the necessary skill and experience to bring an independent judgement to bear on issues of strategy, performance and resources brought before the Board.

The Executive Directors are collectively accountable for the running and management of the YTL L&D Group's operations and for ensuring that strategies are fully discussed and examined, and take account of the long-term interests of shareholders, employees, customers, suppliers and the many communities in which the YTL L&D Group conducts its business.

Together, the Directors believe that the structure of the Board satisfactorily reflects the interests of its shareholders and is able to provide clear effective leadership to the YTL L&D Group. The composition of the Board reflects the wide range of business, commercial and financial experience essential in the management and direction of a corporation of this size. A brief description of the background of each Director is presented in the Profile of the Board of Directors in this Annual Report.

To date, the Board has not found it necessary to designate a senior independent non-executive to whom concerns may be conveyed, mainly because full deliberation of issues affecting the YTL L&D Group by all members of the Board and shareholders is encouraged.

DIRECTORS' TRAINING

The Directors are fully cognisant of the importance and value of attending seminars, training programmes and conferences in order to update themselves on developments and changes in the industries in which the YTL L&D Group operates, as well as wider economic, financial and governance issues to enhance their skills, knowledge and expertise in their respective fields. All Directors have attended and completed the Mandatory Accreditation Programme prescribed by Bursa Securities, and the Board will continue to evaluate and determine the training needs of its Directors on an ongoing basis.

Throughout the financial year under review, the Directors attended various briefings, conferences, seminar programmes and speaking engagements covering areas that included corporate governance, leadership, relevant industry updates and global business developments which they have collectively or individually considered as useful in discharging their stewardship responsibilities.

BOARD MEETINGS & ACCESS TO INFORMATION

Board meetings are scheduled with due notice in advance at least 5 times in a year in order to review and approve the annual and interim financial results. Additional meetings may also be convened on an ad-hoc basis when significant issues arise relating to the YTL L&D Group and when necessary to review the progress of its operating subsidiaries in achieving their strategic goals. The Board met 5 times during the financial year ended 30 June 2010. Details of each Director's attendance of the Board meetings are disclosed in the Profile of the Board of Directors in this Annual Report.

The Directors are fully apprised of the need to determine and disclose potential or actual conflicts of interest which may arise in relation to transactions or matters which come before the Board. In accordance with applicable laws and regulations, the Directors formally disclose any direct or indirect interests or conflicts of interests in such transactions or matters as and when they arise and abstain from deliberations and voting at Board meetings as required.

The Directors have full and unrestricted access to all information pertaining to the YTL L&D Group's business and affairs to enable them to discharge their duties. There are matters specifically reserved for the Board's decision to ensure that the direction and control of the YTL L&D Group rests firmly with the Board.

Prior to each Board meeting, all Directors receive the agenda together with a comprehensive set of Board papers encompassing qualitative and quantitative information relevant to the business of the meeting. This allows the Directors to obtain further explanations or clarifications, where necessary, in order to be properly briefed before each meeting. A record of the Board's deliberations of the issues discussed and conclusions reached in discharging its duties and responsibilities is captured in the minutes of each meeting, prepared by the Company Secretary, who ensures that accurate and proper records of the proceedings of Board meetings and resolutions passed are recorded and kept in the statutory register at the registered office of YTL L&D Group.

Board papers are presented in a consistent, concise and comprehensive format, and include, where relevant to the proposal put forward for the Board's deliberation, approval or knowledge, progress reports on the YTL L&D Group's operations and detailed information on corporate proposals, major fund-raising exercises and significant acquisitions and disposals. Where necessary or prudent, professional advisers may be on hand to provide further information and respond directly to Directors' queries. In order to maintain confidentiality, Board papers on issues that are deemed to be price-sensitive may be handed out to Directors during the Board meeting.

All Directors have full access to the advice and services of the Company Secretary who consistently ensures that Board procedures are adhered to at all times during meetings and advises the Board on matters including corporate governance issues and the Directors' responsibilities in complying with relevant legislation and regulations.

APPOINTMENT & RE-ELECTION OF DIRECTORS

The appointment of Directors is undertaken by the Board as a whole. The Managing Director recommends candidates suitable for appointment to the Board, and the final endorsement lies with the entire Board to ensure that the required mix of skills, experience and expertise of members of the Board is sufficient to address the issues affecting the YTL L&D Group. In its deliberations, the Board is required to take into account the integrity, professionalism, skill, knowledge, expertise and experience of the proposed candidate. In accordance with the Board's procedures, deliberations and conclusions in this process reached are recorded by the Company Secretary. During the financial year under review, there were no new appointments to the Board.

In accordance with the Company's Articles of Association, at least one-third of the Directors are required to retire from office at each Annual General Meeting ("AGM") and may offer themselves for re-election by rotation. Directors who are appointed by the Board during the financial year are subject to re-election by shareholders at

Statement on Corporate Governance

the next AGM held following their appointments. Directors who are over seventy years of age are required to submit themselves for re-appointment by shareholders annually in accordance with Section 129 of the Companies Act 1965. The names and details of Directors seeking re-election at the forthcoming AGM are disclosed in the Notice of AGM and the Profile of the Board of Directors, respectively, in this Annual Report.

In accordance with the Listing Requirements, each member of the Board holds not more than ten directorships in public listed companies and not more than fifteen directorships in non-public listed companies. This ensures that their commitment, resources and time are focused on the affairs of the YTL L&D Group thereby enabling them to discharge their duties effectively.

DIRECTORS' REMUNERATION

Directors' remuneration is decided in line with the objective recommended by the Code to determine the remuneration for Directors so as to attract, retain, motivate and incentivise Directors of the necessary calibre needed to lead the YTL L&D Group successfully. In general, the remuneration of the directors is reviewed against the performance of the individual and the YTL L&D Group. The Executive Directors' remuneration consists of basic salary, other emoluments and other customary benefits as appropriate to a senior management member. The component parts of remuneration are structured so as to link rewards to performance. Directors do not participate in decisions regarding their own remuneration packages and Directors' fees must be approved by shareholders at the AGM.

Details of the aggregate remuneration of Directors categorised into appropriate components and the range of remuneration for each Director can be found in Note 7 to the Financial Statements in this Annual Report. Details are not shown with reference to Directors individually, both for security reasons and because the Board believes that such information will not add significantly to the understanding and evaluation of the YTL L&D Group's standards of corporate governance.

DIALOGUE WITH SHAREHOLDERS & INVESTORS

The YTL L&D Group values dialogue with investors and constantly strives to improve transparency by maintaining channels of communication with shareholders and investors that enable the Board to convey information about performance, corporate strategy and other matters affecting shareholders' interests. The Board believes that a constructive and effective investor relationship is essential in enhancing shareholders value and recognises the importance of timely dissemination of information to shareholders. Accordingly, the Board ensures that shareholders are kept well-informed of any major developments of the YTL L&D Group. Such information is communicated through the Annual Report, the various disclosures and announcements to Bursa Securities, including quarterly and annual results, and corporate websites.

The Managing Director and the Executive Directors meet with analysts, institutional shareholders and investors throughout the year not only to promote the dissemination of the YTL L&D Group's financial results but to provide updates on strategies and new developments to ensure mutual understanding of the YTL L&D Group's operations and activities. Presentations based on permissible disclosures are made to explain the YTL L&D Group's performance and major development programs. Whilst efforts are made to provide as much information as possible to its shareholders and stakeholders, the Directors are cognisant of the legal and regulatory framework governing the release of material and sensitive information so as to not mislead its shareholders. Therefore, information that is price-sensitive or that may be regarded as undisclosed material information about the YTL L&D Group is not disclosed to any party until after the prescribed announcement to Bursa Securities has been made.

The AGM is the principal forum for dialogue with shareholders. The Board provides opportunities for shareholders to raise questions pertaining to issues in the Annual Report, corporate developments in the YTL L&D Group, the resolutions being proposed and the business of the YTL L&D Group in general at every AGM and extraordinary general meeting of the Company. The notice of the AGM and a circular to shareholders in relation to the renewal of the Company's share buy-back and recurrent related party transactions mandates are sent to shareholders at least 21 days prior to the AGM in accordance with the Listing Requirements and the Companies Act 1965 in order to enable shareholders to review the YTL L&D Group's financial and operational performance for the financial year and to fully evaluate new resolutions being proposed.

The Managing Director and Executive Directors takes the opportunity to present a comprehensive review of the progress and performance of the YTL L&D Group, and provide appropriate answers in response to shareholders' questions during the meeting, thereby ensuring a high level of accountability, transparency and identification with the YTL L&D Group's business operations, strategy and goals. Each item of special business included in the notice of the meeting is accompanied by an explanatory statement for the proposed resolution to facilitate full understanding and evaluation of issues involved.

During the course of each financial year, the Company ensures prompt and timely release and dissemination of quarterly results, announcements, circulars and notices to enable shareholders to keep abreast of the YTL L&D Group's financial and operational performance and to make informed decisions with regards to significant corporate developments.

THE AUDIT COMMITTEE

The Company has in place an Audit Committee which comprises 3 Non-Executive Directors in compliance with the Code and the Listing Requirements which require all the members of the Audit Committee to be Non-Executive Directors.

The Audit Committee holds quarterly meetings to review matters including the YTL L&D Group's financial reporting, the audit plans for the financial year and recurrent related party transactions, as well as to deliberate the findings of the internal and external auditors.

The Audit Committee met 5 times during the financial year ended 30 June 2010. Full details of the composition, complete terms of reference and a summary of the activities of the Audit Committee during the financial year are set out in the Audit Committee Report in this Annual Report.

FINANCIAL REPORTING

The Directors are responsible for ensuring that financial statements are drawn up in accordance with the Companies Act 1965 and MASB Approved Accounting Standards in Malaysia for Entities Other Than Private Entities. In presenting the financial statements, the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates to present a true and fair assessment of the Company's position and prospects. Quarterly financial statements were reviewed by the Audit Committee and approved by the Board prior to release to Bursa Securities and the Securities Commission.

The Statement by Directors made pursuant to Section 169 of the Companies Act 1965, is set out in this Annual Report.

INTERNAL CONTROL AND INTERNAL AUDIT

The Board acknowledges its overall responsibility for maintaining a sound system of internal control to safeguard the investment of its shareholders and the YTL L&D Group's assets. Details of the YTL L&D Group's system of internal control and its internal audit functions are contained in the Statement on Internal Control and the Audit Committee Report in this Annual Report.

RELATIONSHIP WITH THE AUDITORS

The Board has established formal and professional arrangements for maintaining an appropriate relationship with the Company's external auditors, Messrs Ernst & Young. The external auditors also attend each AGM in order to address clarifications sought pertaining to the audited financial statements by shareholders.

ADDITIONAL DISCLOSURE

- **Employee Retention Policies:** The Board believes that maintaining the calibre of its employees is vital to ensure the continued success of the YTL L&D Group and the consequent increase in returns to shareholders. To these ends, the YTL L&D Group has implemented various staff retention and assessment practices, including a Thirteenth Month wage supplement, annual bonuses and biannual reviews of staff performance.

The Board is satisfied that the Company has, in all material aspects, complied with the best practices of the Code as at 30 June 2010.

This statement was approved by the Board of Directors on 19 August 2010.

Statement on Internal Control

for the financial year ended 30 June 2010

During the financial year under review, YTL Land & Development Berhad ("YTL L&D" or "Company") and its subsidiaries ("YTL L&D Group") continued to enhance the YTL L&D Group's system of internal control and risk management, in order to better quantify its compliance with the Malaysian Code on Corporate Governance ("Code") and the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities").

The Board of Directors ("Board") acknowledges its overall responsibility for maintaining a sound system of internal control to safeguard the investment of its shareholders and the assets of the YTL L&D Group, and that these controls are designed to provide reasonable, but not absolute, assurance against the risk of occurrence of material errors, fraud or losses.

RESPONSIBILITIES OF THE BOARD

The Board is ultimately responsible for maintaining a sound system of internal control which includes the establishment of an appropriate control environment framework to address the need to safeguard shareholders' investments and the assets of the YTL L&D Group, and for reviewing the adequacy and integrity of the system. The system of internal control covers not only financial controls but operational and compliance controls and risk management. However, the Board recognises that reviewing the YTL L&D Group's system of internal control is a concerted and continuing process, designed to minimise the likelihood of fraud and error, and to manage rather than eliminate the risk of failure to achieve business objectives. Accordingly, the system of internal control can only provide reasonable but not absolute assurance against material misstatement, fraud and loss.

The Board believes that the YTL L&D Group's system of internal control, financial or otherwise in place for the financial year under review, should provide reasonable assurance regarding the achievement of the objectives of ensuring effectiveness and efficiency of operations, reliability and transparency of financial information and compliance with laws and regulations.

PRINCIPAL FEATURES OF THE YTL L&D GROUP'S SYSTEM OF INTERNAL CONTROL

The Board is committed to maintaining a sound internal control structure that includes processes for continuous monitoring and review of effectiveness of control activities, and to govern the manner in which the YTL L&D Group and its staff conduct themselves. The principal features which formed part of the YTL L&D Group's system of internal control can be summarised as follows:-

- **Authorisation Procedures:** The YTL L&D Group has a clear definition of authorisation procedures and a clear line of accountability, with strict authorisation, approval and control procedures within the Board and the senior management. Responsibility levels are communicated throughout the YTL L&D Group which set out, among others, authorisation levels, segregation of duties and other control procedures to promote effective and independent stewardship in the best interest of shareholders.

- **Authority Levels:** The YTL L&D Group has delegated authority levels for major tenders, capital expenditure projects, acquisitions and disposals of businesses and other significant transactions to the Executive Directors. The approval of capital and revenue proposals above certain limits is reserved for decision by the Board. Other investment decisions are delegated for approval in accordance with authority limits. Comprehensive appraisal and monitoring procedures are applied to all major investment decisions.

  The authority of the Directors is required for decisions on key treasury matters including financing of corporate and investment funding requirements, interest rate risk management, investments, insurance and designation of authorised signatories.

- **Financial Performance:** Interim financial results are reviewed by the Audit Committee and approved by the Board upon recommendation of the Audit Committee before release to Bursa Securities. The full year financial results and analysis of the YTL L&D Group's state of affairs are disclosed to shareholders after review and audit by the external auditors.

- **Internal Compliance:** The YTL L&D Group monitors compliance with its internal financial controls through management reviews and reports which are internally reviewed by key personnel to enable it to gauge achievement of annual targets. Updates of internal policies and procedures are undertaken to reflect changing risks or resolve operational deficiencies, as well as changes to legal and regulatory compliance requirements relevant to the YTL L&D Group. Internal audit visits are systematically arranged over specific periods to monitor and scrutinise compliance with procedures and assess the integrity of financial information provided.

KEY PROCESSES OF THE YTL L&D GROUP'S SYSTEM OF INTERNAL CONTROL

The key processes that the Board has established to review the adequacy and integrity of the system of internal control are as follows:-

- **Internal Audit Function:** The YTL L&D Group's internal audit function is carried out by the YTL Corporation Berhad Group Internal Audit department ("YTLIA"). YTLIA provides assurance on the efficiency and effectiveness of the internal control systems implemented by management, and reports directly to the Audit Committee. A description of the activities of the internal audit function can be found in the Audit Committee Report included in this Annual Report.

  YTLIA provides periodic reports to the Audit Committee, reporting on the outcome of the audits conducted which highlight the effectiveness of the system of internal control and significant risks. The Audit Committee reviews and evaluates the key concerns and issues raised by YTLIA and ensures that appropriate and prompt remedial action is taken by Management.

  None of the weaknesses or issues identified during the review for the financial year has resulted in non-compliance with any relevant policies or procedures, listing requirements or recommended industry practices that would require disclosure in the Company's Annual Report.

  The system of internal control will continue to be reviewed, enhanced and updated in line with changes in the operating environment. The Board will seek regular assurance on the continuity and effectiveness of the internal control system through independent appraisals by YTLIA. The Board is of the view that the current system of internal control in place throughout the YTL L&D Group is effective to safeguard its interests.

- **Senior Management Meetings:** The YTL L&D Group conducts weekly meetings of the senior management which comprises Executive Directors and divisional heads. The purpose of these meetings is to deliberate and decide upon urgent company matters. Decisions can then be effectively communicated to relevant staff levels in a timely manner. From these meetings, the management is able to identify significant operational and financial risks of the business units concerned.

- **Treasury Meetings:** Management meetings are convened to review, identify, discuss and resolve significant financial and treasury matters and to monitor the financial standing of the YTL L&D Group. These meetings are conducted on a weekly basis to ensure that any new financial developments and/or areas of concern are highlighted early and can be dealt with promptly. The members of this meeting comprise at least the YTL L&D Group Managing Director, Executive Directors and senior managers.

- **Site Visits:** The Executive Directors undertake site visits to production and operating units and communicate with various levels of staff to gauge first-hand the effectiveness of strategies discussed and implemented. This is to ensure that Management and the Executive Directors maintain a transparent and open channel of communication for effective operation.

RISK MANAGEMENT

The YTL L&D Group's financial profile is the result of a system of internal control and risk management designed to mitigate risks which arise in the course of business, such as entering into joint venture agreements with land owners when undertaking property development projects. This strategy has helped to keep holding costs low and provided better resilience against severe downswings in the property market. The YTL L&D Group's Sentul development project, for example, is being undertaken as a joint venture with Keretapi Tanah Melayu Berhad.

The Board acknowledges that all areas of the YTL L&D Group's business activities involve some degree of risk. The YTL L&D Group is committed to ensuring that there is an effective risk management framework which allows management to manage risks within defined parameters and standards, and promotes profitability of the YTL L&D Group's operations in order to enhance shareholder value.

Statement on Internal Control

Identifying, evaluating and managing the significant risks faced by the YTL L&D Group is an ongoing process which is undertaken at each level of operations. During the financial year under review, this function was exercised through participation of Executive Directors in management meetings to ensure the adequacy and integrity of the system of internal control. Emphasis is placed on reviewing and updating the process for identifying and evaluating the significant risks affecting the business, and policies and procedures by which these risks are managed.

Management is responsible for creating a risk-aware culture within the YTL L&D Group and for the identification and evaluation of significant risks applicable to their areas of business, together with the design and operation of suitable internal controls. These risks are assessed on a continual basis and may be associated with a variety of internal and external sources including control breakdowns, disruption in information systems, competition, natural catastrophe and regulatory requirements. Significant changes in the business and the external environment which affect significant risks will be reported by the Management to the Board in developing a risk mitigation action plan. Where areas for improvement in the system are identified, the Board considers the recommendations made by the Audit Committee and the internal auditors.

The Board will pursue its ongoing process of identifying, assessing and managing key business, operational and financial risks faced by its business units as well as regularly reviewing planned strategies to determine whether risks are mitigated and well-managed, and to ensure compliance with the guidelines issued by the relevant authorities. This is to ensure the YTL L&D Group is able to respond effectively to the constantly changing business environment in order to protect and enhance stakeholders' interests and shareholder value.

REVIEW BY EXTERNAL AUDITORS

The external auditors, Messrs Ernst & Young, have reviewed this Statement on Internal Control for inclusion in the Annual Report for the financial year ended 30 June 2010, in compliance with Paragraph 15.23 of the Listing Requirements, and reported to the Board that nothing has come to their attention that causes them to believe that the statement is inconsistent with their understanding of the process adopted by the Board in reviewing the adequacy and integrity of the system of internal controls.

CONCLUSION

The Board is of the view that the system of internal controls being instituted throughout the YTL L&D Group is sound and effective. The monitoring, review and reporting arrangements in place give reasonable assurance that the structure and operation of controls are appropriate for the YTL L&D Group's operations and that risks are at an acceptable level throughout the YTL L&D Group's businesses. Nevertheless, reviews of all the control procedures will be continuously carried out to ensure the ongoing effectiveness and adequacy of the systems of internal control, so as to safeguard shareholders' investments and the YTL L&D Group's assets.

This statement was approved by the Board of Directors on 7 October 2010.

Disclosure of Recurrent Related Party Transactions of a Revenue or Trading Nature

for the financial year ended 30 June 2010

At the last Annual General Meeting of YTL Land & Development Berhad ('YTL L&D') held on 1 December 2009, the Company had obtained a mandate from its shareholders to allow YTL L&D and/or its subsidiaries ('YTL L&D Group') to enter into related party transactions which are recurrent, of a revenue or trading nature and which are necessary for the day-to-day operations of YTL L&D or its subsidiaries ('Recurrent Related Party Transactions').

In accordance with Paragraph 10.09(2)(b) of Bursa Malaysia Securities Berhad Main Market Listing Requirements, details of the Recurrent Related Party Transactions conducted during the financial year ended 30 June 2010 pursuant to the said shareholder mandate are as follows:-

Companies in the YTL L&D Group involved in the Recurrent Related Party Transactions	Related Party	Nature of Transactions	Interested Related Parties	Nature of Relationship	Value of Transactions RM'000
YTL L&D, Bayumaju Development Sdn Bhd, Sentul Raya Sdn Bhd, Pakatan Perakbina Sdn Bhd, PYP Sendirian Berhad, Syarikat Kemajuan Perumahan Negara Sdn Bhd	YTL Corporation[b] Group[f]	Progress billings for construction contracts from Related Party; Car parking fees paid to Related Party; Provision of construction materials by Related Party; Provision of hotel related services by Related Party; Rental on premises at Lot 183, Seksyen 83, Sentul Park, Kuala Lumpur received from Related Party; Project management and marketing agent fees paid by Related Party.	YTLSH[a] YTL Corporation[b] Tan Sri Yeoh Tiong Lay[c] Yeoh Siblings[d] Other Yeoh Family[e]	Major Shareholder/ Person Connected[1] Major Shareholder/ Person Connected[2] Major Shareholder/ Person Connected[1][2][3][4][5] Directors[1][2][3][4][5] Person Connected[4][5]	145,555

Definitions:-

(a) YTLSH – Yeoh Tiong Lay & Sons Holdings Sdn Bhd

(b) YTL Corporation – YTL Corporation Berhad

(c) Tan Sri Yeoh Tiong Lay – Tan Sri Dato' Seri (Dr) Yeoh Tiong Lay

(d) Yeoh Siblings – Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, Dato' Yeoh Seok Kian, Dato' Yeoh Seok Hong, Dato' Sri Michael Yeoh Sock Siong & Dato' Mark Yeoh Seok Kah

(e) Other Yeoh Family – Puan Sri Datin Seri Tan Kai Yong @ Tan Kay Neong, Dato' Yeoh Soo Min, Dato' Yeoh Soo Keng, Datin Lim Lee Lee, Datin Kathleen Chew Wai Lin, Datin Sri Tan Siew Bee, Choy Wai Hin, Datin Julie Teh Chooi Gan (collectively, the 'Yeoh Family'), Yeoh Keong Hann, Yeoh Pei Lou & Yeoh Keong Yuan

(f) YTL Corporation Group – YTL Corporation and its subsidiary and associate companies (excluding YTL L&D, YTL e-Solutions Berhad, YTL Power International Berhad, YTL Cement Berhad and its subsidiary and associate companies)

Notes:-

(1) YTLSH is a major shareholder of YTL L&D Group and YTL Corporation Group. YTLSH is a person connected with Tan Sri Yeoh Tiong Lay and the Yeoh Siblings.

(2) YTL Corporation is a major shareholder of YTL L&D Group and the subsidiary and associate companies of YTL Corporation. YTL Corporation is a person connected with Tan Sri Yeoh Tiong Lay and the Yeoh Siblings.

(3) Tan Sri Yeoh Tiong Lay is a major shareholder of YTLSH, YTL Corporation Group and YTL L&D Group. Tan Sri Yeoh Tiong Lay is a person connected with the Yeoh Siblings.

(4) The Yeoh Family are persons connected with Tan Sri Yeoh Tiong Lay and the Yeoh Siblings. Yeoh Keong Hann, Yeoh Pei Lou & Yeoh Keong Yuan are the children of Dato' Yeoh Seok Hong.

(5) Tan Sri Yeoh Tiong Lay, the Yeoh Siblings, and Other Yeoh Family held shares in YTL Corporation as at 30 June 2010. Tan Sri Yeoh Tiong Lay, the Yeoh Siblings, Dato' Yeoh Soo Min and Dato' Yeoh Soo Keng are also Directors of YTL Corporation.

Analysis of Share/Irredeemable Convertible Preference Share (ICPS) Holdings

as at 30 September 2010

Class of shares : Ordinary shares of RM0.50 each
Voting rights : One vote per shareholder on a show of hands or one vote per ordinary share on a poll

DISTRIBUTION OF SHAREHOLDINGS

Size of holding	No. of Shareholders	%	No. of Shares#	%#
Less than 100	639	4.04	10,670	0.00
100 – 1,000	8,274	52.36	4,201,296	0.53
1,001 – 10,000	5,512	34.88	23,199,915	2.95
10,001 – 100,000	1,245	7.88	37,066,607	4.71
100,001 to less than 5% of issued shares	131	0.83	189,588,240	24.08
5% and above of issued shares	2	0.01	533,262,373	67.73
Total	**15,803**	**100.00**	**787,329,101**	**100.00**

THIRTY LARGEST SHAREHOLDERS

(without aggregating securities from different securities accounts belonging to the same person)

	Name	No. of Shares	%#
1	YTL Corporation Berhad	476,332,132	60.50
2	Mayban Securities Nominees (Tempatan) Sdn Bhd – Construction Lease (M) Sdn Bhd for Bara Aktif Sdn Bhd (DLR 072)	56,930,241	7.23
3	Mayban Securities Nominees (Tempatan) Sdn Bhd – Construction Lease (M) Sdn Bhd for Dato' Mohamed Zainal Abidin bin Abdul Kadir (DLR 072)	35,617,470	4.52
4	Mayban Securities Nominees (Tempatan) Sdn Bhd – Construction Lease (M) Sdn Bhd for MZK Realty Sdn Bhd (DLR 072)	20,428,946	2.59
5	Citigroup Nominees (Asing) Sdn Bhd – Goldman Sachs International	18,382,400	2.33
6	Alliancegroup Nominees (Tempatan) Sdn Bhd – Pheim Asset Management Sdn Bhd for Employees Provident Fund	13,532,300	1.72
7	Pemasaran Simen Negara Sdn Bhd	10,424,532	1.32
8	Yeoh Tiong Lay & Sons Holdings Sdn Bhd	8,021,600	1.02
9	DB (Malaysia) Nominee (Asing) Sdn Bhd – Exempt An for Deutsche Bank Ag Singapore (PWM Asing)	7,373,600	0.94
10	Permodalan Nasional Berhad	7,351,600	0.93
11	Yeoh Tiong Lay & Sons Holdings Sdn Bhd	6,402,200	0.81
12	Mayban Nominees (Tempatan) Sdn Bhd – Mayban Trustees Berhad for Public Ittikal Fund (N14011970240)	4,806,400	0.61
13	Bara Aktif Sdn Bhd	4,200,000	0.53
14	Mayban Securities Nominees (Tempatan) Sdn Bhd – Construction Lease (M) Sdn Bhd for Raja Dato' Wahid Bin Raja Kamaral Zaman (DLR 072)	3,896,438	0.49
15	Yeoh Tiong Lay & Sons Holdings Sdn Bhd	3,432,500	0.44
16	Affin Nominees (Tempatan) Sdn Bhd – Pledged Securities A/C for Tan Sew Hoey (Tan Siew Hoey) (TAN6986M)	3,320,700	0.42

	Name	No. of Shares	%#
17	Amanahraya Trustees Berhad – Public Islamic Opportunities Fund	2,278,200	0.29
18	YTL Corporation Berhad	2,119,300	0.27
19	Amanahraya Trustees Berhad – Public Far-East Property & Resorts Fund	2,067,000	0.26
20	Amanahraya Trustees Berhad – Public Islamic Select Treasures Fund	2,065,500	0.26
21	Eagletron Venture Corp.	1,981,600	0.25
22	Public Nominees (Tempatan) Sdn Bhd – Pledged Securities A/C for Lee Kwong Joo (E-KLC)	1,724,300	0.22
23	AMSEC Nominees (Tempatan) Sdn Bhd – Pledged Securities A/C for AMBank (M) Berhad for Lee Kwong Joo (SMART)	1,254,500	0.16
24	HLB Nominees (Tempatan) Sdn Bhd – Pledged Securities A/C for Lee Kwong Joo	1,240,200	0.16
25	AMSEC Nominees (Tempatan) Sdn Bhd – Pledged Securities A/C for AMBank (M) Berhad for Datin Ramona Suleiman Nee Lee Lai Wah	1,131,810	0.14
26	Public Nominees (Tempatan) Sdn Bhd – Pledged Securities A/C for Liau Siang Ie (E-KLC)	895,900	0.11
27	Chan Hing Kit	822,000	0.10
28	Chan Hing Thong	792,800	0.10
29	Mayban Nominees (Tempatan) Sdn Bhd – AmanahRaya Investment Management Sdn. Bhd. for Yayasan Pembangunan Iktisad Islam Malaysia (C49-990018)	729,000	0.09
30	HSBC Nominees (Asing) Sdn Bhd – Exempt AN for the Bank of New York Mellon SA/NV (Charles Stanley)	600,000	0.08
	Total	**700,155,169**	**88.89**

SUBSTANTIAL SHAREHOLDERS (as per register of substantial shareholders)

	No. of Shares Held			
Name	Direct	%#	Indirect	%#
YTL Corporation Berhad	478,451,532	60.77	–	–
Yeoh Tiong Lay & Sons Holdings Sdn Bhd	17,856,300	2.27	478,451,532 ℵ	60.77
Tan Sri Dato' Seri (Dr) Yeoh Tiong Lay	–	–	496,407,832 ℑ	63.04
Bara Aktif Sdn Bhd	61,130,241	7.76	–	–
Dato' Mohamed Zainal Abidin bin Abdul Kadir	35,637,470	4.53	81,559,187→	10.36
Raja Dato' Wahid bin Raja Kamaral Zaman	3,896,438	0.50	61,130,241 ↓	7.76

ℵ Deemed interests by virtue of interests held by YTL Corporation Berhad pursuant to Section 6A of the Companies Act, 1965.

ℑ Deemed interests by virtue of interests held by Yeoh Tiong Lay & Sons Holdings Sdn Bhd & YTL Corporation Berhad pursuant to Section 6A of the Companies Act, 1965.

→ Deemed interests by virtue of interests held by Bara Aktif Sdn Bhd & MZK Realty Sdn Bhd pursuant to Section 6A of the Companies Act, 1965.

↓ Deemed interests by virtue of interests held by Bara Aktif Sdn Bhd pursuant to Section 6A of the Companies Act, 1965.

Based on the issued and paid-up share capital of the Company of RM401,250,400.50 comprising 802,500,801 ordinary shares net of 15,171,700 treasury shares retained by the Company as per Record of Depositors.

Analysis of Share/Irredeemable Convertible Preference Share (ICPS) Holdings

Class of shares : Irredeemable Convertible Preference Shares 2001/2011 (ICPS 2001/2011) of RM0.50 each
Voting rights : One vote per ICPS 2001/2011 holder on a show of hands or one vote per ICPS 2001/2011 on a poll in respect of meeting of ICPS 2001/2011 holders

DISTRIBUTION OF ICPS 2001/2011 HOLDINGS

Size of holding	No. of ICPS 2001/2011 Holders	%	No. of ICPS 2001/2011	%
Less than 100	140	9.00	5,751	0.00
100 – 1,000	157	10.09	61,247	0.04
1,001 – 10,000	663	42.61	3,859,721	2.38
10,001 – 100,000	456	29.30	16,275,135	10.03
100,001 to less than 5% of issued ICPS	138	8.87	64,961,837	40.02
5% and above of issued ICPS	2	0.13	77,156,022	47.53
Total	**1,556**	**100.00**	**162,319,713**	**100.00**

THIRTY LARGEST ICPS 2001/2011 HOLDERS
(without aggregating securities from different securities accounts belonging to the same person)

	Name	No. of ICPS 2001/2011	%
1	Mayban Securities Nominees (Tempatan) Sdn Bhd – Construction Lease (M) Sdn Bhd for Opal Ventures Sdn Bhd (DLR 072)	58,000,000	35.73
2	Mayban Nominees (Tempatan) Sdn Bhd – Mayban Investment Management Sdn Bhd for Malayan Banking Berhad (GRM-230592)	19,156,022	11.80
3	Bumiputra-Commerce Factorslease Berhad	6,000,000	3.70
4	Wong Keat Keong	4,034,764	2.49
5	AMSEC Nominees (Tempatan) Sdn Bhd – Pledged Securities A/C for AMBank (M) Berhad for Dato' Suleiman bin Abdul Manan	3,713,400	2.29
6	Jerneh Insurance Bhd	3,462,000	2.13
7	F J Benjamin (M) Sdn Bhd	2,158,634	1.33
8	Tong Ai Lin	2,125,000	1.31
9	MIDF Amanah Investment Nominees (Tempatan) Sdn Bhd – Pledged Securities A/C for Wong Soo Noi (CTS-WSN0001)	1,700,000	1.05
10	Blue Fountain Sdn Bhd	1,600,000	0.99
11	Haw Ah Bee Construction Sdn Bhd	1,600,000	0.99
12	HSBC Nominees (Asing) Sdn Bhd – Exempt AN for the Bank of New York Mellon SA/NV (AMEX-Foreign)	1,500,000	0.92
13	Tan Kok Sing	1,407,200	0.87
14	Ong Aik Khoon	1,360,000	0.84

	Name	No. of ICPS 2001/2011	%
15	AMSEC Nominees (Tempatan) Sdn Bhd – Pledged Securities A/C for AMBank (M) Berhad for Lee Kwong Joo (SMART)	1,280,000	0.79
16	Lee Pei Hoon @ Lee Poh	1,215,000	0.75
17	Ng San Tiong	969,900	0.60
18	Tan Pak Nang	900,000	0.55
19	Tay Teck Ho	805,000	0.50
20	Hashim Dan Lim Sdn Bhd	761,820	0.47
21	Foong Wye Soon	724,500	0.45
22	Yong Siew Meng	681,000	0.42
23	Fu Lai Chee	671,200	0.41
24	Ho Bok Sing	660,252	0.41
25	Lee Swee Mui @ Lee Swee Chin	600,000	0.37
26	Melium Sdn Bhd	572,074	0.35
27	Mayban Nominees (Tempatan) Sdn Bhd – Mayban Trustees Berhad for Club Twenty-One Retail (Malaysia) Sdn Bhd (TCB-200504)	567,636	0.35
28	Esprit De Cop (Malaysia) Sdn Bhd	522,910	0.32
29	Tan Kwee Guan	510,200	0.31
30	Super Properties Sdn Bhd	490,996	0.30
	Total	**119,749,508**	**73.79**

Statement of Directors' Interests

in the company and related corporation as at 30 September 2010

THE COMPANY
YTL LAND & DEVELOPMENT BERHAD

Name	No. of Shares Held			
	Direct	%	Indirect	%
Dato' Suleiman Bin Abdul Manan	361,988	0.05	1,598,940(1)(3)	0.20

Name	No. of Irredeemable Convertible Preference Shares 2001/2011 Held			
	Direct	%	Indirect	%
Dato' Suleiman Bin Abdul Manan	3,713,400	2.29	1,089,794(2)(3)	0.67
Dato' Yeoh Seok Kian	240,000	0.15	–	–

HOLDING COMPANY
YTL CORPORATION BERHAD

Name	No. of Shares Held			
	Direct	%	Indirect	%
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	16,818,906	0.94	–	–
Dato' Yeoh Seok Kian	6,096,617	0.34	321,996(3)	0.02
Dato' Yeoh Seok Hong	5,137,219	0.29	3,972,962(3)	0.22
Dato' Sri Michael Yeoh Sock Siong	5,230,669	0.29	2,577,061(3)	0.14
Dato' Mark Yeoh Seok Kah	3,588,408	0.20	623,355(3)	0.03
Dato' Hamidah Binti Maktar	51,000	*	–	–

Name	No. of Shares Options	
	Direct	Indirect
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	5,000,000	400,000(4)
Dato' Yeoh Seok Kian	3,500,000	–
Dato' Yeoh Seok Hong	3,000,000	400,000(3)
Dato' Sri Michael Yeoh Sock Siong	3,000,000	–
Dato' Mark Yeoh Seok Kah	3,000,000	–
Dato' Hamidah Binti Maktar	100,000	–

ULTIMATE HOLDING COMPANY
YEOH TIONG LAY & SONS HOLDINGS SDN BHD

Name	No. of Shares Held			
	Direct	%	Indirect	%
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	5,000,000	12.28	–	–
Dato' Yeoh Seok Kian	5,000,000	12.28	–	–
Dato' Yeoh Seok Hong	5,000,000	12.28	–	–
Dato' Sri Michael Yeoh Sock Siong	5,000,000	12.28	–	–
Dato' Mark Yeoh Seok Kah	5,000,000	12.28	–	–

RELATED CORPORATIONS
YTL CEMENT BERHAD

Name	No. of Shares Held				No. of Share Options
	Direct	%	Indirect	%	Direct
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	2,042,923	0.43	–	–	1,400,000
Dato' Yeoh Seok Kian	618,754	0.13	83,200(3)	0.02	350,000
Dato' Yeoh Seok Hong	225,634	0.05	45,123(3)	0.01	–
Dato' Sri Michael Yeoh Sock Siong	1,265,634	0.27	1,109,388(3)	0.24	1,000,000
Dato' Mark Yeoh Seok Kah	187,200	0.04	135,200(3)	0.03	–

Name	No. of Irredeemable Convertible Unsecured Loan Stocks 2005/2015 Held			
	Direct	%	Indirect	%
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	1,727,423	0.36	–	–
Dato' Yeoh Seok Kian	618,754	0.13	100,000(3)	0.02
Dato' Yeoh Seok Hong	225,634	0.05	45,123(3)	0.01
Dato' Sri Michael Yeoh Sock Siong	1,265,634	0.26	1,109,388(3)	0.23
Dato' Mark Yeoh Seok Kah	187,200	0.04	135,200(3)	0.03

YTL E-SOLUTIONS BERHAD

Name	No. of Shares Held			
	Direct	%	Indirect	%
Dato' Sri Michael Yeoh Sock Siong	–	–	1,905,500(3)	0.14

Statement of Directors' Interests

YTL POWER INTERNATIONAL BERHAD

Name	No. of Shares Held				No. of Share Options
	Direct	%	Indirect	%	Direct
Dato' Suleiman Bin Abdul Manan	–	–	1,230[(3)]	*	–
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	14,945,040	0.21	–	–	14,000,000
Dato' Yeoh Seok Kian	5,021,360	0.07	1,445,941[(3)]	0.02	6,000,000
Dato' Yeoh Seok Hong	22,510,268	0.31	3,281,179[(3)]	0.05	5,000,000
Dato' Sri Michael Yeoh Sock Siong	4,601,744	0.06	1,019,291[(3)]	0.01	6,000,000
Dato' Mark Yeoh Seok Kah	6,665,920	0.09	1,093,601[(3)]	0.02	6,000,000
Dato' Hamidah Binti Maktar	3,895	*	–	–	–

Name	No. of Warrants 2008/2018 Held			
	Direct	%	Indirect	%
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	4,860,175	0.41	–	–
Dato' Yeoh Seok Kian	1,632,962	0.14	450,000[(3)]	0.04
Dato' Sri Michael Yeoh Sock Siong	1,496,502	0.12	298,956[(3)]	0.02
Dato' Mark Yeoh Seok Kah	1,000,000	0.08	–	–
Dato' Hamidah Binti Maktar	1,600	*	–	–

SYARIKAT PELANCONGAN SERI ANDALAN (M) SDN BHD

Name	No. of Shares Held	
	Direct	%
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	1	*

INFOSCREEN NETWORKS PLC

Name	No. of Shares Held	
	Direct	%
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	100	*

YTL CORPORATION (UK) PLC

Name	No. of Shares Held	
	Direct	%
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	1	*

YTL CONSTRUCTION (THAILAND) LIMITED

Name	No. of Shares Held Direct	%
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	1	0.01
Dato' Yeoh Seok Kian	1	0.01
Dato' Yeoh Seok Hong	1	0.01
Dato' Sri Michael Yeoh Sock Siong	1	0.01
Dato' Mark Yeoh Seok Kah	1	0.01

* *Negligible*

(1) Deemed interests by virtue of interests held by Investma Sdn Bhd pursuant to Section 6A of the Companies Act, 1965.
(2) Deemed interests by virtue of interests held by DSM Resources Sdn Bhd pursuant to Section 6A of the Companies Act, 1965.
(3) Deemed interests by virtue of interests held by spouse and/or children pursuant to Section 134(12)(c) of the Companies Act, 1965.
(4) Deemed interests by virtue of interests held in the name of deceased spouse in which the director, who is the legal representative, is entitled to exercise under the terms of the ESOS.

Other than as disclosed above, none of the other Directors held any interest in shares of the Company or its related corporations.

List of Properties
as at 30 June 2010

Location	Tenure	Land Area	Description and Existing Use	Built up Area (sq.m.)	Approximate Age of Building (years)	Lease Expiry Date	Net Book Value as at 30 June 2010 RM'000	Date of Acquisition
CT 21247, Lot 1839, Mukim of Ampang, District of Gombak	Freehold	0.483 acres	2 storey detached house for residential use	1,078.23	16	–	5,220	2002
HSD 23805-23812, PT 10579-10586, Mukim Lumut, Daerah Manjung, Perak	Leasehold	102.050 acres	Future Development Land	–	–	Year 2105	13,722	2006
HSD 13902, PT 8561, Mukim Lumut, Daerah Manjung, Perak	Leasehold	93.500 acres	Future Development Land	–	–	Year 2097	6,731	1997
Section 81, 83 & 84, Bandar Kuala Lumpur, Mukim Batu, Wilayah Persekutuan, Kuala Lumpur	Freehold	37.592 acres	Park Land	–	–	–	26,253	1995
		47.212 acres	Future Development Land	–	–	–	62,663	1995
		69.689 acres	Mixed residential and commercial development	–	–	–	211,047	1995
		2.349 acres	Commercial development	–	–	–	4,011	2004
Lot 742 & 743 Part Lot No. 939 to 942, Mukim of Sungei Petai, Daerah Alor Gajah, Malacca	Leasehold	186.390 acres	Future Development Land	–	–	Year 2048	4,392	1995
Lot 3543, HSD 68386, Mukim of Kuala Lumpur	Leasehold	37.92 acres	Future Development Land	–	–	Year 2090	25,229	1990
PT 296, GRN 29723, Bandar Kuala Lumpur	Freehold	3.255 acres	Future Development Land	–	–	–	62,220	1992

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Financial Statements

Directors' Report

The directors have pleasure in presenting their report together with the audited financial statements of the Group and of the Company for the financial year ended 30 June 2010.

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding and the provision of financial, treasury and secretarial services.

The principal activities of the subsidiaries are disclosed in Note 13 to the financial statements.

There have been no significant changes in the nature of these activities during the financial year.

RESULTS

	Group RM'000	Company RM'000
Net profit/(loss) for the year	20,411	(4,507)
Attributable to:		
Equity holders of the Company	18,621	(4,507)
Minority interests	1,790	–
	20,411	(4,507)

There were no material transfers to or from reserves or provisions during the financial year other than as disclosed in the financial statements.

In the opinion of the directors, the results of the operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature.

DIVIDENDS

No dividends have been paid or declared by the Company since the end of the previous financial year.

DIRECTORS

The names of the directors of the Company in office since the date of the last report and at the date of this report are:

Dato' Suleiman Bin Abdul Manan
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE
Tan Sri Datuk Seri Panglima Dr. Abu Hassan Bin Othman
Dato' Yeoh Seok Kian
Dato' Chong Keap Thai @ Cheong Keap Tai
Dato' Yeoh Seok Hong
Dato' Sri Michael Yeoh Sock Siong
Dato' Mark Yeoh Seok Kah
Dato' Hamidah Binti Maktar
Eu Peng Meng @ Leslie Eu

DIRECTORS' BENEFITS

Neither at the end of the financial year, nor at any time during that year, did there subsist any arrangement to which the Company was a party, whereby the directors might acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate, other than those arising from the share options granted under the Employee Share Options Scheme ("ESOS"), the details of which are disclosed in the financial statements of YTL Corporation Berhad, the holding company.

Since the end of the previous financial year, no director has received or become entitled to receive any benefits (other than the benefits disclosed as directors' remuneration in Note 7 to the financial statements) by reason of a contract made by the Company or a related corporation with any director or with a firm of which the director is a member or with a company in which the director has a substantial financial interest required to be disclosed by Section 169(8) of the Companies Act, 1965, except that certain directors received remuneration from the Company's related companies.

DIRECTORS' INTERESTS

The following directors who held office at the end of the financial year had, according to the register of directors' shareholdings required to be kept under Section 134 of the Companies Act, 1965, interests in the shares of the Company and related corporations, as stated below:

The Company

	Number of ordinary shares of RM0.50 each			
	As at 1.7.2009	Acquired	Disposed	As at 30.6.2010
Direct interests:				
Dato' Suleiman Bin Abdul Manan	361,988	–	–	361,988
Eu Peng Meng @ Leslie Eu	20,000	–	(20,000)	–
Indirect interests:				
Dato' Suleiman Bin Abdul Manan	1,598,940 (1)(3)	–	–	1,598,940 (1)(3)

Directors' Report

	Number of Irredeemable Convertible Preference Shares 2001/2011 (ICPS-A) of RM0.50 each			
	As at 1.7.2009	Acquired	Converted/ Disposed	As at 30.6.2010
Direct interests:				
Dato' Suleiman Bin Abdul Manan	3,713,400	–	–	3,713,400
Dato' Yeoh Seok Kian	240,000	–	–	240,000
Indirect interests:				
Dato' Suleiman Bin Abdul Manan	1,089,794(2)(3)	–	–	1,089,794(2)(3)

Holding company
YTL Corporation Berhad

	Number of ordinary shares of RM0.50 each			
	As at 1.7.2009	Acquired	Disposed	As at 30.6.2010
Direct interests:				
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	16,489,124	329,782	–	16,818,906
Dato' Yeoh Seok Kian	5,977,076	119,541	–	6,096,617
Dato' Yeoh Seok Hong	5,036,490	100,729	–	5,137,219
Dato' Sri Michael Yeoh Sock Siong	5,128,107	102,562	–	5,230,669
Dato' Mark Yeoh Seok Kah	3,518,048	70,360	–	3,588,408
Dato' Hamidah Binti Maktar	50,000	1,000	–	51,000
Indirect interests:				
Dato' Yeoh Seok Kian	315,683(3)	6,313	–	321,996(3)
Dato' Yeoh Seok Hong	3,895,062(3)	77,900	–	3,972,962(3)
Dato' Sri Michael Yeoh Sock Siong	2,526,531(3)	50,530	–	2,577,061(3)
Dato' Mark Yeoh Seok Kah	611,133(3)	12,222	–	623,355(3)

	Number of share options over ordinary shares of RM0.50 each			
	As at 1.7.2009	Granted	Exercised	As at 30.6.2010
Direct interests:				
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	5,000,000	–	–	5,000,000
Dato' Yeoh Seok Kian	3,500,000	–	–	3,500,000
Dato' Yeoh Seok Hong	3,000,000	–	–	3,000,000
Dato' Sri Michael Yeoh Sock Siong	3,000,000	–	–	3,000,000
Dato' Mark Yeoh Seok Kah	3,000,000	–	–	3,000,000
Dato' Hamidah Binti Maktar	100,000	–	–	100,000
Indirect interests:				
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	400,000(4)	–	–	400,000(4)
Dato' Yeoh Seok Hong	400,000(3)	–	–	400,000(3)

Ultimate holding company
Yeoh Tiong Lay & Sons Holdings Sdn Bhd

	Number of ordinary shares of RM1.00 each			
	As at 1.7.2009	Acquired	Disposed	As at 30.6.2010
Direct interests:				
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	5,000,000	–	–	5,000,000
Dato' Yeoh Seok Kian	5,000,000	–	–	5,000,000
Dato' Yeoh Seok Hong	5,000,000	–	–	5,000,000
Dato' Sri Michael Yeoh Sock Siong	5,000,000	–	–	5,000,000
Dato' Mark Yeoh Seok Kah	5,000,000	–	–	5,000,000

Related companies
YTL Cement Berhad

	Number of ordinary shares of RM0.50 each			
	As at 1.7.2009	Acquired	Disposed	As at 30.6.2010
Direct interests:				
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	2,042,923	–	–	2,042,923
Dato' Yeoh Seok Kian	618,754	–	–	618,754
Dato' Yeoh Seok Hong	225,634	–	–	225,634
Dato' Sri Michael Yeoh Sock Siong	1,265,634	–	–	1,265,634
Dato' Mark Yeoh Seok Kah	187,200	–	–	187,200
Eu Peng Meng @ Leslie Eu	20,000	–	(20,000)	–
Indirect interests:				
Dato' Yeoh Seok Kian	83,200(3)	–	–	83,200(3)
Dato' Yeoh Seok Hong	45,123(3)	–	–	45,123(3)
Dato' Sri Michael Yeoh Sock Siong	1,109,388(3)	–	–	1,109,388(3)
Dato' Mark Yeoh Seok Kah	135,200(3)	–	–	135,200(3)

Directors' Report

	Number of Irredeemable Convertible Unsecured Loan Stocks (ICULS) of RM1.00 Nominal Value each			
	As at 1.7.2009	Acquired	Converted/ Disposed	As at 30.6.2010
Direct interests:				
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	1,727,423	–	–	1,727,423
Dato' Yeoh Seok Kian	618,754	–	–	618,754
Dato' Yeoh Seok Hong	225,634	–	–	225,634
Dato' Sri Michael Yeoh Sock Siong	1,265,634	–	–	1,265,634
Dato' Mark Yeoh Seok Kah	187,200	–	–	187,200
Indirect interests:				
Dato' Yeoh Seok Kian	100,000(3)	–	–	100,000(3)
Dato' Yeoh Seok Hong	45,123(3)	–	–	45,123(3)
Dato' Sri Michael Yeoh Sock Siong	1,109,388(3)	–	–	1,109,388(3)
Dato' Mark Yeoh Seok Kah	135,200(3)	–	–	135,200(3)

	Number of share options over ordinary shares of RM0.50 each			
	As at 1.7.2009	Granted	Exercised	As at 30.6.2010
Direct interests:				
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	1,400,000	–	–	1,400,000
Dato' Yeoh Seok Kian	350,000	–	–	350,000
Dato' Sri Michael Yeoh Sock Siong	1,000,000	–	–	1,000,000

Related companies
YTL Power International Berhad

	Number of ordinary shares of RM0.50 each			
	As at 1.7.2009	Acquired	Disposed	As at 30.6.2010
Direct interests:				
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	14,945,040	–	–	14,945,040
Dato' Yeoh Seok Kian	5,021,360	–	–	5,021,360
Dato' Yeoh Seok Hong	17,510,268	5,000,000	–	22,510,268
Dato' Sri Michael Yeoh Sock Siong	4,601,744	–	–	4,601,744
Dato' Mark Yeoh Seok Kah	6,665,920	–	–	6,665,920
Dato' Hamidah Binti Maktar	3,895	–	–	3,895
Eu Peng Meng @ Leslie Eu	40,170	–	(40,170)	–
Indirect interests:				
Dato' Suleiman Bin Abdul Manan	1,230(3)	–	–	1,230(3)
Dato' Yeoh Seok Kian	1,345,941(3)	100,000	–	1,445,941(3)
Dato' Yeoh Seok Hong	3,281,179(3)	2,000	(2,000)	3,281,179(3)
Dato' Sri Michael Yeoh Sock Siong	1,019,291(3)	–	–	1,019,291(3)
Dato' Mark Yeoh Seok Kah	1,093,601(3)	–	–	1,093,601(3)

	Number of warrants 2008/2018			
	As at 1.7.2009	Acquired	Exercised/ Disposed	As at 30.6.2010
Direct interests:				
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	4,860,175	–	–	4,860,175
Dato' Yeoh Seok Kian	1,632,962	–	–	1,632,962
Dato' Sri Michael Yeoh Sock Siong	1,496,502	–	–	1,496,502
Dato' Mark Yeoh Seok Kah	1,000,000	–	–	1,000,000
Dato' Hamidah Binti Maktar	1,600	–	–	1,600
Eu Peng Meng @ Leslie Eu	7,000	–	(7,000)	–
Indirect interests:				
Dato' Yeoh Seok Kian	450,000(3)	–	–	450,000(3)
Dato' Sri Michael Yeoh Sock Siong	298,956(3)	–	–	298,956(3)

	Number of share options over ordinary shares of RM0.50 each			
	As at 1.7.2009	Granted	Exercised	As at 30.6.2010
Direct interests:				
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	14,000,000	–	–	14,000,000
Dato' Yeoh Seok Kian	6,000,000	–	–	6,000,000
Dato' Yeoh Seok Hong	10,000,000	–	(5,000,000)	5,000,000
Dato' Sri Michael Yeoh Sock Siong	6,000,000	–	–	6,000,000
Dato' Mark Yeoh Seok Kah	6,000,000	–	–	6,000,000

Related companies
YTL e-Solutions Berhad

	Number of ordinary shares of RM0.10 each			
	As at 1.7.2009	Acquired	Disposed	As at 30.6.2010
Indirect interests:				
Dato' Sri Michael Yeoh Sock Siong	1,287,300(3)	618,200	–	1,905,500(3)

Infoscreen Networks PLC*

	Number of ordinary shares of £0.01 each			
	As at 1.7.2009	Acquired	Disposed	As at 30.6.2010
Direct interests:				
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	100	–	–	100

Directors' Report

YTL Corporation (UK) PLC*

	Number of ordinary shares of £0.25 each			
	As at 1.7.2009	Acquired	Disposed	As at 30.6.2010
Direct interests:				
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	1	–	–	1

* *Incorporated in United Kingdom.*

Syarikat Pelancongan Seri Andalan (M) Sdn Bhd

	Number of ordinary shares of RM1.00 each			
	As at 1.7.2009	Acquired	Disposed	As at 30.6.2010
Direct interests:				
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	1	–	–	1

Related companies
YTL Construction (Thailand) Limited@

	Number of ordinary shares of THB100 each			
	As at 1.7.2009	Acquired	Disposed	As at 30.6.2010
Direct interests:				
Tan Sri Dato' (Dr) Francis Yeoh Sock Ping, CBE, FICE	1	–	–	1
Dato' Yeoh Seok Kian	1	–	–	1
Dato' Yeoh Seok Hong	1	–	–	1
Dato' Sri Michael Yeoh Sock Siong	1	–	–	1
Dato' Mark Yeoh Seok Kah	1	–	–	1

@ *Incorporated in Thailand.*

(1) Deemed interests under Section 6A of the Companies Act, 1965 through holdings by Investma Sdn Bhd.
(2) Deemed interests under Section 6A of the Companies Act, 1965 through holdings by DSM Resources Sdn Bhd.
(3) Deemed interests under Section 134(12)(c) of the Companies Act, 1965 through holdings by spouse and/or children.
(4) Deemed interests by virtue of interests held in the name of deceased spouse in which the director, who is the legal representative, is entitled to exercise under the terms of the ESOS.

SHARE CAPITAL

During the financial year, the Company issued 3,667,360 new ordinary shares of RM0.50 each upon conversion of 14,302,736 ICPS-A at a conversion ratio of one new ordinary share of RM0.50 each for every 3.90 ICPS-A of RM0.50 each.

TREASURY SHARES

There was no repurchase of the Company's issued ordinary shares since the financial year ended 30 June 2008.

As at 30 June 2010, the Company held 15,171,700 treasury shares out of its 801,227,000 issued and paid-up ordinary shares. Such treasury shares are held at a carrying amount of RM22,200,000 and further details are disclosed in Note 32 to the financial statements.

OTHER STATUTORY INFORMATION

(a) Before the income statements and balance sheets of the Group and of the Company were made out, the directors took reasonable steps:

  (i) to ascertain that proper action had been taken in relation to the writing off of bad debts and the making of allowance for doubtful debts and satisfied themselves that all known bad debts had been written off and adequate allowance has been made for doubtful debts; and

  (ii) to ensure that any current assets which were unlikely to realise their value as shown in the accounting records in the ordinary course of business had been written down to an amount which they might be expected so to realise.

(b) At the date of this report, the directors are not aware of any circumstances which would render:

  (i) the amount written off for bad debts or allowance for doubtful debts in the financial statements of the Group and the Company inadequate to any substantial extent; and

  (ii) the values attributed to current assets in the financial statements of the Group and of the Company misleading.

(c) At the date of this report, the directors are not aware of any circumstances which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.

(d) At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.

(e) As at the date of this report, there does not exist:

  (i) any charge on the assets of the Group and of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or

  (ii) any contingent liability in respect of the Group or of the Company which has arisen since the end of the financial year, except as disclosed on Note 38 to the financial statements.

Directors' Report

(f) In the opinion of the directors:

(i) no contingent liability or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Group or of the Company to meet their obligations as and when they fall due; and

(ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group or of the Company for the financial year in which this report is made.

AUDITORS

The auditors, Ernst & Young, have expressed their willingness to continue in office.

Signed on behalf of the Board in accordance with a resolution of the directors dated 7 October 2010.

Dato' Suleiman Bin Abdul Manan **Dato' Yeoh Seok Kian**

Statement by Directors

Pursuant to Section 169(15) of the Companies Act, 1965

We, Dato' Suleiman Bin Abdul Manan and Dato' Yeoh Seok Kian being two of the directors of YTL Land & Development Berhad, do hereby state that, in the opinion of the directors, the accompanying financial statements set out on pages 54 to 100 are drawn up in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 30 June 2010 and of the results and the cash flows of the Group and of the Company for the year then ended.

Signed on behalf of the Board in accordance with a resolution of the directors dated 7 October 2010.

Dato' Suleiman Bin Abdul Manan

Dato' Yeoh Seok Kian

Statutory Declaration

Pursuant to Section 169(16) of the Companies Act, 1965

I, Dato' Yeoh Seok Kian being the director primarily responsible for the financial management of YTL Land & Development Berhad, do solemnly and sincerely declare that the financial statements set out on pages 54 to 100 are in my opinion correct and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Statutory Declarations Act, 1960.

Dato' Yeoh Seok Kian

Subscribed and solemnly declared
by the abovenamed Dato' Yeoh Seok Kian
at Kuala Lumpur in the Federal Territory
on 7 October 2010.

Before me:

Tan Seok Kett
Commissioner for Oaths

Independent Auditors' Report

to the members of YTL Land & Development Berhad (Incorporated in Malaysia)

REPORT ON THE FINANCIAL STATEMENTS

We have audited the financial statements of YTL Land & Development Berhad, which comprise the balance sheets as at 30 June 2010 of the Group and of the Company, and the income statements, statements of changes in equity and cash flow statements of the Group and of the Company for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 54 to 100.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with approved standards on auditing in Malaysia. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 30 June 2010 and of their financial performance and cash flows of the Group and of the Company for the year then ended.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

In accordance with the requirements of the Companies Act, 1965 in Malaysia, we also report the following:

(a) In our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiaries which we have acted as auditors have been properly kept in accordance with the provisions of the Act.

(b) We have considered the financial statements and the auditors' reports of all the subsidiaries of which we have not acted as auditors, which are indicated in Note 13 to the financial statements being financial statements that have been included in the consolidated financial statements.

(c) We are satisfied that the financial statements of the subsidiaries that have been consolidated with the financial statements of the Company are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.

(d) The auditors' reports on the financial statements of the subsidiaries were not subject to any qualification material to the consolidated financial statements and did not include any comment required to be made under Section 174(3) of the Act.

OTHER MATTERS

This report is made solely to the members of the Company, as a body, in accordance with Section 174 of the Companies Act, 1965 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

Ernst & Young
AF: 0039
Chartered Accountants

Choong Mei Ling
No. 1918/09/12(J)
Chartered Accountant

Kuala Lumpur, Malaysia
7 October 2010

Income Statements
for the year ended 30 June 2010

	Note	Group 2010 RM'000	Group 2009 RM'000	Company 2010 RM'000	Company 2009 RM'000
Revenue	3	**246,645**	279,179	–	–
Cost of sales	4	**(215,025)**	(254,835)	–	–
Gross profit		**31,620**	24,344	–	–
Other income		**22,725**	11,800	**1,563**	2,597
Administration expenses		**(25,821)**	(34,546)	**(6,065)**	(5,618)
Operating profit/(loss)		**28,524**	1,598	**(4,502)**	(3,021)
Finance costs	8	**(1,402)**	(6,190)	**(5)**	(7)
Share of results of jointly controlled entity		**(1)**	–	–	–
Profit/(loss) before tax	5	**27,121**	(4,592)	**(4,507)**	(3,028)
Income tax expenses	9	**(6,710)**	5,392	–	–
Net profit/(loss) for the year		**20,411**	800	**(4,507)**	(3,028)
Attributable to:					
Equity holders of the Company		**18,621**	3,606	**(4,507)**	(3,028)
Minority interests		**1,790**	(2,806)	–	–
		20,411	800	**(4,507)**	(3,028)

	Note	Group 2010	Group 2009
Earnings per 50 sen share			
Basic (sen)			
Before mandatory conversion of ICPS–A	10(a)	**2.37**	0.46
After mandatory conversion of ICPS–A	10(a)	**2.25**	0.44
Diluted (sen)	10(b)	**2.25**	0.44

The accompanying notes form an integral part of the financial statements.

Balance Sheets

as at 30 June 2010

	Note	Group		Company	
		2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
ASSETS					
Non-current assets					
Property, plant and equipment	11	**34,202**	35,031	**6,830**	7,479
Prepaid land lease payments	12	**59**	43	–	–
Investment in subsidiaries	13	–	–	**274,832**	274,832
Investment in a jointly controlled entity	14	**22,899**	–	**22,900**	–
Investment property	15	**28,623**	28,623	–	–
Land held for property development	16	**532,101**	579,563	**14,151**	13,406
Goodwill on consolidation	17	**12,183**	12,183	–	–
Deferred tax assets	34	**6,535**	4,458	–	–
		636,602	659,901	**318,713**	295,717
CURRENT ASSETS					
Inventories	18	**45,103**	59,140	–	–
Property development costs	19	**58,289**	40,320	–	–
Trade receivables	20	**43,438**	61,991	–	–
Other receivables	21	**11,800**	11,746	**2,003**	3,108
Amount due from subsidiaries	22	–	–	**223,511**	227,418
Amount due from related companies	23	**1,263**	6,217	**3**	3
Amount due from a jointly controlled entity	23	**3,357**	–	**3,357**	–
Fixed deposits with licensed banks	24	**91,353**	111,435	**30,885**	56,205
Cash and bank balances	25	**17,334**	3,702	**369**	222
		271,937	294,551	**260,128**	286,956
TOTAL ASSETS		**908,539**	954,452	**578,841**	582,673

The accompanying notes form an integral part of the financial statements.

Balance Sheets

	Note	Group 2010 RM'000	Group 2009 RM'000	Company 2010 RM'000	Company 2009 RM'000
EQUITY AND LIABILITIES					
Equity attributable to equity holders of the Company					
Share capital	31	**484,257**	489,575	**484,257**	489,575
Share premium		**208,715**	203,397	**208,715**	203,397
Treasury shares	32	**(22,200)**	(22,200)	**(22,200)**	(22,200)
Accumulated losses		**(122,957)**	(141,578)	**(93,622)**	(89,115)
		547,815	529,194	**577,150**	581,657
Minority interest		**6,383**	4,593	**–**	–
TOTAL EQUITY		**554,198**	533,787	**577,150**	581,657
NON-CURRENT LIABILITIES					
Borrowings	29	**151,176**	179,896	**–**	64
Long term liabilities	33	**67,696**	67,696	**–**	–
Deferred tax liabilities	34	**45,956**	48,954	**–**	–
		264,828	296,546	**–**	64
CURRENT LIABILITIES					
Provisions	26	**9,497**	10,633	**–**	–
Trade payables	27	**5,926**	9,396	**–**	–
Other payables	28	**19,151**	18,778	**1,535**	809
Amount due to immediate holding company	23	**61**	551	**53**	59
Amount due to related companies	23	**22,807**	67,849	**39**	10
Borrowings	29	**28,725**	14,519	**64**	74
Current tax payable		**3,346**	2,393	**–**	–
		89,513	124,119	**1,691**	952
TOTAL LIABILITIES		**354,341**	420,665	**1,691**	1,016
TOTAL EQUITY AND LIABILITIES		**908,539**	954,452	**578,841**	582,673

The accompanying notes form an integral part of the financial statements.

Statements of Changes in Equity
for the year ended 30 June 2010

	<------------ Attributable to equity holders of the Company ------------>							
	<------ Share capital ------>							
	Ordinary shares (Note 31) RM'000	ICPS (Note 31) RM'000	Share premium RM'000	Treasury shares (Note 32) RM'000	Accumulated losses RM'000	Total RM'000	Minority interest RM'000	Total equity RM'000
Group								
At 30 June 2008	398,279	92,747	201,946	(22,200)	(145,184)	525,588	7,399	532,987
Net profit for the year	–	–	–	–	3,606	3,606	(2,806)	800
Conversion of ICPS to ordinary shares	500	(1,951)	1,451	–	–	–	–	–
At 30 June 2009	**398,779**	**90,796**	**203,397**	**(22,200)**	**(141,578)**	**529,194**	**4,593**	**533,787**
Net profit for the year	–	–	–	–	**18,621**	**18,621**	**1,790**	**20,411**
Conversion of ICPS to ordinary shares	**1,834**	**(7,152)**	**5,318**	–	–	–	–	–
At 30 June 2010	**400,613**	**83,644**	**208,715**	**(22,200)**	**(122,957)**	**547,815**	**6,383**	**554,198**
Company								
At 30 June 2008	398,279	92,747	201,946	(22,200)	(86,087)	584,685	–	584,685
Conversion of ICPS to ordinary shares	500	(1,951)	1,451	–	–	–	–	–
Net loss for the year	–	–	–	–	(3,028)	(3,028)	–	(3,028)
At 30 June 2009	**398,779**	**90,796**	**203,397**	**(22,200)**	**(89,115)**	**581,657**	–	**581,657**
Conversion of ICPS to ordinary shares	**1,834**	**(7,152)**	**5,318**	–	–	–	–	–
Net loss for the year	–	–	–	–	**(4,507)**	**(4,507)**	–	**(4,507)**
At 30 June 2010	**400,613**	**83,644**	**208,715**	**(22,200)**	**(93,622)**	**577,150**	–	**577,150**

The accompanying notes form an integral part of the financial statements.

Cash Flow Statements

for the year ended 30 June 2010

	Note	Group 2010 RM'000	Group 2009 RM'000	Company 2010 RM'000	Company 2009 RM'000
Cash flows from operating activities					
Profit/(loss) before tax		**27,121**	(4,592)	**(4,507)**	(3,028)
Adjustments for:					
Depreciation of property, plant and equipment		**611**	611	**371**	344
Amortisation of prepaid land lease payments		**4**	4	**–**	–
Interest income		**(2,009)**	(2,043)	**(963)**	(1,749)
Interest expense		**1,402**	6,190	**5**	7
Bad debt written off		**25**	–	**–**	–
Provision for doubtful debts					
– subsidiaries		**–**	–	**–**	18
– third party		**1,000**	–	**1,000**	–
Bad debt recovered		**–**	(4)	**–**	–
Provision for doubtful debts recovered – subsidiaries		**–**	–	**–**	(248)
Loss/(gain) on disposal of property, plant and equipment		**123**	(13)	**123**	–
Net provision of damages claims	26	**3,336**	6,947	**–**	–
Share of results of a jointly controlled entity		**1**	–	**–**	–
Operating profit/(loss) before working capital changes		**31,614**	7,100	**(3,971)**	(4,656)
(Increase)/decrease in property development costs		**(17,969)**	90,364	**–**	–
Decrease/(increase) in inventories		**14,037**	(3,445)	**–**	–
Decrease/(increase) in receivables		**17,474**	(8,397)	**105**	103
(Decrease)/increase in payables		**(7,569)**	(6,920)	**726**	(44)
Decrease in amount due to immediate holding company		**(490)**	(106)	**(6)**	(78)
Decrease/(increase) in amount due from subsidiaries		**–**	–	**3,907**	(1,367)
(Decrease)/increase in amount due to related companies		**(40,088)**	25,829	**29**	(11)
Increase in amount due from jointly conflated entity		**(3,357)**	–	**(3,357)**	–
Cash (used in)/generated from operating activities		**(6,348)**	104,425	**(2,567)**	(6,053)
Income tax paid		**(10,832)**	(5,108)	**–**	–
Net cash (used in)/generated from operating activities		**(17,180)**	99,317	**(2,567)**	(6,053)

The accompanying notes form an integral part of the financial statements.

	Note	Group 2010 RM'000	Group 2009 RM'000	Company 2010 RM'000	Company 2009 RM'000
Cash flows from investing activities					
Interest received		**2,009**	2,043	**963**	1,749
Investment in a jointly controlled entity		**(22,900)**	–	**(22,900)**	–
Increase in prepaid land lease payment		**(20)**	–	–	–
Land held for property development		**47,462**	(95,742)	**(745)**	(742)
Purchase of property, plant and equipment		**(63)**	(195)	**(3)**	(5)
Proceed from disposal of property, plant and equipment		**158**	38	**158**	–
Adjustment of property, plant and equipment		–	(5)	–	–
Net cash generated from/(used in) investing activities		**26,646**	(93,861)	**(22,527)**	1,002
Cash flows from financing activities					
Repayment of term loan		**(14,286)**	–	–	–
Drawdown of hire purchase		–	127	–	–
Hire purchase repayment		**(228)**	(234)	**(74)**	(72)
Interest paid		**(1,402)**	(6,190)	**(5)**	(7)
Net cash used in financing activities		**(15,916)**	(6,297)	**(79)**	(79)
Net decrease in cash and cash equivalents		**(6,450)**	(841)	**(25,173)**	(5,130)
Cash and cash equivalents at beginning of year		**115,137**	115,978	**56,427**	61,557
Cash and cash equivalents at end of year	35	**108,687**	115,137	**31,254**	56,427

The accompanying notes form an integral part of the financial statements.

Cash Flow Statements

		Group		Company	
	Note	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Cash and cash equivalents consist of the following:					
Fixed deposits with licensed banks	24	**91,353**	111,435	**30,885**	56,205
Cash and bank balances	25	**17,334**	3,702	**369**	222
		108,687	115,137	**31,254**	56,427

Note to cash flow statements

		Group 2010 RM'000	Group 2009 RM'000	Company 2010 RM'000	Company 2009 RM'000
Analysis of acquisition of property, plant and equipment:					
Cash paid		**63**	68	**3**	5
Hire purchase creditors		–	127	–	–
		63	195	**3**	5

The accompanying notes form an integral part of the financial statements.

Notes to the Financial Statements

1. CORPORATE INFORMATION

The Company is a public limited liability company, incorporated and domiciled in Malaysia, and is listed on the Main Market of Bursa Malaysia Securities Berhad. The registered office of the Company is located at 11th Floor, Yeoh Tiong Lay Plaza, 55 Jalan Bukit Bintang, 55100 Kuala Lumpur.

The principal activities of the Company are investment holding and the provision of financial, treasury and secretarial services. The principal activities of the subsidiaries are disclosed in Note 13 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 7 October 2010.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

The financial statements of the Group and of the Company are prepared on a historical cost basis, except for the freehold land included as investment properties that have been measured at their fair values and are in accordance with the Financial Reporting Standards ("FRS") and the Companies Act, 1965 in Malaysia.

The financial statements are presented in Ringgit Malaysia ("RM") and all values are rounded to the nearest thousand (RM'000) except when otherwise indicated.

2.2 Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year except for the adoption of FRS 8, Operating Segments and early adoption of Amendment to FRS 8, Operating Segments effective from the financial period beginning on or after 1 July 2009.

Adoption of the above Standard and amendment to the Standard did not have any effect on the financial performance or position of the Group and of the Company as elaborated below:

<u>FRS 8 Operating Segments</u>

FRS 8, which replaces FRS 114 Segment Reporting, specifies how an entity should report information about its operating segments, based on information about the components of the entity that is available to the chief operating decision maker for the purposes of allocating resources to the segments and assessing their performance. The Standard also requires the disclosure of information about the products and services provided by the segments, the geographical areas in which the Group operates, and revenue from the Group's major customers. The Group concluded that the reportable operating segments determined in accordance with FRS 8 are the same as the business segments previously identified under FRS 114. The group has adopted FRS 8 retrospectively. These revised disclosures, including the related revised comparative information, are shown in Note 39 to the financial statements.

Notes to the Financial Statements

2.3 Summary of significant accounting policies

(a) Subsidiaries and basis of consolidation

(i) Subsidiaries

Subsidiaries are entities over which the Group has the ability to control the financial and operating policies so as to obtain benefits from their activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has such power over another entity.

In the Company's separate financial statements, investments in subsidiaries are stated at cost less impairment losses. Upon disposal of such investments, the difference between net disposal proceeds and their carrying amounts is included in profit or loss.

(ii) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the balance sheet date. The financial statements of the subsidiaries are prepared for the same reporting date as the Company.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. In preparing the consolidated financial statements, intragroup balances, transactions and unrealised gains or losses are eliminated in full. Uniform accounting policies are adopted in the consolidated financial statements for like transactions and events in similar circumstances.

Acquisitions of subsidiaries are accounted for using the purchase method. The purchase method of accounting involves allocating the cost of the acquisition to the fair value of the assets acquired and liabilities and contingent liabilities assumed at the date of acquisition. The cost of an acquisition is measured as the aggregate of the fair values at the date of exchange, of the assets given, liabilities incurred or assumed, and equity instruments issued, plus any costs directly attributable to the acquisition.

Any excess of the cost of the acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities represents goodwill. Any excess of the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition is recognised immediately in profit or loss.

Minority interests represent the portion of profit or loss and net assets in subsidiaries not held by the Group. It is measured at the minorities' share of the fair value of the subsidiaries' identifiable assets and liabilities at the acquisition date and the minorities' share of changes in the subsidiaries' equity since then.

(iii) Goodwill on consolidation

Goodwill acquired in a business combination is initially measured at cost being the excess of the cost of business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities. Following the initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is not amortised but instead, it is reviewed for impairment, annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

(b) Jointly controlled entity

A jointly controlled entity is a non-subsidiary company in which the Group has joint control over its economic activities under a contractual arrangement.

The Group's interests in jointly controlled entity are accounted for by the equity method of accounting based on the audited financial statements of the jointly controlled entity made up to the end of the financial year. Under this method of accounting, the Group's interest in the post-acquisition profit or loss of the jointly controlled entity is included in the consolidated results while dividend received is reflected as a reduction of the interests in the consolidated balance sheet, which include any unsecured receivables where settlement is neither planned nor likely to occur in the foreseeable future.

Unrealised profits and losses arising on transactions between the Group and its jointly controlled entity are eliminated to the extent of the Group's interests in the relevant jointly controlled entity except where unrealised losses provide evidence of an impairment of the asset transferred.

(c) Property, plant and equipment and depreciation

All items of property, plant and equipment are initially recorded at cost. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All revenue expenditure relating to the property, plant and equipment are charged to the income statement during the financial year in which they are incurred.

Subsequent to recognition, property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses.

Freehold land is stated at revalued amount, which is the fair value at the date of the revaluation less any accumulated impairment losses. Fair value is determined from market-based evidence by appraisal that is undertaken by professionally qualified valuers. Revaluations are performed with sufficient regularity to ensure that the fair value of a revalued asset does not differ materially from that which would be determined using fair values at the balance sheet date. Any revaluation surplus is credited to the revaluation reserve included within equity, except to the extent that it reverses a revaluation decrease for the same asset previously recognised in profit or loss, in which case the increase is recognised in profit or loss to the extent of the decrease previously recognised. A revaluation deficit is first offset against unutilised previously recognised revaluation surplus in respect of the same asset and the balance is thereafter recognised in profit or loss. Upon disposal or retirement of an asset, any revaluation reserve relating to the particular asset is transferred directly to retained earnings.

Freehold land and Sentul Park situated on the freehold land are not depreciated. Leasehold land are depreciated over the period of the respective leases which range from 21 years to 60 years. Depreciation of other property, plant and equipment is provided for on a straight-line basis to write off the cost of each asset to its residual value over the estimated useful life, at the following annual rates:

Buildings	1%
Furniture, fixtures and fittings	10%
Office equipment and plant	10% – 20%
Renovations	10%
Motor vehicles	12.5%
Other equipment	10%
Infrastructure works	2%

Notes to the Financial Statements

The residual values, useful life and depreciation method are reviewed at each financial year-end to ensure that the amount, method and period of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. The difference between the net disposal proceeds, if any and the net carrying amount is recognised in profit or loss.

(d) Investment properties

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value. Fair value is arrived at by reference to market evidence of transaction prices for similar properties and is performed by registered independent valuers having an appropriate recognised professional qualification and recent experience in the location and category of the properties being valued.

Gains or losses arising from changes in the fair values of investment properties are recognised in profit or loss in the year in which they arise.

Investment properties are derecognised when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognised in profit or loss in the year in which they arise.

(e) Land held for property development and property development costs

(i) Land held for property development

Land held for property development consists of land where no development activities have been carried out or where development activities are not expected to be completed within the normal operating cycle. Such land is classified within non-current assets and is stated at cost less any accumulated impairment losses.

Land held for property development is reclassified as property development costs at the point when development activities have commenced and where it can be demonstrated that the development activities can be completed within the normal operating cycle.

(ii) Property development costs

Property development costs comprise all costs that are directly attributable to development activities or that can be allocated on a reasonable basis to such activities.

When the financial outcome of a development activity can be reliably estimated, property development revenue and expenses are recognised in the income statement by using the stage of completion method. The stage of completion is determined by the proportion that property development costs incurred for work performed to date bear to the estimated total property development costs.

Where the financial outcome of a development activity cannot be reliably estimated, property development revenue is recognised only to the extent of property development costs incurred that is probable will be recoverable, and property development costs on properties sold are recognised as an expense in the period in which they are incurred.

Any expected loss on a development project, including costs to be incurred over the defects liability period, is recognised as an expense immediately.

Property development costs not recognised as an expense are recognised as an asset, which is measured at the lower of cost and net realisable value.

The excess of revenue recognised in the income statement over billings to purchasers is classified as accrued billings within trade receivables and the excess of billings to purchasers over revenue recognised in the income statement is classified as progress billings within trade payables.

(f) Construction contracts

Where the outcome of a construction contract can be reliably estimated, contract revenue and contract costs are recognised as revenue and expenses respectively by using the stage of completion method. The stage of completion is measured by reference to the proportion of contract costs incurred for work performed to date to the estimated total contract costs.

Where the outcome of a construction contract cannot be reliably estimated, contract revenue is recognised to the extent of contract costs incurred that it is probable will be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

When the total of costs incurred on construction contracts plus, recognised profits (less recognised losses), exceeds progress billings, the balance is classified as amount due from customers on contracts. When progress billings exceed costs incurred plus, recognised profits (less recognised losses), the balance is classified as amount due to customers on contracts.

(g) Impairment of non-financial assets

The carrying amounts of the Group's assets, other than investment property, property development costs and inventories of the completed properties for resale, are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated to determine the amount of impairment loss.

For assets that have an indefinite useful life, the recoverable amount is estimated at each balance sheet date or more frequently when indicators of impairment are identified.

For the purpose of impairment testing of these assets, recoverable amount is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. If this is the case, recoverable amount is determined for the cash-generating unit (CGU) to which the asset belongs to.

An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses recognised in respect of a CGU or groups of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to those units or groups of units and then, to reduce the carrying amount of the other assets in the unit or groups of units on a pro-rata basis.

Notes to the Financial Statements

An impairment loss is recognised in profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for as a revaluation decrease to the extent that the impairment loss does not exceed the amount held in the asset revaluation reserve for the same asset.

(h) Inventories of completed properties for resale

Inventories of completed properties for resale are stated at lower of cost and net realisable value.

Cost is determined using the first in, first out method. The cost of unsold properties comprises cost associated with the acquisition of land, direct costs and appropriate proportions of common costs.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(i) Financial instruments

Financial instruments are recognised in the balance sheet when the Group has become a party to the contractual provisions of the instrument.

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains and losses relating to a financial instrument classified as a liability, are reported as expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity. Financial instruments are offset when the Group has a legally enforceable right to offset and intends to settle either on a net basis or to realise the asset and settle the liability simultaneously.

(i) Cash and cash equivalents

For the purposes of the cash flow statements, cash and cash equivalents include cash on hand and at bank and deposits at call which have an insignificant risk of changes in value.

(ii) Receivables

Receivables are carried at anticipated realisable values. Bad debts are written off when identified. An estimate is made for doubtful debt based on a review of all outstanding amounts as at the balance sheet date.

(iii) Payables

Payables are stated at cost which is the fair value of the consideration to be paid in the future for goods and services received.

(iv) Interest bearing loans and borrowings

All loans and borrowings are initially recognised at the amount of proceeds received net of transaction costs. After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method.

(v) Equity instruments

Ordinary shares are classified as equity. Dividends on ordinary shares are recognised in equity in the period in which they are declared.

(vi) Derivative financial instruments

Derivative financial instruments are not recognised in the financial statements.

(j) Leases

(i) Classification

A lease is recognised as a finance lease if it transfers substantially to the Group all the risks and rewards incidental to ownership. Leases of land and buildings are classified as operating or finance leases in the same way as leases of other assets and the land and buildings elements of a lease of land and buildings are considered separately for the purposes of lease classification. All leases that do not transfer substantially all the risks and rewards are classified as operating leases except for land held for own use. Land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease.

(ii) Finance leases – the Group as lessee

Assets acquired by way of hire purchase or finance leases are stated at an amount equal to the lower of their fair values and the present value of the minimum lease payments at the inception of the leases, less accumulated depreciation and impairment losses. The corresponding liability is included in the balance sheet as borrowings. In calculating the present value of the minimum lease payments, the discount factor used is the interest rate implicit in the lease, when it is practicable to determine; otherwise, the Company's incremental borrowing rate is used. Any initial direct costs are also added to the carrying amount of such assets.

Lease payments are apportioned between the finance costs and the reduction of the outstanding liability. Finance costs, which represent the difference between the total leasing commitments and the fair value of the assets acquired, are recognised in the profit or loss over the term of the relevant lease so as to produce a constant periodic rate of charge on the remaining balance of the obligations for each accounting period.

The depreciation policy for leased assets is in accordance with that for depreciable property, plant and equipment as described in Note 2.3(c).

(iii) Operating leases – the group as lessee

Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis. In the case of a lease of land and buildings, the minimum lease payments or the up-front payments made are allocated, whenever necessary, between the land and the buildings elements in proportion to the relative fair values for leasehold interests in the land element and buildings element of the lease at the inception of the lease. The up-front payment represents prepaid land lease payments and are amortised on a straight-line basis over the lease term.

(k) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

Notes to the Financial Statements

(l) Income tax

Income tax on the profit or loss for the year comprises current and deferred tax. Current tax is the expected amount of income taxes payable in respect of the taxable profit for the year and is measured using the tax rates that have been enacted at the balance sheet date.

Deferred tax is provided for, using the liability method. In principle, deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised.

Deferred tax is not recognised if the temporary difference arises from goodwill or negative goodwill or from the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit.

Deferred tax is measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is recognised as income or an expense and included in the profit or loss for the period, except when it arises from a transaction which is recognised directly in equity, in which case the deferred tax is also recognised directly in equity, or when it arises from a business combination that is an acquisition, in which case the deferred tax is included in the resulting goodwill or the amount of any excess of the acquirer's interest is the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of the combination.

(m) Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as finance cost.

The provision for damages claims is recognised for expected damages claims based on the terms of the applicable sale and purchase agreements.

(n) Employee benefits

(i) Short term benefits

Wages, salaries, bonuses and social security contributions are recognised as an expense in the year in which the associated services are rendered by employees of the Group. Short term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences, and short term non-accumulating compensated absences such as sick leave are recognised as an expense when the absences occur.

(ii) Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities or funds and will have no legal or constructive obligation to pay further contributions if any of the funds do not hold sufficient assets to pay all employee benefits relating to employee services in the current and preceding financial years. Such contributions are recognised as an expense in the profit or loss as incurred. As required by law, companies in Malaysia make such contributions to the Employees Provident Fund.

(iii) Share-based compensation

The YTL Corporation Berhad Group ESOS, an equity-settled, share-based compensation plan, allows the Group's Executive Directors and employees to acquire ordinary shares of the immediate holding company. The total fair value of share options granted to employees is recognised as an employee cost with a corresponding increase in amount due to penultimate holding company over the vesting period and taking into account the probability that the options will vest.

At each balance sheet date, the Group revises its estimates of the number of options that are expected to become exercisable on vesting date. It recognises the impact of the revision of original estimates, if any, in the income statement over the remaining vesting period.

The fair value of share options is measured at grant date, taking into account, if any, the market vesting conditions upon which the options were granted but excluding the impact of any non-market vesting conditions. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable on vesting date.

(o) Foreign currencies

(i) Functional and presentation currency

The individual financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Ringgit Malaysia ("RM"), which is also the Company's functional currency.

(ii) Foreign currency transactions

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded in the functional currencies using the exchange rates prevailing at the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in profit or loss for the year.

Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the year except for the differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. Exchange differences arising from such non-monetary items are also recognised directly in equity.

(p) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

(i) Sale of properties

Revenue from sale of properties is accounted for by the stage of completion method as described in Note 2.3(e)(ii).

(ii) Construction contracts

Revenue from construction contracts is accounted for by the stage of completion method as described in Note 2.3(f).

Notes to the Financial Statements

(iii) Interest income

Interest income is recognised on an accrual basis using the effective interest method.

(iv) Dividend income

Dividend income is recognised when the Group's right to receive payment is established.

(v) Rental income

Rental income is recognised on a straight line basis over the term of the lease.

2.4 Significant accounting judgements and estimates

(a) Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(i) Depreciation of property, plant and equipment

The cost of property, plant and equipment is depreciated on a straight-line basis over the assets' useful lives up to its residual value. Management reviews the residual values, useful lives and depreciation method at the end of each financial year end and ensures consistency with previous estimates and patterns of consumptions of the economic benefits that embodies the items in these assets. Changes in useful lives and residual values of these assets may result in revision of future depreciation charges.

(ii) Property development

The Group recognises property development revenue and expenses in the income statement by using the stage of completion method. The stage of completion is determined by the proportion that property development costs incurred for work performed to date bear to the estimated total property development costs.

Significant judgement is required in determining the stage of completion, the extent of the property development costs incurred, the estimated total property development revenue and costs, as well as the recoverability of the development projects. In making the judgement, the Group evaluates based on past experience and by relying on the work of specialists.

(iii) Deferred tax assets

Deferred tax assets are recognised for all unused tax losses and unabsorbed capital allowances to the extent that it is probable that taxable profit will be available against which the losses and capital allowances can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

2.5 Standards and interpretations issued but not yet effective

At the date of authorisation of these financial statements, the following new or revised Financial Reporting Standards ("FRS"), amendments to FRS and IC Interpretations ("IC Int") have been issued but are not yet effective and have not been adopted by the Group and the Company:

Effective for financial periods beginning on or after 1 January 2010

FRS 4: Insurance Contracts
FRS 7: Financial Instruments: Disclosures
FRS 101: Presentation of Financial Statements (revised)
FRS 123: Borrowing costs (revised)
Amendments to FRS 1: First-time Adoption of Financial Reporting Standards and RS 127: Consolidated and Separate Financial Statements: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate
Amendments to FRS 2: Share-based Payment – Vesting Conditions and Cancellations
Amendments to FRS 5: Non-current Assets Held for Sale and Discontinued Operations
Amendments to FRS 7: Financial Instruments: Disclosures
Amendments to FRS 108: Accounting Policies, Changes in Accounting Estimates and Errors
Amendments to FRS 117: Leases
Amendments to FRS 119: Employee Benefits
Amendments to FRS 120: Accounting for Government Grants and Disclosure of Government Assistance
Amendments to FRS 123: Borrowing Costs
Amendments to FRS 127: Consolidated and Separate Financial Statements
Amendments to FRS 128: Investments in Associates
Amendments to FRS 129: Financial Reporting in Hyperinflationary Economies
Amendments to FRS 131: Interests in Joint Ventures
Amendments to FRS 132: Financial Instruments: Presentation
Amendments to FRS 134: Interim Financial Reporting
Amendments to FRS 138: Intangible Assets
Amendments to FRS 139: Financial Instruments: Recognition and Measurement
Amendments to FRS 140: Investment Property
IC Interpretation 9: Reassessment of Embedded Derivatives
IC Interpretation 10: Interim Financial Reporting and Impairment
IC Interpretation 11: FRS 2 – Group and Treasury Share Transactions
IC Interpretation 13: Customer Loyalty Programmes
IC Interpretation 14: FRS 119 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction
TR i – 3: Presentation of Financial Statements of Islamic Financial Institutions
Amendments to FRSs 'Improvements to FRSs (2009)'

Effective for financial periods beginning on or after 1 July 2010

FRS 1: First-time Adoption of Financial Reporting Standards (revised)
FRS 3: Business Combinations (revised)
FRS 127: Consolidated and Separate Financial Statements (revised)
Amendments to FRS 2: Share-based Payment
Amendments to FRS 5: Non-current Assets Held for Sale and Discontinued Operations
Amendments to FRS 138: Intangible Assets
IC Interpretation 12: Service Concession Arrangements
IC Interpretation 16: Hedges of a Net Investment in a Foreign Operation
IC Interpretation 17: Distributions of Non-cash Assets to Owners
Amendments to IC Interpretation 9: Reassessment of Embedded Derivatives

Notes to the Financial Statements

Effective for financial periods beginning on or after 1 January 2011
Amendments to FRS 1: First-time Adoption of Financial Reporting Standards – Limited Exemption from Comparative FRS 7: Disclosures for First-time Adopters
Amendments to FRS 2: Group Cash-settled Share-based Payment Transactions
Amendments to FRS 7: Financial Instruments: Disclosures Improving Disclosures about Financial Instruments
IC Interpretation 4: Determining Whether an Arrangement contains a Lease
IC Interpretation 18: Transfers of Assets from Customers

Effective for financial periods beginning on or after 1 January 2012
Amendments to IC Interpretation 15: Agreements for the Construction of Real Estate

The Group and the Company plan to adopt the above pronouncements when they become effective in the respective financial periods. However, the adoption of FRS 1, 4, Amendments to FRS 1, 120, 129, IC Int 12, 14, 16, 18 and TRi-3 are not relevant to the Company's operations. Unless otherwise described below, these pronouncements are expected to have no significant impact to the financial statements of the Group and of the Company upon their initial application.

FRS 101: Presentation of Financial Statements (revised)

The Standard introduces the statement of comprehensive income: presenting all items of income and expense recognised in the income statement, together with all other items of recognised income and expense, either in one single statement, or in two linked statements. In addition, a statement of financial position is required at the beginning of the earliest comparative period following a change in accounting policy, the correction of an error or the reclassification of items in the financial statements. This revised FRS does not have any impact on the financial position and results of the Group and the Company.

FRS 3: Business Combinations (revised) and FRS 127: Consolidated and Separate Financial Statements (revised)

FRS 3 (revised) introduces a number of changes to the accounting for business combinations occurring on or after 1 July 2010. These include changes that affect the valuation of non-controlling interest, the accounting for transaction costs, the initial recognition and subsequent measurement of a contingent consideration and business combinations achieved in stages. These changes will impact the amount of goodwill recognised, the reported results in the period that an acquisition occurs and future reported results.

FRS 127 (revised) requires that a change in the ownership interest of a subsidiary (without loss of control) is accounted for as a transaction with owners in their capacity as owners and to be recorded in equity. Therefore, such transaction will no longer give rise to goodwill, nor will it give rise to a gain or loss. Furthermore, the revised Standard changes the accounting for losses incurred by the subsidiary as well as loss of control of a subsidiary.

The changes by FRS 3 (revised) and FRS 127 (revised) will be applied prospectively and only affect future acquisition or loss of control of subsidiaries and transactions with non-controlling interests.

FRS 123: Borrowing Costs

This Standard supersedes FRS 123_{2004}: Borrowing Costs that removes the option of expensing borrowing costs and requires capitalisation of such costs that are directly attributable to the acquisition, construction or production of a qualifying asset as part of the cost of that asset. Other borrowing costs are recognised as an expense. The Group's current accounting policy is to capitalise borrowing costs when the Group and the Company undertake activities that are necessary to prepare the asset for its intended use or sale. Therefore, this revised FRS is not expected to have any impact to the financial statement of the Group and of the Company.

FRS 139: Financial Instruments: Recognition and Measurement, FRS 7: Financial Instruments: Disclosures and Amendments to FRS 139: Financial Instruments: Recognition and Measurement, FRS 7: Financial Instruments: Disclosures

The new Standard on FRS 139: Financial Instruments: Recognition and Measurement establishes principles for recognising and measuring financial assets, financial liabilities and some contracts to buy and sell non-financial items. Requirements for presenting information about financial instruments are in FRS 132: Financial Instruments: Presentation and the requirements for disclosing information about financial instruments are in FRS 7: Financial Instruments: Disclosures.

FRS 7: Financial Instruments: Disclosures is a new Standard that requires new disclosures in relation to financial instruments. The Standard is considered to result in increased disclosures, both quantitative and qualitative of the Groups and the Company's exposure to risks, enhanced disclosure regarding components of the Groups and the Company's financial position and performance, and possible changes to the way of presenting certain items in the financial statements.

In accordance with the respective transitional provisions, the Group and the Company are exempted from disclosing the possible impact to the financial statements upon the initial application.

Amendments to FRSs 'Improvements to FRSs (2009)'

FRS 107 Statement of Cash Flows (formerly known as Cash Flow Statements): Clarifies that only expenditures that result in a recognised asset in the Statement of Financial Position can be classified as investing activities in the Statement of Cash Flows.

FRS 140 Investment Property: Property under construction or development for future use as an investment property is classified as investment property. Where the fair value model is applied, such property is measured at fair value. If fair value cannot be reliably determined, the investment under construction will be measured at cost until such time as fair value can be determined or construction is complete. The Group has previously accounted for such assets using the cost model. The amendment also includes changes in terminology in the Standard to be consistent with FRS 108. The change will be applied prospectively.

FRS 123 Borrowing Costs: The definition of borrowing costs is aligned with FRS 139 by referring to the use of effective interest rate as a component of borrowing cost. FRS 127 Consolidated and Separate Financial Statements: The amendment clarifies that when a parent entity accounts for a subsidiary at fair value in accordance with FRS 139 in its separate financial statements, this treatment continues when the subsidiary is subsequently classified as held for sale.

FRS 136 Impairment of Assets: Clarifies that when discounted cash flows are used to estimate 'fair value less cost to sell' additional disclosure is required about the discount rate, consistent with disclosures required when the discounted cash flows are used to estimate 'value in use'. The amendment further clarifies that the largest cash-generating unit for group of units to which goodwill should be allocated for purposes of impairment testing is an operating segment as defined in FRS 8.

Notes to the Financial Statements

IC Interpretation I5 Agreements for the Construction of Real Estate

This Interpretation clarifies when and how revenue and related expenses from the sale of a real estate unit should be recognised if an agreement between a developer and a buyer is reached before the construction of the real estate is completed. Furthermore, the Interpretation provides guidance on how to determine whether an agreement is within the scope of FRS 111 Construction Contracts or FRS 118 Revenue.

The Group currently recognises revenue arising from property development projects using the stage of completion method. Upon the adoption of IC Interpretation 15, the Group may need to change its accounting policy to recognise such revenue at completion or upon or after delivery. The Group is in the process of making an assessment of the impact of this Interpretation.

3. REVENUE

	Group	
	2010 RM'000	**2009 RM'000**
Management fees	**618**	599
Revenue from construction contract	**77,525**	184,737
Revenue from sales of properties	**168,502**	93,843
	246,645	279,179

4. COST OF SALES

	Group	
	2010 RM'000	**2009 RM'000**
Cost of inventories sold	**14,995**	14,700
Construction cost	**76,536**	181,345
Property development costs (Note 19)	**123,494**	58,790
	215,025	254,835

5. PROFIT/(LOSS) BEFORE TAX

The following amounts have been included at arriving at profit/(loss) before tax:

	Group		Company	
	2010 RM'000	**2009 RM'000**	**2010 RM'000**	**2009 RM'000**
Employee benefit expense (Note 6)	**3,126**	3,685	**633**	1,085
Auditors' remuneration				
– current year	**178**	186	**50**	50
– underprovision in prior year	**30**	13	**10**	5
Depreciation	**611**	611	**371**	344
Executive directors' remuneration (Note 7)	**1,187**	1,785	**377**	1,011
Non-executive directors' remuneration (Note 7)	**939**	841	**905**	811
Amortisation of prepaid land lease payments (Note 12)	**4**	4	**–**	–
Bad debts written off	**25**	–	**–**	–
Provision for doubtful debts				
– subsidiaries	**–**	–	**–**	18
– third party	**1,000**	–	**1,000**	–
Rental expenses				
– building	**1,283**	1,285	**1,151**	1,151
– equipment	**11**	20	**9**	9
Rental income	**(1,539)**	(1,308)	**–**	–
Interest income	**(2,009)**	(2,043)	**(963)**	(1,749)
Net provision of damages claims (Note 26)	**3,336**	6,947	**–**	–
Bad debts recovered	**–**	(4)	**–**	–
Loss/(gain) on disposal of property, plant and equipment	**123**	(13)	**123**	–
Provision for doubtful debts recovered – subsidiaries	**–**	–	**–**	(248)
Management fees from subsidiaries	**–**	–	**(600)**	(600)

6. EMPLOYEE BENEFITS EXPENSE

	Group		Company	
	2010 RM'000	**2009 RM'000**	**2010 RM'000**	**2009 RM'000**
Wages and salaries	**2,571**	2,880	**468**	823
Social security costs	**22**	24	**4**	7
Pension costs – defined contribution plans	**292**	309	**51**	91
ESOS expenses	**(19)**	38	**(8)**	6
Other staff related expenses	**260**	434	**118**	158
	3,126	3,685	**633**	1,085

Notes to the Financial Statements

7. DIRECTORS' REMUNERATION

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Directors of the Company				
Executive directors:				
Salaries and other emoluments	**137**	588	**137**	588
Fees	**240**	123	**240**	123
Bonus	**–**	300	**–**	300
Benefits-in-kind	**49**	45	**49**	45
	426	1,056	**426**	1,056
Non-executive directors:				
Salaries and other emoluments	**565**	566	**565**	566
Fees	**190**	95	**190**	95
Bonus	**150**	150	**150**	150
Benefits-in-kind	**226**	197	**226**	197
	1,131	1,008	**1,131**	1,008
Directors of Subsidiaries				
Executive directors:				
Salaries and other emoluments	**770**	734	**–**	–
Fees	**40**	40	**–**	–
Benefits-in-kind	**76**	76	**–**	–
	886	850	**–**	–
Non-executive directors:				
Fees	**30**	30	**–**	–
Other emoluments	**4**	–	**–**	–
	34	30	**–**	–
	2,477	2,944	**1,557**	2,064
Analysis excluding benefits-in-kind:				
Total executive directors' remuneration excluding benefits-in-kind (Note 5)	**1,187**	1,785	**377**	1,011
Total non-executive directors' remuneration excluding benefits-in-kind (Note 5)	**939**	841	**905**	811
Total directors' remuneration excluding benefits-in-kind	**2,126**	2,626	**1,282**	1,822

The number of directors of the Company whose total remuneration during the financial year fell within the following bands is analysed below:

	Number of directors	
	2010	2009
Executive directors:		
RM1 – RM50,000	**5**	5
RM200,001 – RM300,000	**1**	–
RM800,001 – RM1,000,000	**–**	1
Non-executive directors:		
RM1 – RM50,000	**3**	3
RM800,001 – RM1,000,000	**1**	1

8. FINANCE COSTS

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Interest expenses on:				
– hire purchase	**14**	19	**5**	7
– term loan	**5,463**	6,973	**–**	–
– others	**12**	2	**–**	–
	5,489	6,994	**5**	7
Less: Interest expense capitalised in qualifying assets				
– Land held for property development (Note 16)	**(3,987)**	(634)	**–**	–
– Property development costs (Note 19)	**(100)**	(170)	**–**	–
	1,402	6,190	**5**	7

Notes to the Financial Statements

9. INCOME TAX EXPENSES

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Current income tax:				
Malaysian income tax	**11,635**	6,700	–	–
Under/(over) provision in prior years	**150**	(146)	–	–
	11,785	6,554	–	–
Deferred tax (Note 34):				
Relating to reversal of temporary differences	**(2,708)**	(5,870)	–	–
Relating to changes in tax rate	–	(6,065)	–	–
Over provision in prior years	**(2,367)**	(11)	–	–
	(5,075)	(11,946)	–	–
Income tax expenses	**6,710**	(5,392)	–	–

Domestic income tax is calculated at the Malaysian statutory tax rate of 25% (2009: 25%) of the estimated assessable profit/(loss) for the year.

A reconciliation of income tax expense applicable to profit/(loss) before tax at the statutory income tax rate to income tax expense at the effective income tax rate of the Group and of the Company is as follows:

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Profit/(loss) before tax	**27,121**	(4,592)	**(4,507)**	(3,028)
Taxation at Malaysian statutory tax rate of 25% (2009: 25%)	**6,780**	(1,148)	**(1,127)**	(757)
Effects of expenses not deductible for tax purposes	**2,137**	2,019	**1,116**	751
Effects of changes in tax rate	–	(6,065)	–	–
Effect of utilisation of previously unrecognised unabsorbed capital allowances and tax losses	–	(47)	–	–
Deferred tax assets not recognised during the year	**10**	6	**11**	6
Over provision of deferred tax in prior year	**(2,367)**	(11)	–	–
Under/(over) provision tax expense in prior year	**150**	(146)	–	–
Income tax expense for the year	**6,710**	(5,392)	–	–

10. EARNINGS PER SHARE

(a) Basic earnings per share

The basic earnings per share of the Group has been computed by dividing the Group profit attributable to equity holders of the Company of RM18,621,566 (2009: RM3,605,506) by the weighted average number of ordinary shares in issue during the year of 784,320,114 (2009: 780,036,618) before and after mandatory conversion of ICPS-A of 167,287,216 (2009: 181,589,952).

(b) Fully diluted earnings per share

The fully diluted earnings per share of the Group has been computed by dividing the Group profit attributable to ordinary equity holders of the Company of RM18,621,566 (2009: RM3,605,506) by the adjusted weighted average number of ordinary shares of 827,214,271 (2009: 828,598,144), assuming the full conversion of 167,287,216 (2009: 181,589,952) irredeemable convertible preference shares in issue during the year into potential ordinary shares of 42,894,158 (2009: 46,561,526).

11. PROPERTY, PLANT AND EQUIPMENT

Group

	Freehold land RM'000	Building RM'000	Furniture, fixtures and fittings RM'000	Office equipment and plant RM'000	Renovations RM'000	Motor vehicles RM'000	Infrastructure Works RM'000	Sentul Park RM'000	Total RM'000
As at 30 June 2010									
Cost									
At 1 July 2009	6,644	2,823	2,063	3,437	2,175	5,258	4,258	18,642	45,300
Additions	–	–	11	32	20	–	–	–	63
Disposal	–	–	–	–	–	(566)	–	–	(566)
At 30 June 2010	6,644	2,823	2,074	3,469	2,195	4,692	4,258	18,642	44,797
Accumulated depreciation									
At 1 July 2009	–	312	1,947	3,053	1,415	3,287	255	–	10,269
Charge for the year	–	27	27	106	155	211	85	–	611
Disposal	–	–	–	–	–	(285)	–	–	(285)
At 30 June 2010	–	339	1,974	3,159	1,570	3,213	340	–	10,595
Net carrying amount									
At 30 June 2010	6,644	2,484	100	310	625	1,479	3,918	18,642	34,202

Notes to the Financial Statements

	Freehold land RM'000	Building RM'000	Furniture, fixtures and fittings RM'000	Office equipment and plant RM'000	Renovations RM'000	Motor vehicles RM'000	Infrastructure Works RM'000	Sentul Park RM'000	Total RM'000
As at 30 June 2009									
Cost									
At 1 July 2008	6,644	2,823	2,474	3,429	2,125	5,371	4,258	18,642	45,766
Additions	–	–	1	3	50	141	–	–	195
Write off	–	–	(412)	–	–	–	–	–	(412)
Disposal	–	–	–	–	–	(254)	–	–	(254)
Adjustments	–	–	–	5	–	–	–	–	5
At 30 June 2009	6,644	2,823	2,063	3,437	2,175	5,258	4,258	18,642	45,300
Accumulated depreciation									
At 1 July 2008	–	285	2,330	2,934	1,263	3,317	170	–	10,299
Charge for the year	–	27	29	119	152	199	85	–	611
Write off	–	–	(412)	–	–	–	–	–	(412)
Disposal	–	–	–	–	–	(229)	–	–	(229)
At 30 June 2009	–	312	1,947	3,053	1,415	3,287	255	–	10,269
Net carrying amount									
At 30 June 2009	6,644	2,511	116	384	760	1,971	4,003	18,642	35,031

Included in property, plant and equipment of the Group are motor vehicles with net book value of RM558,003 (2009: RM674,577) held under hire purchase arrangement.

Company

	Freehold land RM'000	Building RM'000	Furniture, fixtures and fittings RM'000	Office equipment RM'000	Motor vehicles RM'000	Renovations RM'000	Total RM'000
As at 30 June 2010							
Cost							
At 1 July 2009	**3,036**	**2,823**	**139**	**363**	**1,646**	**1,404**	**9,411**
Additions	–	–	–	**3**	–	–	**3**
Disposal	–	–	–	–	**(566)**	–	**(566)**
At 30 June 2010	**3,036**	**2,823**	**139**	**366**	**1,080**	**1,404**	**8,848**
Accumulated depreciation							
At 1 July 2009	–	**311**	**63**	**228**	**608**	**722**	**1,932**
Charge for the year	–	**27**	**13**	**33**	**157**	**141**	**371**
Disposal	–	–	–	–	**(285)**	–	**(285)**
At 30 June 2010	–	**338**	**76**	**261**	**480**	**863**	**2,018**
Net carrying amount							
At 30 June 2010	**3,036**	**2,485**	**63**	**105**	**600**	**541**	**6,830**
As at 30 June 2009							
Cost							
At 1 July 2008	3,036	2,823	137	360	1,646	1,404	9,406
Additions	–	–	2	3	–	–	5
At 30 June 2009	3,036	2,823	139	363	1,646	1,404	9,411
Accumulated depreciation							
At 1 July 2008	–	283	51	196	477	581	1,588
Charge for the year	–	28	12	32	131	141	344
At 30 June 2009	–	311	63	228	608	722	1,932
Net carrying amount							
At 30 June 2009	3,036	2,512	76	135	1,038	682	7,479

Included in property, plant and equipment of the Company is a motor vehicle with net book value of RM202,086 (2009: RM218,484) held under hire purchase arrangement.

Notes to the Financial Statements

12. PREPAID LAND LEASE PAYMENTS

	Group	
	2010 RM'000	2009 RM'000
Short term leasehold land		
At 1 July	**43**	47
Additions during the year	**20**	–
Amortisation for the year (Note 5)	**(4)**	(4)
At 30 June	**59**	43

13. INVESTMENT IN SUBSIDIARIES

	Company	
	2010 RM'000	2009 RM'000
Unquoted shares:		
– At cost	**265,699**	265,699
– At valuation	**222,296**	222,296
	487,995	487,995
Less: Accumulated impairment losses	**(213,163)**	(213,163)
	274,832	274,832

The directors had revalued the Company's investment in subsidiaries based on the fair value of the subsidiaries' net assets in 1995.

The details of subsidiary companies, all of which are incorporated in Malaysia, are as follows:

Name of subsidiaries	Principal activities	Effective equity interest	
		2010 %	**2009 %**
Held by the Company:			
Sentul Raya Sdn Bhd	Property development and property investment	**70**	70
Mayang Sari Sdn Bhd	Inactive	**100**	100
YTL Land & Development (MM2H) Sdn Bhd	Dormant	**100**	100
* Amanresorts Sdn Bhd	Dormant	**100**	100
* Pakatan Perakbina Sdn Bhd	Property development	**100**	100
* Syarikat Kemajuan Perumahan Negara Sdn Bhd	Property development	**100**	100
* Bayumaju Development Sdn Bhd	Property development	**100**	100
Held through subsidiaries:			
Sentul Raya Golf Club Berhad	Inactive	**70**	70
Sentul Raya City Sdn Bhd	Inactive	**70**	70
Sentul Park Management Sdn Bhd	Inactive	**70**	70
SR Property Management Sdn Bhd	Property management	**100**	100
Lot Ten Security Sdn Bhd	Inactive	**100**	100
Boom Time Strategies Sdn Bhd	Inactive	**100**	100
* Noriwasa Sdn Bhd	Dormant	**100**	100
* Udapakat Bina Sdn Bhd	Property development	**100**	100
* PYP Sendirian Berhad	Property development	**100**	100

* *Audited by firms of auditors other than Ernst & Young.*

14. INVESTMENT IN A JOINTLY CONTROLLED ENTITY

	Group		Company	
	2010 RM'000	**2009 RM'000**	**2010 RM'000**	**2009 RM'000**
Unquoted investment, at cost	**22,900**	–	**22,900**	–
Share of post acquisition loss	**(1)**	–	**–**	–
	22,899	–	**22,900**	–

Notes to the Financial Statements

Details of the jointly controlled entity are as follows:-

Name of Company	Place of Incorporation	Principal activity	Effective equity interest	
			2010 %	2009 %
PDC Heritage Hotel Sdn Bhd	Malaysia	Property development	50	–

The financial statements of the above jointly controlled entity are audited by a firm other than Ernst & Young.

(a) The aggregate amounts of each of the current asset, non-current asset, current liabilities, income and expenses related to the Group's interests in the jointly controlled entity are as follows:

	Group	
	2010 RM'000	2009 RM'000
Assets and liabilities:		
Current asset*	*	–
Non-current asset	15,025	–
Total assets	15,025	–
Current liabilities	(1,686)	–
Net assets	13,339	–
Income and expenses:		
Income	–	–
Expenses	(1)	–

* *Representing RM1.*

(b) Jointly controlled entity acquired during the financial year

On 17 December 2009, the Company has entered into a Sale and Purchase Agreement with a related company. YTL Hotels & Properties Sdn Bhd for the acquisition of 13,348,451 ordinary shares of RM1 each representing 50% of the issued and paid up share capital of PDC Heritage Hotel Sdn Bhd ("PDC") for a cash consideration of RM14,646,585. The acquisition was completed on 19 January 2010.

On 2 February 2010, the Company entered into a joint venture agreement for a property development project with Penang Development Corporation, the other shareholder of PDC.

15. INVESTMENT PROPERTY

	Group	
	2010 RM'000	**2009 RM'000**
At 1 July/30 June	**28,623**	28,623

The investment property of the Group is stated at fair value based on professional valuation in June 2010 by the registered valuers, Azmi & Co Sdn Bhd, on an open market value basis.

16. LAND HELD FOR PROPERTY DEVELOPMENT

	Group		Company	
	2010 RM'000	**2009 RM'000**	**2010 RM'000**	**2009 RM'000**
At 1 July				
Cost				
Freehold land	**169,179**	170,655	**–**	–
Leasehold land	**220,631**	220,453	**10,036**	10,036
	389,810	391,108	**10,036**	10,036
Development expenditure	**189,753**	92,713	**3,370**	2,628
	579,563	483,821	**13,406**	12,664
Cost incurred during the year:				
Freehold land	**800**	970	**–**	–
Leasehold land	**–**	178	**–**	–
Development expenditure	**10,234**	4,197	**745**	742
	11,034	5,345	**745**	742
Transfer from property development costs (Note 19):				
Development cost	**393**	93,323	**–**	–
	393	93,323	**–**	–
Transfer to property development costs (Note 19):				
Freehold land	**–**	(2,446)	**–**	–
Leasehold land	**(57,641)**	–	**–**	–
Development cost	**(1,184)**	(480)	**–**	–
	(58,825)	(2,926)	**–**	–

Notes to the Financial Statements

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Write off to income statement	**(64)**	–	–	–
At 30 June	**532,101**	579,563	**14,151**	13,406

Land held for property development comprises land which are in the process of being prepared for development but are not expected to be developed for sale within the normal operating cycle.

Included in land held for property development of the Group is interest capitalised during the financial year amounting to RM3,987,243 (2009: RM634,076) as disclosed in Note 8 to the financial statements.

17. GOODWILL ON CONSOLIDATION

	Group	
	2010 RM'000	2009 RM'000
At 1 July/30 June	**12,183**	12,183

18. INVENTORIES

	Group	
	2010 RM'000	2009 RM'000
Properties held for sale		
– At cost	**10,603**	25,903
– At net realisable value	**34,500**	33,237
	45,103	59,140

19. PROPERTY DEVELOPMENT COSTS

	Group	
	2010 RM'000	2009 RM'000
Property development costs, at 1 July:		
Freehold and leasehold land, at cost	**9,245**	8,463
Development and construction costs	**178,976**	331,724
	188,221	340,187

	Group	
	2010 RM'000	**2009 RM'000**
Cost incurred during the year:		
Development and construction costs	**83,148**	76,537
	83,148	76,537
Transfer from land held for property development (Note 16):		
Freehold land	–	2,446
Leasehold land	**57,641**	–
Development cost	**1,184**	480
	58,825	2,926
Reversal of development costs for completed projects:		
Freehold land	–	(1,230)
Leasehold land	**(35,215)**	(413)
Development cost	**(94,298)**	(118,749)
	(129,513)	(120,392)
Transfer to land held for property development (Note 16):		
Development cost	**(393)**	(93,323)
	(393)	(93,323)
Transfer of unsold units to inventories:		
Freehold land	–	(21)
Development cost	**(117)**	(17,693)
	(117)	(17,714)
Costs recognised in income statement:		
At 1 July	**147,901**	209,503
Recognised during the year (Note 4)	**123,494**	58,790
Reversal of completed projects	**(129,513)**	(120,392)
At 30 June	**141,882**	147,901
Property development costs, at 30 June	**58,289**	40,320

Included in property development costs of the Group is interest capitalised during the financial year amounting to RM99,961 (2009: RM169,894) as disclosed in Note 8 to the financial statements.

Notes to the Financial Statements

20. TRADE RECEIVABLES

	Group	
	2010 RM'000	2009 RM'000
Trade receivables	**19,922**	24,005
Accrued billings in respect of property development costs	**17,935**	34,562
Stakeholder amounts held by solicitors	**5,581**	3,480
	43,438	62,047
Less: Provision for doubtful debts	–	(56)
	43,438	61,991

The Group's normal trade credit terms range from 30 days to 90 days. Other credit terms are assessed and approved on a case-by-case basis.

The Group has no significant concentration of credit risk that may arise from exposures to a single debtor or to groups of debtors.

21. OTHER RECEIVABLES

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Deposits	**1,933**	1,821	**11**	11
Prepayments	**196**	116	**7**	52
Tax recoverable	**2,508**	2,064	**1,982**	1,982
Other receivables	**8,203**	7,785	**1,003**	1,063
	12,840	11,786	**3,003**	3,108
Less: Provision for doubtful debts	**(1,040)**	(40)	**(1,000)**	–
	11,800	11,746	**2,003**	3,108

The Group has no significant concentration of credit risk that may arise from exposures to a single debtor or to groups of debtors except for the amount due from Kuala Lumpur Performing Art Centre of RM5,500,000 (2009: RM4,600,000) which represents a concentration of credit risk to the Group by virtue of its significant balance.

The other receivables are non-interest bearing, unsecured and are repayable on demand. Other information on financial risk is disclosed in Note 40.

22. AMOUNT DUE FROM SUBSIDIARIES

The amounts due from subsidiaries, which are stated after provision for doubtful debts of RM15,219,080 (2009: RM15,219,080) primarily arose from payments on the subsidiaries' behalf. These amounts are unsecured, interest-free and are repayable on demand.

23. AMOUNT DUE FROM/(TO) RELATED COMPANIES, HOLDING COMPANIES AND JOINTLY CONTROLLED ENTITY

The immediate and ultimate holding companies are YTL Corporation Berhad and Yeoh Tiong Lay & Sons Holdings Sdn Bhd respectively, both of which are incorporated in Malaysia. The immediate holding company, YTL Corporation Berhad is listed on the Main Market of Bursa Malaysia Securities Berhad. Related companies refer to the subsidiaries of Yeoh Tiong Lay & Sons Holdings Sdn Bhd.

The amounts due from/(to) holding and related companies and the jointly controlled entity are unsecured, interest free and are repayable on demand.

An amount of RM10,547,000 (2009: RM36,438,000) due to related companies is trade in nature.

24. FIXED DEPOSITS WITH LICENSED BANKS

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Deposits with licensed banks	**91,353**	111,435	**30,885**	56,205

The weighted average effective interest rates of deposits at the balance sheet date were as follows:

	Group		Company	
	2010 %	2009 %	2010 %	2009 %
Licensed banks	**2.62**	2.14	**2.64**	2.16

The maturity of deposits as at the end of the financial year ranged from 7–50 days (2009: 4–30 days).

25. CASH AND BANK BALANCES

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Cash on hand and at bank	**17,334**	3,702	**369**	222

Included in cash at banks of the Group are amounts of RM13,218,000 (2009: RM1,783,000) held pursuant to Section 7A of the Housing Development (Control and Licensing) Act, 1966 and therefore restricted from use in other operations.

Notes to the Financial Statements

26. PROVISIONS

	Group	
	2010 RM'000	2009 RM'000
At 1 July	**10,633**	5,953
Additional provision (Note 5)	**3,336**	6,947
Utilisation of provision	**(4,472)**	(2,267)
At 30 June	**9,497**	10,633

Provisions are in respect of projects undertaken by subsidiaries and are recognised for expected liquidated damages claims based on the terms of the applicable sale and purchase agreements.

27. TRADE PAYABLES

	Group	
	2010 RM'000	2009 RM'000
Trade payables	**912**	899
Progress billings in respect of property development costs	**4,731**	8,497
Construction contract (Note a)	**283**	–
	5,926	9,396

The normal credit terms granted to the Group range from 30 days to 90 days.

(a) Due from/(to) customers on contract

	Group	
	2010 RM'000	2009 RM'000
Construction costs incurred to date	**518,546**	442,010
Attributable profits	**9,257**	8,268
	527,803	450,278
Less: Progress billings	**(528,086)**	(450,278)
Due to customers on contract	**(283)**	–

28. OTHER PAYABLES

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Other payables	**2,950**	6,117	**108**	62
Accruals	**15,029**	7,928	**1,287**	607
Deposits received	**1,032**	4,593	**–**	–
Provision for losses arising from issue of ICPS-A	**140**	140	**140**	140
	19,151	**18,778**	**1,535**	809

29. BORROWINGS

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Short term borrowings				
Term loan	**28,572**	14,286	**–**	–
Hire purchase payables (Note 30)	**153**	233	**64**	74
	28,725	14,519	**64**	74
Long term borrowings				
Term loan	**151,142**	179,714	**–**	–
Hire purchase payables (Note 30)	**34**	182	**–**	64
	151,176	179,896	**–**	64
Total borrowings				
Term loan	**179,714**	194,000	**–**	–
Hire purchase payables (Note 30)	**187**	415	**64**	138
	179,901	194,415	**64**	138

Notes to the Financial Statements

	Group	
	2010 RM'000	2009 RM'000
Analysis of term loan maturities:		
Maturity of borrowings (Excluding hire purchase payables)		
Not later than 1 year	**28,572**	14,286
Later than 1 year and not later than 2 years	**28,572**	28,572
Later than 2 years and not later than 5 years	**85,716**	85,716
Later than 5 years	**36,854**	65,426
	179,714	194,000

The term loan bears interest at rates ranging between 3.20% to 3.55% (2009: 3.20% to 4.90%) per annum and is secured by a corporate guarantee of the Company. It shall be repaid by way of 12 semi-annual instalments of RM14,286,000 each and one final instalment of RM8,282,000.

30. HIRE PURCHASE PAYABLES

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Future minimum lease payments:				
Not later than 1 year	**158**	243	**65**	78
Later than 1 year and not later than 2 years	**34**	158	**–**	66
Later than 2 years	**–**	34	**–**	–
	192	435	**65**	144
Less: Future finance charges	**(5)**	(20)	**(1)**	(6)
Present value of hire purchase payables (Note 29)	**187**	415	**64**	138
Analysis of present value of hire purchase payables:				
Not later than 1 year	**153**	233	**64**	74
Later than 1 year and not later than 2 years	**34**	149	**–**	64
Later than 2 years	**–**	33	**–**	–
	187	415	**64**	138

The hire purchase payables bear interest at rates ranging between 2.30% to 2.73% (2009: 2.30% to 2.57%) per annum.

31. SHARE CAPITAL

	Group/Company			
	2010		2009	
	Number of shares '000	RM'000	Number of shares '000	RM'000
Authorised:				
Ordinary shares of RM0.50 each				
At 1 July/30 June	**3,000,000**	1,500,000	**3,000,000**	1,500,000
Irredeemable convertible preference shares ("ICPS-A") of RM0.50 each				
At 1 July/30 June	**600,000**	300,000	**600,000**	300,000
Irredeemable convertible preference shares ("ICPS-B") of RM0.50 each				
At 1 July/30 June	**1,400,000**	700,000	**1,400,000**	700,000
Total	**5,000,000**	2,500,000	**5,000,000**	2,500,000
Issued and fully paid:				
Ordinary shares of RM0.50 each				
At 1 July	**797,559**	398,779	**796,559**	398,279
Conversion of ICPS-A to ordinary shares	**3,668**	1,834	**1,000**	500
At 30 June	**801,227**	400,613	**797,559**	398,779
Irredeemable convertible preference shares ("ICPS-A") of RM0.50 each				
At 1 July	**181,591**	90,796	**185,493**	92,747
Conversion of ICPS-A to ordinary shares	**(14,304)**	(7,152)	**(3,902)**	(1,951)
At 30 June	**167,287**	83,644	**181,591**	90,796
Total	**968,514**	484,257	**979,150**	489,575

During the financial year, the Company issued 3,667,360 new ordinary shares of RM0.50 each upon conversion of 14,302,736 ICPS-A at a conversion ratio of one new ordinary share of RM0.50 each for every 3.90 ICPS-A of RM0.50 each. The share premium of RM5,317,688 arose from the issuance of these ordinary shares. The new ordinary shares rank pari passu in all respects with the existing ordinary shares of the Company.

The ICPSs have no voting rights other than those affecting their rights and privileges. The ICPSs rank pari passu with ordinary shares for distribution of dividend but for return of capital, they rank above all shares in issue.

ICPS-A is convertible into new ordinary shares of RM0.50 each at a conversion ratio of one new ordinary share of RM0.50 each for every 3.90 ICPS-A of RM0.50 each on or before 2011.

Notes to the Financial Statements

32. TREASURY SHARES

This amount relates to the acquisition cost of treasury shares net of the proceeds received on their subsequent sale or issuance.

The shareholders of the Company, by an ordinary resolution passed at a general meeting held on 1 December 2009, renewed their approval for the Company's plan to repurchase its own ordinary shares. The directors of the Company are committed to enhancing the value of the Company for its shareholders and believe that the repurchase plan can be applied in the best interests of the Company and its shareholders.

There was no repurchase of the Company's issued ordinary shares since the financial year ended 30 June 2008.

	Group/Company			
	2010		2009	
	Number of shares '000	RM'000	Number of shares '000	RM'000
At 1 July/30 June	**15,172**	22,200	**15,172**	22,200

33. LONG TERM LIABILITIES

	Group	
	2010 RM'000	2009 RM'000
Amount due to Keretapi Tanah Melayu Berhad ("KTMB")	**67,696**	67,696

The amount represents the balance of the total purchase consideration of not less than RM105,616,000 (2009: RM105,616,000) for the acquisition of the Sentul Raya Development Project Site from KTMB, which is to be settled by way of phased development, construction and completion of the Railway Village by a subsidiary company, Sentul Raya Sdn Bhd ("SRSB") for KTMB at its sole cost and expense in accordance with the provisions of the Development Agreement dated 8 December 1993 between SRSB and KTMB, as amended pursuant to the Supplementary Development Agreement with KTMB dated 21 December 2000.

34. DEFERRED TAX

	Group	
	2010 RM'000	2009 RM'000
At 1 July	**44,496**	56,442
Recognised in income statement (Note 9)	**(5,075)**	(11,946)
At 30 June	**39,421**	44,496
Presented after appropriate offsetting as follows:		
Deferred tax assets	**(6,535)**	(4,458)
Deferred tax liabilities	**45,956**	48,954
	39,421	44,496

The components and movements of deferred tax liabilities and assets during the financial year prior to offsetting are as follows:

Deferred tax liabilities of the Group:

	Property, plant and equipment RM'000	Land held for property development RM'000	Total RM'000
At 1 July 2009	**273**	**48,681**	**48,954**
Recognised in income statement	**(13)**	**(2,850)**	**(2,863)**
At 30 June 2010	**260**	**45,831**	**46,091**
At 1 July 2008	272	56,284	56,556
Recognised in income statement	1	(7,603)	(7,602)
At 30 June 2009	273	48,681	48,954

Deferred tax assets of the Group:

	Unabsorbed losses in subsidiaries RM'000	Accruals & Payables RM'000	Total RM'000
At 1 July 2009	**(114)**	**(4,344)**	**(4,458)**
Recognised in income statement	–	**(2,212)**	**(2,212)**
At 30 June 2010	**(114)**	**(6,556)**	**(6,670)**
At 1 July 2008	(114)	–	(114)
Recognised in income statement	–	(4,344)	(4,344)
At 30 June 2009	(114)	(4,344)	(4,458)

Deferred tax assets have not been recognised in respect of the following items:

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Unused tax losses	**207**	207	**–**	–
Unutilised capital allowances	**286**	286	**–**	–
Other deductible temporary difference	**93**	26	**93**	26
	586	519	**93**	26

Notes to the Financial Statements

The availability of the unused tax losses and unabsorbed capital allowances for offsetting against future taxable profits of the Group and of the Company is subject to agreement of the Inland Revenue Board.

35. CASH AND CASH EQUIVALENTS

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Fixed deposits with licensed banks (Note 24)	**91,353**	111,435	**30,885**	56,205
Cash and bank balances (Note 25)	**17,334**	3,702	**369**	222
	108,687	115,137	**31,254**	56,427

36. SIGNIFICANT RELATED PARTY TRANSACTIONS

(a) In addition to the transactions detailed elsewhere in the financial statements, the Group and the Company had the following transactions with related parties during the financial year:

Entity	Relationship	Transaction type	Group 2010 RM'000	Group 2009 RM'000
Syarikat Pembenaan Yeoh Tiong Lay Sdn Bhd	Subsidiary of immediate holding company	Provision of construction works	**130,271**	250,454
Suri Travel & Tours Sdn Bhd	Subsidiary of immediate holding company	Provision of air fare services and maintenance services	**192**	206
Autodome Sdn Bhd	Subsidiary of immediate holding company	Provision of rental of premises	–	630
Starhill Real Estate Investment Trust	Deemed related to immediate holding company	Rental of premises	**1,151**	521
Corporate Promotions Sdn Bhd	Subsidiary of ultimate holding company	Provision of advertising, promotion and printing services	**1,134**	1,923
Syarikat Pembenaan Yeoh Tiong Lay Sdn Bhd	Subsidiary of immediate holding company	Project management & marketing agent fees receivable	**15,160**	4,166

Entity	Relationship	Transaction type	Company 2010 RM'000	Company 2009 RM'000
Sentul Raya Sdn Bhd	Subsidiary	Provision of management service to subsidiary	**300**	300
Syarikat Kemajuan Perumahan Negara Sdn Bhd	Subsidiary	Provision of management service to subsidiary	**150**	150
Pakatan Perakbina Sdn Bhd	Subsidiary	Provision of management service to subsidiary	**150**	150

The directors are of the opinion that the above transactions have been conducted in the normal course of business and are under terms that are not less favourable than those arranged with third parties.

(b) Compensation to key management personnel comprised solely the directors' remuneration as disclosed in Note 7 to the financial statements.

37. COMMITMENTS

Non-cancellable operating lease commitments – Group as lessee

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Future minimum lease payable:				
Not later than 1 year	**689**	1,151	**689**	1,151
Later than 1 year	–	689	–	689
	689	1,840	**689**	1,840

Operating lease payments represent rentals payable by the Group and by the Company for use of premises. Leases are negotiated for an average term of 3 years and rentals are fixed for an average of 3 years.

Notes to the Financial Statements

38. CONTINGENT LIABILITIES

	Group		Company	
	2010 RM'000	2009 RM'000	2010 RM'000	2009 RM'000
Unsecured:				
Guarantees to financial institutions for credit facilities granted to subsidiaries	**35,920**	45,667	**215,634**	239,667

39. SEGMENT INFORMATION

(a) Reporting format

The Group is organised into two main business segments:-
(i) Property development & management
(ii) Construction

An analysis by geographical segments has not been presented as the Group operates primarily in Malaysia.

(b) Business segment

	Construction RM'000	Property development & management RM'000	Total RM'000
At 30 June 2010			
External revenue	77,525	169,120	246,645
Results			
Profit from operations	990	27,534	28,524
Finance cost			(1,402)
Share of loss of a jointly controlled entity			(1)
Profit before taxation			27,121
Income tax expenses			(6,710)
Net profit for the year			20,411
At 30 June 2009			
External revenue	184,737	94,442	279,179
Results			
Profit/(loss) from operations	3,392	(1,794)	1,598
Finance cost			(6,190)
Share of loss of a jointly controlled entity			–
Loss before taxation			(4,592)
Income tax expenses			5,392
Net profit for the year			800

40. FINANCIAL INSTRUMENTS

(a) Financial risk management objectives and policies

The Group's financial risk management policy seeks to ensure that adequate financial resources are available for the development of the Group's businesses whilst managing its interest rate, foreign exchange, liquidity and credit risks. The Group operates within clearly defined guidelines that are approved by the Board and the Group's policy is not to engage in speculative transactions.

(b) Liquidity risk

The Group actively manages its debt maturity profile, operating cash flows and the availability of funding so as to ensure that all refinancing, repayment and funding needs are met. As part of its overall prudent liquidity management, the Group maintains sufficient levels of cash or cash convertible instruments to meet its working capital requirements. In addition, the Group strives to maintain available banking facilities of a reasonable level to its overall debt position.

(c) Credit risk

Credit risk, or the risk of counterparties defaulting, is controlled by the application of credit approvals, limits and monitoring procedures. Credit risks are minimised and monitored via strictly limiting the Group's associations to business partners with high creditworthiness. Trade receivables are monitored on an ongoing basis via Group management reporting procedures.

Save as disclosed in Note 21, the Group does not have any significant exposure to any individual customer or counterparty nor does it have any major concentration of credit risk related to any financial instruments.

(d) Interest rate risk

The Group's primary interest rate risk relates to interest-bearing debt and fixed rate financial assets; the Group had no substantial long term interest-bearing assets as at 30 June 2010. The investment in financial assets is mainly short term deposits placed with licensed banks.

The Group manages its interest rate exposure by maintaining a prudent level of borrowings. The Group actively reviews its debt portfolio, taking into account the investment holding period and nature of its assets. This strategy allows it to capitalise on cheaper funding in a low interest rate environment and achieve a certain level protection against hikes.

The information on maturity dates and effective interest rates of financial assets and liabilities are disclosed in the respective notes.

(e) Fair values

It is not practical to estimate the fair value of the amount due from/(to) holding/subsidiaries/related companies and jointly controlled entity due principally to a lack of fixed repayment terms entered by the parties involved and without incurring excessive costs.

The carrying amounts of the financial liabilities of the Group approximate their fair values, except for the following:

	Group	
	Carrying amount RM'000	Fair value RM'000
Financial liabilities		
At 30 June 2010:		
Term loan	**179,714**	**173,553**
Amount due to Keretapi Tanah Melayu Berhad (KTMB)	**67,696**	*

Notes to the Financial Statements

	Group	
	Carrying amount RM'000	Fair value RM'000
At 30 June 2009:		
Term loan	194,000	187,984
Amount due to Keretapi Tanah Melayu Berhad (KTMB)	67,696	*

* It is not practicable to estimate the fair value of the advances to subsidiaries and amount due to KTMB due principally to a lack of fixed repayment terms entered into by the parties involved and without incurring excessive costs.

The following methods and assumptions are used to estimate the fair values of the following classes of financial instruments:

(i) Cash and cash equivalents, trade and other receivables/payable and short term borrowings

The carrying amounts approximate their fair value due to the relatively short term maturity of these financial instruments.

(ii) Borrowings

The fair value of borrowings is estimated by discounting the expected future cash flows using the current interest rate for liabilities within similar risk profiles.

41. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform with current year's presentation.

Form of Proxy

I/We *(full name as per NRIC/Company name in block capitals)* ______________________________

____

NRIC/Company No. *(New)* ______________________________ *(Old)* ______________________________

CDS Account No. *(for nominee companies only)* ______________________________

of *(full address)* ______________________________

____

being a member of **YTL Land & Development Berhad** hereby appoint *(full name as per NRIC in block capitals)* ______________________________

____

NRIC No. *(New)* ______________________________ *(Old)* ______________________________

of *(full address)* ______________________________

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or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the 70th Annual General Meeting of the Company to be held at Starhill 2, Level 4, JW Marriott Hotel Kuala Lumpur, 183, Jalan Bukit Bintang, 55100 Kuala Lumpur on Tuesday, 30 November 2010 at 11.00 a.m. and at any adjournment thereof.

My/Our proxy is to vote as indicated below:-

NO.	RESOLUTIONS	FOR	AGAINST
1.	Receipt of Reports and Audited Financial Statements		
2.	Re-election of Dato' Cheong Keap Tai		
3.	Re-election of Dato' Mark Yeoh Seok Kah		
4.	Re-appointment of Dato' Suleiman Bin Abdul Manan		
5.	Re-appointment of Tan Sri Datuk Seri Panglima Dr. Abu Hassan Bin Othman		
6.	Re-appointment of Eu Peng Meng @ Leslie Eu		
7.	Approval of the payment of Directors' fees		
8.	Re-appointment of Messrs Ernst & Young as Company Auditors		
9.	Authorisation for Directors to Allot and Issue Shares		
10.	Proposed Renewal of Share Buy-Back Authority		
11.	Proposed Renewal of Shareholder Mandate and New Shareholder Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature		

Dated this ____________ day of ______________________, 2010. No. of shares held ______________

____

Signature of shareholder

Notes:-

1. A member entitled to attend and vote at the meeting may appoint a proxy to vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A member other than an Authorised Nominee shall not be entitled to appoint more than one proxy to attend and vote at the same meeting and where such member appoints more than one proxy to attend and vote at the same meeting, such appointment shall be invalid.
2. This form of proxy and the Power of Attorney or other authority (if any) under which it is signed or notarily certified copy thereof must be lodged at the Registered Office, 11th Floor, Yeoh Tiong Lay Plaza, 55 Jalan Bukit Bintang, 55100 Kuala Lumpur not less than 48 hours before the time appointed for the Meeting.
3. In the case of a corporation, this form of proxy should be executed under its Common Seal or under the hand of some officer of the corporation duly authorised in writing on its behalf.
4. Unless voting instructions are indicated in the spaces provided above, the proxy may vote as he thinks fit.
5. For the purpose of determining a member who shall be entitled to attend the Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 60(2) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 23 November 2010. Only a depositor whose name appears on the General Meeting Record of Depositors as at 23 November 2010 shall be entitled to attend the said meeting or appoint proxy to attend and/or vote in his stead.

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Affix Stamp
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The Company Secretary

YTL LAND & DEVELOPMENT BERHAD
11th Floor, Yeoh Tiong Lay Plaza
55 Jalan Bukit Bintang
55100 Kuala Lumpur
Malaysia

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