Tab 1.:

Transmittal Letter

GENTING

NEW YORK

June 29, 2010

Gail P. Thorpe, Contracting Officer
New York State Division of the Lottery
Finance Office
One Broadway Center
Schenectady, NY 12305

Dear Ms. Thorpe,

Genting New York LLC is pleased to submit to you the enclosed Technical Proposal in response to the New York State Division of Lottery's Request for Proposals to develop and operate a Video Lottery Facility at Aqueduct Racetrack in Queens, New York dated May 11, 2010.

The following individuals have been authorized by Genting New York LLC to address matters related to the Technical Proposal and may be contacted for further information:

General Contact	Barry Hoffman Genting New York LLC	REDACTED barry.hoffman@gentingenergy.com
	Justin Leong Genting Berhad	25th Fl Wisma Genting Jalan Sultan Ismail Kuala Lumpur 50250 Malaysia +603 2333 3388 +601 2280 7023 justin.leong@genting.com
Contractual	Steven Wilner Cleary Gottlieb Steen & Hamilton	One Liberty Plaza New York, NY 10006 (212) 225-2672 (646) 642-4015 swilner@cgsh.com
	Jessica Hoppe Cleary Gottlieb Steen & Hamilton	One Liberty Plaza New York, NY 10006 (212) 225-2335 (646) 283-4306 jhoppe@cgsh.com

Technical/ Architectural and Engineering	William Dow JCJ Architecture	350 5th Ave, Ste 1029 New York, NY 10118 (212) 774-3606 x3277 (860) 670-1752 bdow@jcj.com
	Brian Davis JCJ Architecture	38 Prospect Street Hartford, CT 06103 (860) 240-9364 (860) 508-6312 bdavis@jcj.com
Construction	Brad Statler Keating Construction *A Tutor Perini Company*	1600 Arch St, Ste 300 Philadelphia, PA 19103 (610) 668-4100 brad@keatingnet.com
	Fuad Dana Keating Construction *A Tutor Perini Company*	1600 Arch St, Ste 300 Philadelphia, PA 19103 (610) 660-6009 (781) 254-5545 fdana@keatingnet.com
Operations	Michael Speller Genting New York LLC	REDACTED Uk000@aol.com
	Christian Goode G. Michael Brown & Associates	511 Sea Girt Avenue, Ste 3 Sea Girt, NJ 08750 (732) 449-5511 (716) 799-2851 cpgoode@yahoo.com
Minority Hiring Program and Community Relations	Michael Speller Genting New York LLC	REDACTED Uk000@aol.com
	Christian Goode G. Michael Brown & Associates	511 Sea Girt Avenue, Ste 3 Sea Girt, NJ 08750 (732) 449-5511 (716) 799-2851 cpgoode@yahoo.com

Site Visit	Justin Leong Genting Berhad	25th Floor Wisma Genting Jalan Sultan Ismail Kuala Lumpur 50250 Malaysia +603 2333 3388 +601 2280 7023 justin.leong@genting.com
	James Koh Genting Malaysia Berhad	25th Floor Wisma Genting Jalan Sultan Ismail Kuala Lumpur 50250 Malaysia +603 2333 3136 james.koh@genting.com
Background Investigation	Michael Speller Genting New York LLC	REDACTED Uk000@aol.com
	G. Michael Brown	511 Sea Girt Ave, Ste 3 Sea Girt, NJ 08750 (732) 449-5511 (609) 385-5589 bmcmickey@aol.com

Please note the individuals in Malaysia will be located in a time zone +15 hours Eastern Standard Time.

The entire Proposal, including the Technical Proposal, will remain valid for 180 days from this date of submission. We look forward to your consideration of our Proposal.

Very Truly Yours,

Barry Hoffman
Director

GENTING
MALAYSIA

June 29, 2010

Mr. Gordon Medenica
Ms Gail P. Thorpe
Ms Deborah L. Martino
New York State Division of Lottery
One Broadway Center
Schenectady, New York 12305

Re: Request for Proposal for Development and Operation of a Video Lottery Facility at Aqueduct Racetrack – May 11, 2010

Dear Mr. Medenica, Ms. Thorpe and Ms. Martino:

I am the Chairman and Chief Executive Officer of Genting Malaysia Berhad (GMB) and the Genting Group. I am the principal corporate officer responsible for the design, development and operation of the US$4.4 billion Resorts World Sentosa, our newest property.

I have been actively involved in the preparation of and am personally familiar with all aspects of the Proposal being submitted by Genting New York LLC (GNY) including the design, budgeting, programming, amenities and operations. I have personally known and worked with the entire management team and most of the advisors who are engaged in this project for over twenty years. I have the utmost confidence that this team will be able to execute on the development plan and maximize revenues to the State of New York.

In addition to the substantial local development team in New York, I have and will continue to make available the substantial experience and personnel of GMB to assure the success of the facility. Mr. Barry Hoffman has been appointed to be the Chairman of GNY. Barry (age 50) has worked with the Genting Group since 1994 and over that time has provided legal, regulatory, project development and financing advice both external counsel and most recently as a member of the senior management team responsible for Genting's energy businesses.

I look forward to hearing back from you and having the opportunity and privilege of creating a world class entertainment and gaming destination at Aqueduct Race Track.

Sincerely,

Kok Thay LIM,
Chief Executive Officer

Genting Malaysia Berhad (58019-U)
Formerly known as Resorts World Bhd

a Genting company

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GENTING

NEW YORK

June 29, 2010

Mr. Gordon Medenica
Ms Gail P. Thorpe
Ms Deborah L. Martino
New York State Division of Lottery
One Broadway Center
Schenectady, New York 12305

Re: Request for Proposal for Development and Operation of a Video Lottery Facility at Aqueduct Racetrack – May 11, 2010

Dear Mr. Medenica, Ms. Thorpe and Ms. Martino:

On behalf of Genting New York LLC, a wholly-owned subsidiary of Genting Malaysia Berhad (GENM), a publicly listed company on the Malaysian Stock Exchange, we are pleased to submit a proposal for the privilege to develop and operate a video lottery facility at Aqueduct Racetrack to be known as Resorts World New York (RWNY).

GENM has a market capitalization of US$5.25billion and current cash on hand of approximately US$1.6 billion. GENM is an affiliate of the Genting Group of Companies that operates large-scale integrated resorts under the Resorts World brand in Malaysia, Singapore and the Philippines with an operating history spanning forty five years. The Genting Group is one of the largest and most valuable casino companies in the world with over 45,000 employees and a market capitalization of approximately US$28 billion (including crossholdings).

Our Proposal conforms to all of the conditions and requirements of the Division of Lottery and the RFP, including delivery of the executed versions of the transaction documents without modification. GENM is prepared to pay the upfront licence fee within 10 days of full execution of the MOU without any financing conditions and to immediately start construction.

After submission of this Proposal, GENY, JCJ Architects and Tutor Perini will continue with our preliminary work and the preparation of construction documentation beyond the required 30% benchmark to ensure that we can immediately commence construction upon the full execution of the MOU. Our architect JCJ Architects designed Saratoga Racing and Gaming and has designed the program for our facility with the objective of exceeding the reference standards in the RFP.

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New York:
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Branding and Design Philosophy

The RWNY facility was designed to take advantage of the unique New York market opportunities. On a per capita basis, New York has the highest participation rate in casino gambling in the United States and is the largest fly-in market and second most important market in terms of overall revenue, after California, for Las Vegas style casinos. New York has a dense population with levels of disposable income that will support a casino facility of a standard that far exceeds the reference casinos stated in the RFP. Consequently, our $350 million capital spending budget reflects a high quality facility that will exceed your expectations.

Traditionally, New York racinos have been single property operations relying on local patronage and characterized by low levels of initial and ongoing capital investment. As a result, New York racinos have not appealed to patrons accustomed to higher-level casino standards maintained by full service commercial casinos operated around the world. As an example, existing racinos place few advertising and promotional materials in New York airports, little or no advertising in tourist/in-flight magazines and brochures and engage in little or no cross promotion with major and recurring yearly events in New York such as Fashion Week, Jazz Festival, the US Open and others. Higher quality casinos are characterized by the use of sophisticated marketing, branding, advertising and promotional skills to expand their market share and increase revenue and profitability.

For all of these reasons we believe that the Resorts World brand is the most suitable of all of the GENM brands for the Aqueduct racetrack casino as it can be developed into a full-scale integrated destination resort business model.

The Facility

The RWNY design includes the development of 413,000 square feet (more than the 305,000 required by the RFP) within the grandstand envelope (i.e., no SEQRA impact) housing 1,621 VLT's within six months of the full execution of the MOU and full completion of 4,500 VLT's within six months of the initial opening. The intention is to segment the gaming throughout the facility so as to create differing gaming experiences targeted to various market segments.

Upon arrival, Patrons will experience the grand, six-lane porte cochere which will include valet parking and is designed to provide a sophisticated arrival experience. The planned entry to the facility will be a dramatic, three-story entry atrium with a spectacular, digitally controlled water show penetrating all three floors of the planned development.

Once inside, the focal point of the design will be a 120 foot diameter, 75 foot tall fully animated water feature. Patrons will have access to a highly energetic and exciting entertainment bar with a hydraulically elevated performance state visible from most areas within the facility. Although physically located on the first floor of the facility, a large opening in the ceiling above visually connects this feature bar with the upper level bar and second floor casino. Our design provides for

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a trackside Lounge behind the bar that provides light dining, open views to the track and access to an outdoor terrace.

RWNY has designed the facility to provide the maximum interconnectivity to the full range of experiences to be provided at Aqueduct throughout the year. Beginning with the state-of-the-art 2,200 car parking facility which will include a bus center and direct access to the casinos located on each floor to the reconfiguration of the neighboring A train station, the entire facility has been designed with the convenience and comfort of the patron in mind. Subject to the approval of the Division of Lottery, we are prepared to increase the capacity of the covered parking facility to accommodate 3,000 vehicles. We have also incorporated direct access to and from each gaming floor and the neighboring NYRA space so as to encourage energetic interaction between the two operations.

Our design incorporates multiple dining experiences. We have included a high quality Chinese restaurant with 200 seats which, along with another signature restaurant that seats an additional 200 patrons, will cater to the higher-end gaming segments. A 450 seat, two-story festive fast food promenade designed for popular appeal and high volume service is located on the lower casino level.

The outdoor terrace, to be named "Festival Commons", will provide casino patrons direct access to racing and other events to be held at the race track and will accommodate up to 10,000 persons. We have also included in our design a flexible, 34,000 square foot "Event Center" strategically located between the casino and the NYRA facility to host group meetings and social functions that can cater to corporate events as well as community functions and that will hold up to 5,000 people.

Marketing Plan and New York Strategy

Our global experience, including in connection with the recently opened Resorts World Sentosa, Singapore, clearly demonstrates the importance of creating revenue streams from out-of-state visitors in addition to relying on the traditional local market. Our approach is to build a strong local market base to ensure a baseline level of gaming activity. On top of this baseline, we envision adding non-resident visitors to provide a significant boost to our revenue generation, the so-called "icing on the cake". These visitors will also serve to contribute to many facets of the local economy. In popular tourist destinations such as Singapore, spending by tourists can be as much as the domestic market.

RWNY's vision is to transform the competitive landscape by using cost effective, highly targeted marketing plans, events, promotions and a tiered loyalty program to cater to the multiple market segments making up the Aqueduct target markets. RWNY intends to spend 2% in excess the 8% marketing allowance allocated by the Division of Lottery enabling us to attract a portion of the 47 million domestic and international visitors to New York and the 45 million domestic and international passengers using JFK international airport every year.

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In addition to group and independent traveler programs, we will market RWNY as a " Rest and Recreation" Hub for the 45 million passengers annually using JFK airport by providing constant shuttle bus services so that those on early arrival, late departure or seeking a few hours of fun and excitement can enjoy the RWNY facilities as they transit through JFK.

Our vision for Aqueduct is to create a new dimension to entertainment in the greater New York City market. We will cater to four main market segments – mass, mid-level and high-end markets and domestic and international tourists. GENM is the only full service casino in Malaysia and as a result, has developed expertise in catering to all market segments by offering facilities at different price points with service commensurate to each particular market segment. The Resorts World brand projects an international-acclaimed, integrated resort where everyone can find entertainment, food, beverage and other services in accordance with their individual budgets.

To this end, RWNY envisions, segmentation of the design for the casino into three distinct casino areas – an exciting first floor gaming area with a circular bar with shows and entertainment for the mass market; a second floor casino with a casual elegant style for higher tiered loyalty card holders and a VIP casino for high-end players with a total of 4,500 VLT's. Services such as valet parking, complimentary beverages and service personnel will be provided at a level relevant to the related market segment.

Aqueduct is also easily accessible by train from all over New York City on a single $2.25 metro fare (or free for those on unlimited ride metro cards) and we will provide regular bus shuttles from Jamaica station so patrons can arrive at the facility in comfort without having to spend additional travel time on the A train. For those who arrive by car, there will be up to 7,000 parking spaces, of which 2,200 will be covered (3,000 if approval is obtained from the Division of the Lottery) and 4,000 will be uncovered surface parking.

We will run a bus program from Flushing and other areas within 30 minutes (15 miles) of RWNY. If selected, we intend to explore in conjunction with MTA, developing an express service from key access points across the region during the weekend and holiday periods and providing train service to Aqueduct on a year-round basis instead of the current limited racing season.

The full spectrum of amenities available at Aqueduct, including the availability of quality Chinese dining and an additional Signature restaurant, year-round events, entertainment and superior service, New Yorkers will choose to patronise RWNY due to the convenience factor rather than flying five hours one-way to Las Vegas or drive to neighbouring states such as Connecticut and New Jersey.

Management/Experience

We recognize that a key element for the Division of Lottery and the State of New York is acceleration of the time to market of the facility. In order to bring the first VLT's online within six months from the full execution of the MOU, we have assembled an experienced US management team who has worked with affiliates of GENM at various US projects over the last 20 years.

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The team fully understands and has operated facilities in the gaming and hospitality markets in New York and throughout the Northeastern United States. Most importantly, the management team has the proven ability to timely complete the legal agreements with the State and to design, construct and operate a Resorts World branded casino at the Aqueduct Racetrack with facilities and services that far exceed those of other casino resorts in New York and in neighbouring states and that are comparable to higher quality destination resorts operated in Las Vegas.

Our management team is headed by Mike Speller who is the former President of Foxwoods Resort Casino and SVP of gaming operations of Seneca Niagara Casino. In addition to Mike's management team, the project is supported by G. Michael Brown and Colin Au, who have extensive experience in US gaming projects and are already licensed by the Division of Lottery. They were part of the team that helped finance, build and open Foxwoods Resort Casino in only eight months and the Seneca Niagara Casino in one hundred days and thereafter successfully operated those facilities.

The Genting Group has an investment presence in the United States that dates back over twenty years. Its multiple investments in the gaming, leisure and hospitality businesses including acting as the initial investor in the Foxwoods Resort as well as the Seneca Niagara Casino. In addition to these investments, the Genting Group owns 50% of Norwegian Cruise Lines, has invested in excess of $350 million in securities of MGM Resorts International (formerly known as MGM Mirage), and is a joint venture partner with Jay Walker, the founder of Priceline.com, in Walker Digital Gaming.

We have engaged JCJ Architecture to handle all master planning, architecture and interior design work for the facility. JCJ has vast experience in the design and planning of casino facilities having designed over 40 casinos and racinos in the US including the Saratoga Gaming and Raceway, the Seneca Niagara Casino and two other New York racinos. We have partnered with Tutor Perini to handle the construction management of the facility. Tutor Perini has built over sixty casinos in the US and has considerable experience in Queens, New York having built the AirTrain JFK and the LaGuardia Airport main terminal expansion.

Also included in the team is the prominent law firm of Cleary, Gottlieb, Steen & Hamilton LLP who has worked closely with GENM and its affiliates over the course of the last twenty-two years on large-scale development projects, gaming and lodging transactions and the acquisition and disposition of numerous businesses in the United States and abroad. Cleary Gottlieb's experience in financing, development, regulatory, tax, licensure and gaming and lodging will help ensure that project consummation can occur swiftly after the full execution of the MOU.

New York City-based Suite 850 has worked with RWNY in developing our marketing and media plans for the facility. Suite 850 is a brand incubator and full-service marketing firm founded by Jesse Itzler, Co-Founder of Marquis Jet Partners, the world's largest jet card program. In addition, Weber Shandwick acts as our global public relations firm. Weber Shandwick is a leading global public relations agency with offices in 76 countries around the world.

By assembling a world-class team comprised of JCJ Architecture, Tutor Perini, Cleary, Gottlieb, Weber Shandwick, Suite 850 and other industry leading advisors, Genting can assure that the

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project will be brought to market with great speed while delivering a product of the quality needed to maximize revenue for New York State.

Speed To Market

We are focused on creating the first phase of the Resorts World brand in New York at the Aqueduct Race track. The facility will include multiple casinos with significant amenities and ancillary services. We have planned for the development of 413,000 square feet within the grandstand envelope (i.e., no SEQRA impact) that exceeds the 305,000 square foot minimum required by the RFP.

Our program calls for the completion of the first phase of the facility housing 1,621 VLT's within six months of the full execution of the MOU and full completion of a facility containing 4,500 VLT's within 12 months of the full execution of the MOU. Our budgeted project costs are approximately $325 million and, if our proposed upgrades are approved by the Division of Lottery (e.g., an additional 800 covered parking spaces, an additional 500 outdoor VLT's and an upgrade of the MTA station), the total project cost will reach $350 million.

The project team will be fully supported by the substantial design, development and operational resources of both GENM and the Genting Group that have developed and operated major projects such as the US$4.4 billion Resorts World Sentosa in Singapore that opened in January this year. As a result, GENY's team has access to unparalleled management expertise in the design, construction and operating skills necessary to bring the project to completion, market and operate it in the fastest possible time and in the best interest of the State and shareholders.

Capital Plan

In addition to our base development plan required by the RFP, RWNY has proposed a plan to renovate the lower grandstand area so that there is visual and physical connectivity to the apron area of the racetrack accessible from the first floor of the casino. This large grass area to be called "Festival Commons" would comprise an additional 100,000 square feet of development and would accommodate about 10,000 people for outdoor events. Subject to NYRA approval, this area would provide a secondary or extended venue for the musical, fashion, cultural and other festivals held in New York City.

We have also have included options which, if approved by the relevant authorities, will significantly increase the revenues and/or reduce expenses for the Lottery such as installing another 500 VLT's outside of the building facing Festival Commons, adding another 800 covered parking spaces and improvements to the MTA station. If RWNY is not permitted to add additional VLT's, our design is flexible enough to relocate such machines within the existing buildout so as to take advantage of such outdoor machines. We are also prepared to be the test site of a server based system (similar program recently launched in City Center in Las Vegas) and other state-of-the-art gaming initiatives in conjunction with the Division of Lottery.

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If approved by NYRA, the third floor of the building will be completed as a multi-function area to be called the "Events Center" which can be used for year-round indoor events such as banquets, shows, cultural, community and other related events in order to increase patronage to RWNY. This multi-function area can also be used as a higher end neighborhood market during months when the outdoor equivalent cannot be held due to inclement weather.

Our Proposal is to develop and operate a facility that we believe exceeds the size and quality of the facility required by the RFP but provides for a swift opening so as to maximize revenues to the State of New York. Notwithstanding our principal goal of opening the facility as described herein, we have taken the liberty of including a master plan which reflects our vision to make this facility a world class destination resort. This development will include three hotels of differing standards, shopping, spa, recreation and other resort facilities that will cost over $650 million bringing the total investment to US$1.3 billion (including the $300m minimum bid price and $350m for current phase).

We appreciate that all of these additional facilities included in this master plan are subject to feasibility studies and approvals by all New York State agencies and the Division of Lottery. We will of course implement them in stages over time and will ensure that the master plan is designed so that there will be no interruption to the proposed VLT operations when future elements are constructed.

Financing Plan/Access to Capital

GENY's offer is not subject to receipt of financing but assumes that the ESDC Grant will be available in accordance with the RFP.

GENM has cash resources of US$1.6 billion and annual EBITDA of US$467 million (average over the last three years). GENM is the only publicly-listed casino company in the world with an investment grade rating. We have included in our Proposal references from leading US and international banks.

MWBE Plan/Experience

Our project team has a proven track record in the hiring and utilization of minority and women owned enterprises. Each of JCJ and Perini Tudor has included their significant credentials in this area in this Proposal. Further, we have included in this Proposal our MWBE hiring goals and EEO policies.

In order to ensure that the surrounding community shares in the success of the video lottery facility, we will contribute 1% of net profit before State and Federal taxes to a Foundation that will run under the auspices of an independent board for the benefit of Queens community projects.

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We hope the Division of Lottery will give us the opportunity to develop a world-class casino at Aqueduct Race Track with service standards that exceed your expectations. We have worked diligently and with care to craft our bid in accordance with the terms requested by the Division of Lottery. If we are successful, we anticipate establishing a mutually beneficial, long-term partnership with the Division of Lottery to ensure that the terms of the operating agreements are concluded and administered in the best interest of all parties involved.

With our experience, global track record and experienced management, construction, architectural, legal, marketing and public relations partners, we can deliver the world class RWNY facility faster than any other group. We can maximize the benefits to New York State and the local community by generating revenues within six months of the full execution of the MOU.

Our Master Plan to fully develop the site with a complete and integrated Resorts World destination resort that would employ up to 5,000 people, ensures that our ongoing investment in the community will continue for the long term and will clearly maximize the financial return to the State, the local community and our shareholders.

We look forward to working with the Lottery and other State agencies to make RWNY a national and international success.

Yours sincerely,

Barry Hoffman,
Chairman of Genting New York LLC

Genting New York LLC **a Genting company**

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Certification of Compliance (RFP Section 4.11)

Genting New York LLC hereby certifies to its good faith belief that this proposal submission complies in all respects with the Request for Proposals for Development and Operation of a Video Lottery Facility at Aqueduct Racetrack dated May 11, 2010.

Name: Barry Hoffman
Title: Director
Date: June 29, 2010

Tab 2.:

Acknowledgment of All RFP Addenda

Attachment 1

Vendor Acknowledgement of Addendum

RFP: Development and Operation of a Video Lottery Facility at Aqueduct Racetrack

Amendment Number: See Below

Date Issued: June 28, 2010

By signing below, the bidder attests to receiving and responding to the amendment number indicated above.

Bidder Name:

Company: Genting New York LLC

RFP Amendments

NOTICE: This notice clarifies the requirements of the RFP and the MOU covering the payment of the upfront licensing fee. All participants in the competition for selection as the Developer and Operator of a Video Lottery Facility at Aqueduct Racetrack should be aware that in addition to the approvals of the Governor, the Temporary President of the Senate, and the Speaker of the Assembly, the MOU is also subject to approval as to form by the Attorney General and a fully executed copy of the MOU must be approved and filed in the Office of the State Comptroller pursuant to section 112 of the State Finance Law. The State does not intend to deliver the signed MOU to the selected Vendor until after all of those approvals have been obtained. Upon such delivery, the selected Vendor must pay the agreed upon upfront licensing fee within ten (10) business days.

Tab 3.:

Entry Fee and Bidders Conference Attendance Statement

ENTRY FEE AND MANDATORY BIDDERS CONFERENCE ATTENDANCE STATEMENT

Genting New York LLC, an indirect wholly-owned subsidiary of Genting Malaysia Berhad, confirms Resorts World Limited, also an indirect wholly-owned subsidiary of Genting Malaysia Berhad, made payment, on behalf of Genting New York LLC, of $1 million to the New York State Division of Lottery in respect of the entry fee ("Entry Fee") that is required for participation in the RFP by Genting New York LLC on June 1, 2010, prior to the mandatory bidders conference.

Genting New York LLC confirms its representatives attended the mandatory bidders conference held at the Aqueduct Racetrack on June 8, 2010. See Exhibit 1.

Barry Hoffman
Director of Genting New York LLC

Exhibit 1

Development and Operation of a Video Lottery
Facility at Aqueduct Racetrack
Mandatory Bidders' Conference – June 8, 2010
List of Attendees
Issued June 10, 2010

Genting New York, LLC

Jessica Hoppe
Justin Leong
Barry Hoffman
Steve Wilner
Bill Dow
Todd Pagel
Christopher Samms
Scott Lemone
Adam Frapart
Marcus Reese

Penn National Gaming, Inc.

Steve Snyder
Carl Sottosanti
Jim Baum
Walter Bogumil
Alex Stolyar
Ed Hanson
John Finamore
Michael Cohen
Bob Blakeman
Stephen LaSala

SL Green Realty Corp

Jeremy Bier
Yon Choi
Andy Levine
Ed Piccinich
Robert Dewitt
Nory Hazaveh
Nelson Parker
Peter Cavaluzzi
Jim Allen
Thomas Leo

Empire City at Yonkers Raceway

Tim Rooney, Sr.
Tim Rooney, Jr.
Bob Galterio
Wayne Smith
Jay Valgora
John MacCallum
Roberto Mancinelli
Lauren Boglivi
Jim Freney
Mike Slocum

Aqueduct Gaming, LLC

Jamie Hartman
Daniel Gerrity
Rita Cox
Alex Tucker
Frank Ciminelli

Clairvest Group

Michael Wagman
Stanley Schlein

NYRA

Brian Stys
Ellen McClain
Ross Didia
Tanya Grzeskowisz
Pasquale Viscusi

Press/Media

Crain's New York Business – Amanda Fung
Bloomberg News – Beth Jinks
NY 1 - Bobby Cuza
NY 1 - Mark Kettler
New York Daily News – Anthony DelMundo
Queens Ledger – Ira Cohen
Queens Tribune – Joe Orovic
New York Post – Carl Campanile
New York Post – Greg Mango
The Forum News – Patricia Adams
Queens Courier – Victor Mimoni
New York Daily News – Barbara Ross
New York Times - Charles Bagli
Queens Times Ledger – Ivan Pereira

Community Organizations/Elected Officials

Community Board 10 – Betty Braton
Community Board 10 – Donna Gilmartin

Community Board 12 – James Heyliger
Community Board 12 – Herlema Owens
Community Board 12 – Darryl Glover

Community Board 13- Lawrence McClean

Assemblywoman Audrey Pheffer – JoAnn Shapiro
Senator Joe Addabbo – Pat McCabe

Other

Johnson Security – Jessica Johnson

Tab 4.:

Disclosure of Litigation

June 29, 2010

DISCLOSURE OF LITIGATION AND OTHER INFORMATION

The purpose of this memorandum is to report on the status, as of the date hereof, of the pending or threatened litigation, administrative or regulatory proceedings which could materially affect Genting New York LLC, Genting East Coast USA Inc, Genting East Coast USA Limited, Genting (USA) Limited, Genting Worldwide Limited, Genting Malaysia Berhad and Genting Berhad (hereinafter collectively referred to as "Genting") and whether Genting or any of its owners, officers, directors or partners have ever been convicted of a felony or any other criminal offense involving gaming violations, fraud, larceny of any sort, theft, misappropriation or conversion of funds or tax evasion pursuant to Section 1.19 of the RFP.

There is no pending or threatened litigation, administrative or regulatory proceedings which could materially affect Genting.

None of Genting or any of its owners, officers, directors or partners has ever been convicted of a felony or any other criminal offense involving gaming violations, fraud, larceny of any sort, theft, misappropriation or conversion of funds or tax evasion.

Tab 5.:

Response to Specifications in Part 4 of the RFP

Tab 5.A.:

Business Organization

Tab 5.A.i.:

Full Name and Address of Organization

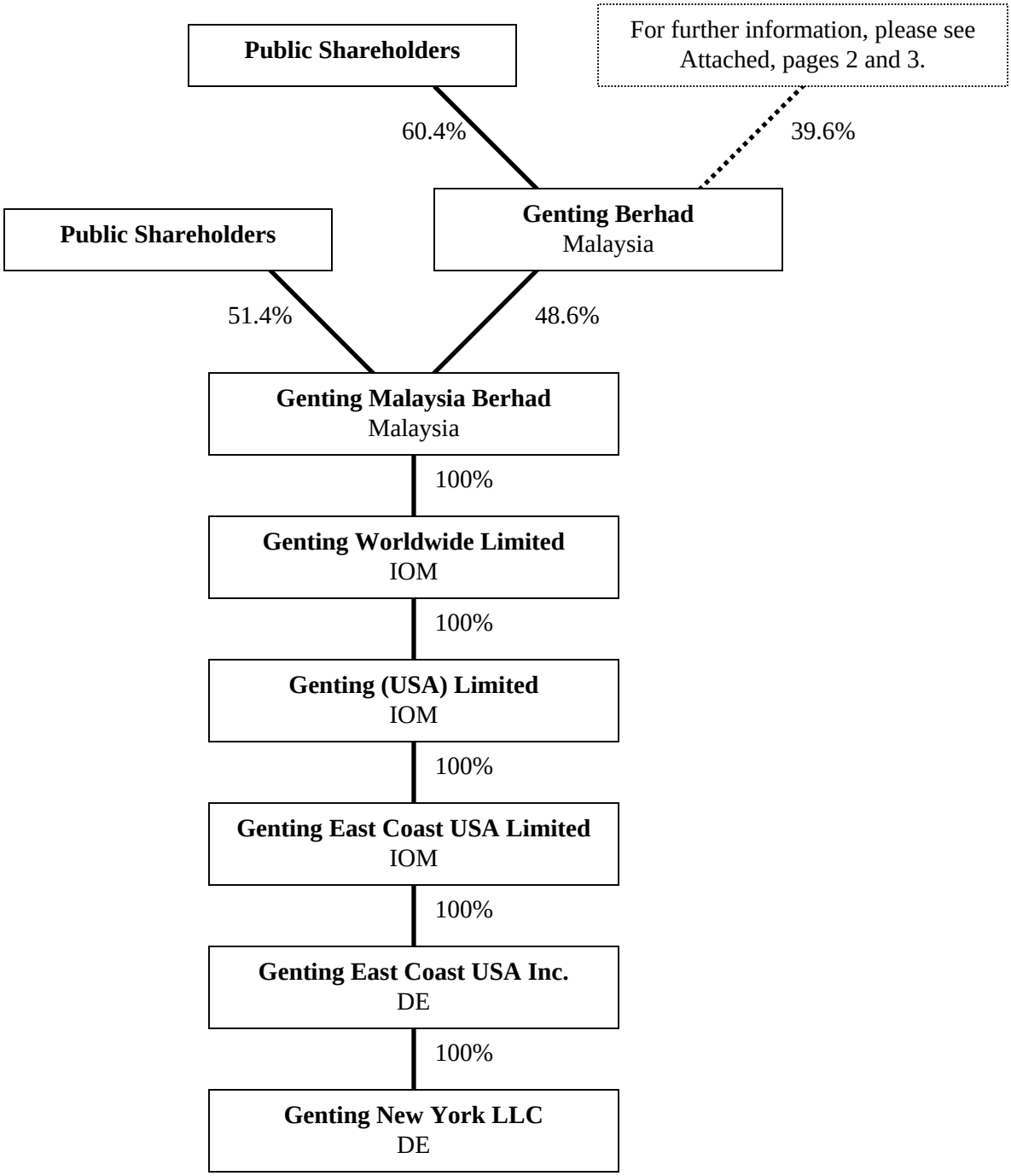
BUSINESS ORGANIZATION (Section 4.1 of RFP)

A. Full name and address of organization

Name of organization:-	**Genting New York LLC** (formerly known as New Quest, LLC)
Registered address:-	2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, State of Delaware 19808, USA.
Branch office address (in New York):-	c/o Cleary Gottlieb Steen & Hamilton One Liberty Plaza, New York, NY 10006, USA. (Ref: Mr. Steven Wilner)

Genting New York LLC operates as a limited liability company, and is qualified and registered to do business in the State of New York. Genting New York LLC is an indirect wholly-owned subsidiary company of Genting Malaysia Berhad.

Genting New York LLC
Structure Chart



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(3 PAGES)

N. Y. S. DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS ALBANY, NY 12231-0001

CERTIFICATE OF AUTHORITY UNDER SEC. 805 OF THE LIMITED LIABILITY COMPANY LAW

ENTITY NAME: GENTING NEW YORK LLC

DOCUMENT TYPE: APPLICATION FOR AUTHORITY (FOR LLC) COUNTY: NEWY

FILED:06/02/2010 DURATION:********* CASH#:100602000188 FILM #:100602000176

FILER:

CLEARY GOTTLIEB STEEN & HAMILTON
LLP
ONE LIBERTY PLAZA
NEW YORK, NY 10006-1470

EXIST DATE
06/02/2010

ADDRESS FOR PROCESS:

C/O CORPORATION SERVICE COMPANY
80 STATE STREET
ALBANY, NY 12207-2543

REGISTERED AGENT:

SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45 SERVICE CODE: 45

FEES	560.00	PAYMENTS	560.00
FILING	250.00	CASH	0.00
TAX	0.00	CHECK	0.00
CERT	0.00	CHARGE	0.00
COPIES	10.00	DRAWDOWN	560.00
HANDLING	300.00	OPAL	0.00
		REFUND	0.00

398020MPJ DOS-1025 (04/2007)

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on June 2, 2010.

Daniel E. Shapiro
First Deputy Secretary of State

Rev. 06/07

100602000 176

CSC 45
DRAW DOWN

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
One Commerce Plaza, 99 Washington Ave.
Albany, NY 12231
www.dos.state.ny

APPLICATION FOR AUTHORITY
OF

GENTING NEW YORK LLC

(Insert name of Foreign Limited Liability Company)

Under Section 802 of the Limited Liability Company Law

FIRST: The name of the limited liability company is:

GENTING NEW YORK LLC

If the name does not contain a required word or abbreviation pursuant to Section 204 of the Limited Liability Company Law, the following word or abbreviation is added to the name for use in this state:

(Do not complete this section unless the limited liability company's true name is not available pursuant to §204 of the Limited Liability Company Law.) The fictitious name under which the limited liability company will do business in New York is:

SECOND: The jurisdiction of organization of the limited liability company is: Delaware .

. The date of its organization is: December 22, 2008 .

THIRD: The county within this state in which the office, or if more than one office, the principal office of the limited liability company is to be located is: New York County

(A county in New York State must be stated. Please note that the limited liability company is not required to have an actual physical office in this state.)

FOURTH: The Secretary of State is designated as agent of the limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process served against him or her is:

c/o Corporation Service Company
80 State Street
Albany, NY 12207-2543

FIFTH: (Complete the statement that applies)

The address of the office required to be maintained in the jurisdiction of its formation is:

c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, DE 19808

If no office is required to be maintained in the jurisdiction of its formation, the address of the principal office of the limited liability company is:

SIXTH: The foreign limited liability company is in existence in its jurisdiction of formation at the time of filing of this application.

SEVENTH: The name and address of the Secretary of State or other authorized official in its jurisdiction of organization where a copy of its articles of organization is filed is:

Delaware Secretary of State
401 Federal Street, Suite 4
Dover, DE 19901

X

(Signature)

Ms. Koh Poy Yong

(Type or print name)

Director, Genting (USA) Limited,
as Sole Member of Genting New York LLC

(Title or capacity of signer)

Please Note: A certificate of existence or, if no such certificate is issued by the jurisdiction of formation, a certified copy of the articles of organization of the limited liability company and all subsequent amendments therefore, or if no articles of organization have been filed, a certified copy of the certificate filed as its organizational base and all amendments thereto, **must be attached** to the application for authority when submitted for filing. If such certificate or certified copy is in a foreign language, a translation in English thereto under oath of the translator shall be attached.

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GENTING NEW YORK LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF JUNE, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GENTING NEW YORK LLC" WAS FORMED ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.

4636834 8300

100613624

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 8027502

DATE: 06-01-10

You may verify this certificate online at corp.delaware.gov/authver.shtml

176

CSC 45
DRAW DOWN

APPLICATION FOR AUTHORITY
OF

GENTING NEW YORK LLC

(Insert name of Foreign Limited Liability Company)

Under Section 802 of the Limited Liability Company Law

FILED
2010 JUN -2 AM 9:34

Filed by: Cleary Gottlieb Steen & Hamilton LLP
(Name)

One Liberty Plaza
(Mailing address)

New York, NY 10006-1470
(City, State and Zip code)

Cust Rq # 398020 NPT

NOTE: This form was prepared by the New York State Department of State for filing an application for authority for a foreign limited liability company to conduct business in New York State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal supply stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a $250 filing fee made payable to the Department of State.

(For office use only.)

lcc

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 02 2010

TAX $ —

BY: mr

RECEIVED
2010 JUN -2 AM 9:03

188

CORPORATION SERVICE COMPANY®

Publishing Schedule

Company Registered: **GENTING NEW YORK LLC**

County: **NY**

Date Formed: **12/22/08**

Daily Schedule:	***Weekly Schedule:***
Publication: **NY Law Journal**	Publication: **Chief**
06/17/10	06/25/10
06/24/10	07/02/10
07/01/10	07/09/10
07/08/10	07/16/10
07/15/10	07/23/10
07/22/10	07/30/10

NY Law Journal Proof

NOTICE OF QUALIFICATION of GENTING NEW YORK LLC. Authority filed with Secy. of State of NY (SSNY) on 06/02/10. Office location: NY County. LLC formed in Delaware (DE) on 12/22/08. SSNY designated as agent of LLC upon whom process against it may be served. SSNY shall mail process to c/o Corporation Service Co. (CSC), 80 State St., Albany, NY 12207-2543. DE addr. of LLC: c/o CSC, 2711 Centerville Rd., Ste. 400, Wilmington, DE 19808. Arts. of Org. filed with DE Secy. of State, 401 Federal St., Ste. 4, Dover, DE 19901. Purpose: Any lawful activity.

1498714 ju17-Th jy22

PROOF

Tab 5.A.ii.:

Authorized Person

BUSINESS ORGANIZATION (Section 4.1 of RFP)

B. Authorized individual

Name:-	**Barry Hoffman**
Street address:-	REDACTED
Email address:-	barry.hoffman@gentingenergy.com
Telephone number:-	REDACTED 011 603 2333 6800 (Malaysia)

Tab 5.B.:

Financial Viability

FINANCIAL VIABILITY (Section 4.2 of RFP)

A summary of key financial information for Genting Malaysia Berhad, on a consolidated basis, for the three financial years ended 31 December 2009 is as follows:

Genting Malaysia Berhad (USD Million)	**2007**	**2008**	**2009**
Operating revenue	1,315	1,476	1,508
EBITDA	536	618	608
Profit after taxation	470	191	400
Net Assets	2,474	2,512	3,062

Genting Malaysia Berhad, on a consolidated basis, has an audited net cash position of USD1,592 million (RM5,271 million) as at 31 December 2009.

The financial statements have been prepared in accordance with approved accounting standards and have been audited by PricewaterhouseCoopers, chartered accountants licensed to do business in Malaysia, being the principal place of business of Genting Malaysia Berhad. The key financial numbers above have been translated from Ringgit Malaysia to United States Dollars based on the Malaysian Central Bank's official rate of RM3.31 to USD1.00 as at 2 June 2010, for ease of reference.

Copies of the audited financial statements of Genting Malaysia Berhad for the financial years ended 31 December 2007, 2008 and 2009 are attached to the Technical Proposal.

GENTING
BERHAD

2009 ANNUAL REPORT

GENTING BERHAD (7916-A)

GENTING GROUP

We are a leading multinational corporation committed to enhancing shareholder value and maintaining long-term sustainable growth in our core businesses.

OUR MISSION

We will:

1. Be responsive to the changing demands of our customers and excel in providing quality products and services.
2. Be committed to innovation and the adoption of new technology to achieve competitive advantage.
3. Generate a fair return to our shareholders.
4. Pursue personnel policies which recognise and reward performance and contributions of employees and provide proper training, development and opportunities for career advancement.
5. Be a responsible corporate citizen, committed to enhancing corporate governance and transparency.

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CORPORATE PROFILE

GENTING

www.genting.com

A leading global multinational corporation

The Genting Group is Malaysia's leading multinational corporation and one of Asia's best-managed companies. The Group has over 35,000 employees, 4,500 hectares of prime resort land and about 133,500 hectares of plantation land.

The Genting Group is the collective name for Genting Berhad and its subsidiaries. It comprises four listed entities with a combined market capitalisation of about RM85.4 billion (US$25.1 billion) as at 31 December 2009.

The Group via Genting Singapore PLC[1] ("GENS") (www.gentingsingapore.com) is a leading resort development specialist with over 20 years of international gaming expertise and global experience in developing, operating and/or marketing internationally acclaimed casinos and integrated resorts in different parts of the world, including Australia, the Americas, Malaysia, the Philippines and the United Kingdom ("UK").

In 2006, the Group won a competitive tender to build and operate an integrated resort in Singapore's Sentosa Island, called Resorts World Sentosa ("RWS") (www.rwsentosa.com). RWS, the first integrated resort in Singapore was opened progressively since 5 January 2010. Its family-focused leisure attractions include Universal Studios Singapore, Marine Life Park - the world's largest oceanarium and 6 themed hotels.

The Genting Group is also the largest casino operator in the UK where its subsidiary, Genting UK Plc has a total of 44 casinos - 39 in the provinces and 4 of the most prestigious casinos in London (i.e. Crockfords Club, Maxims Casino Club, The Colony Club and The Palm Beach). GENS launched its first online casino brand, CircusCasino.com in June 2008.

The Genting Group was founded in 1965 by the late Tan Sri (Dr.) Lim Goh Tong with the development of a beautiful highlands resort, named Resorts World Genting[2] ("RWG") (www.rwgenting.com). Located at the peak of Mount Ulu Kali, 2,000 metres above sea level and 51 kilometres from Kuala Lumpur in Malaysia, it is now one of the world's leading integrated entertainment resorts, attracting 19.5 million visitors in 2009.

Under the leadership of Tan Sri Lim Kok Thay, the Genting Group continues to grow from strength to strength. His commitment to excellence, innovation and growth has resulted in the birth of premier global brand names.

The jewel of the Group's Malaysian division, RWG was voted the World's Leading Casino Resort (2005, 2007 to 2009) and Asia's Leading Casino Resort from 2005 to 2009 by World Travel Awards.

The resort offers 6 hotels with over 10,000 rooms, 60 fun rides, 170 dining and shopping outlets, mega shows, international business convention facilities and endless entertainment - all in one location. At 2,000 metres (6,000 feet) above sea level, it enjoys a fresh cool climate all year round and splendid views of the natural surrounding highlands. One of its hotels, First World Hotel, is one of the world's largest hotels with 6,118 rooms.

RWG is owned and operated by Genting Malaysia Berhad[3] ("GENM") (www.gentingmalaysia.com). In addition, GENM owns and manages the Awana chain of resorts in Malaysia (www.awana.com.my), comprising Awana Genting Highlands Golf & Country Resort, Awana Kijal Golf, Beach & Spa Resort, Terengganu and Awana Porto Malai, Langkawi.

One of the country's lowest cost producers of palm oil, the Genting Group's Plantations division under Genting Plantations Berhad[4] ("GENP") (www.gentingplantations.com), has about 133,500 hectares of land in Malaysia and Indonesia. It has property development projects in the states of Johor, Kedah and Melaka, and has joint venture projects to develop land in Indonesia into oil palm plantation.

GENP, through its subsidiary ACGT Sdn Bhd[5] ("ACGT"), aims to harness the knowledge encoded in plant genomics to develop superior crops to sustainably feed and fuel the world. Genomic research work on oil palm and jatropha began in 2007 and ACGT was the first to complete the sequencing and assembly of the oil palm and jatropha genomes. The research work on oil palm and jatropha has since progressed into the application phase. ACGT Laboratories, a centre of excellence in genomic science have the capabilities to perform end-to-end re-sequencing in Malaysia. ACGT also continues to collaborate with US-based Synthetic Genomics, Inc and the highly acclaimed J.Craig Venter Institute.

The Group via its Property division has also formed a joint venture with Chelsea Malaysia LLC, a division of Simon Property Group, Inc to establish Chelsea Premium Outlet Centres® in Malaysia. Targeted to open in 2011 in Kulai, the Johor Premium Outlets will bring the Chelsea Premium Outlets' concept of upscale outlet shopping to Malaysia.

The Genting Group's Energy division (www.gentingenergy.com) comprises the power and oil & gas business activities. Genting Power Holdings Limited which spearheads the Group's power operations, is a regional power producer with 7 power plants, with net attributable capacity of 1,450MW in Malaysia, China and India. Its two key assets are the 720MW Kuala Langat gas-fired plant in Malaysia and the 724MW Meizhou Wan coal-fired plant in Fujian, China.

Genting Oil & Gas Limited spearheads the Group's oil & gas operations. It is one of the region's leading independent oil & gas exploration and production companies with operations in China, Indonesia and Morocco. In China, the division operates an onshore-enhanced recovery oilfield under a Petroleum Contract with Sinopec. In Indonesia, the division has interests in three Production Sharing Contracts signed with BPMIGAS (Indonesia's oil and gas supervisory body). In Morocco, the division operates the Ras Juby Offshore Block held with ONHYM.

The Genting Group is committed to grow strongly as a leading global multinational corporation.

1. *Formerly known as Genting International Public Limited Company*
2. *Formerly known as Genting Highlands Resort*
3. *Formerly known as Resorts World Bhd*
4. *Formerly known as Asiatic Development Berhad*
5. *Formerly known as Asiatic Centre for Genome Technology Sdn Bhd*

bringing you our expertise in...

leisure & hospitality • power • plantations • property • biotechnology • oil & gas

Resorts World Genting
One of the world's leading integrated resorts

Resorts World Sentosa
World-class integrated family resort in Singapore

Genting UK
Largest casino operator in the United Kingdom

Genting Energy – Power
A regional power player in Asia

Genting Energy – Oil & Gas
One of the region's leading independent oil and gas exploration and production companies

Genting Plantations
One of Malaysia's lowest cost palm oil producers

Genting Property
A reliable property developer

ACGT
A centre of excellence in genomic science

GENTING PREMIER BRANDS

GENTING

Resorts World

GENTING MALAYSIA • SENTOSA SINGAPORE • MANILA PHILIPPINES

GENTING UK

GENTING PLANTATIONS

Genting Plantations Berhad

GENTING PROPERTY

Genting Property Sdn. Bhd.

ACGT Sdn. Bhd.

Genting Oil & Gas Limited

Genting Power Holdings Limited

The region's most exciting world-class integrated resorts

GENTING, MALAYSIA
Fun City Above The Clouds

Maxims Genting™ • Highlands Hotel • Resort Hotel • Arena of Stars™
Genting International Showroom™ • Genting Theme Park™ • First World Hotel & Plaza™
www.rwgenting.com

SENTOSA, SINGAPORE
A Million Moments. One World.

Crockfords™ Tower • Hard Rock Hotel Singapore™ • Festive Hotel™
Universal Studios Singapore® • Voyage de la Vie™ • Crane Dance™ • FestiveWalk™
www.rwsentosa.com

MANILA, PHILIPPINES
The Place To Play

Maxims Hotel™ • Remington Hotel™ • Performance Art Theatre • Newport Mall
www.rwmanila.com

by

Resorts World™

a GENTING brand

GROUP CORPORATE STRUCTURE

GENTING BERHAD (7916-A)
and its Principal Subsidiaries
and Associates
as at 5 May 2010.

LEISURE & HOSPITALITY DIVISION

- 48.6% **GENTING MALAYSIA BERHAD** **(formerly known as Resorts World Bhd)***
  - 48.6% First World Hotels & Resorts Sdn Bhd^
  - 51.7% **GENTING SINGAPORE PLC**** **(formerly known as Genting International P.L.C.)**
    - 51.7% Resorts World at Sentosa Pte Ltd##
    - 51.7% Genting UK Plc##
    - 51.7% Genting Alderney Limited##
    - 51.7% E-Genting Holdings Sdn Bhd##
    - 51.7% Genting WorldCard Services Sdn Bhd##
  - 30.3% LANDMARKS BERHAD*

PLANTATIONS DIVISION

- 54.6% **GENTING PLANTATIONS BERHAD** **(formerly known as Asiatic Development Berhad)***
  - 54.6% Genting Tanjung Bahagia Sdn Bhd (formerly known as Asiatic Tanjung Bahagia Sdn Bhd)#
  - 54.6% Genting SDC Sdn Bhd (formerly known as Asiatic SDC Sdn Bhd)#
  - 54.6% Genting Oil Mill Sdn Bhd (formerly known as Asiatic Oil Mills (WM) Sdn Bhd)#
  - 54.6% Genting Plantations (WM) Sdn Bhd (formerly known as Asiatic Plantations (WM) Sdn Bhd)#
  - 54.6% ACGT Sdn Bhd (formerly known as Asiatic Centre for Genome Technology Sdn Bhd)#

PROPERTY DIVISION

- 54.6% Genting Property Sdn Bhd (formerly known as Asiatic Land Development Sdn Bhd)#
- 48.6% Oakwood Sdn Bhd^
- 48.6% Gentinggi Sdn Bhd^
- 48.6% Kijal Resort Sdn Bhd^
- 54.6% Setiamas Sdn Bhd#

ENERGY DIVISION

- 100% Genting Power Holdings Limited
- 58.6% Genting Sanyen Power Sdn Bhd
- 100% Genting Power China Limited
- 30% Lanco Kondapalli Power Pvt Ltd
- 36.3% Aban Power Company Ltd
- 95% Genting Oil & Gas Limited
- 95% Genting Oil & Gas (China) Limited
- 95% Laila Limited

INVESTMENT HOLDING & MANAGEMENT SERVICES

- 100% Genting Hotel & Resorts Management Sdn Bhd
- 100% Awana Hotels & Resorts Management Sdn Bhd
- 100% Genting Management and Consultancy Services Sdn Bhd
- 100% Genting Overseas Holdings Limited
- 48.6% Resorts World Limited^
- 74% Genting Lanco Power (India) Pvt Ltd

* Listed on Bursa Malaysia Securities Berhad.
** Listed on Singapore Exchange Securities Trading Limited.
^ Subsidiary of Genting Malaysia Berhad (formerly known as Resorts World Bhd).
# Subsidiary of Genting Plantations Berhad (formerly known as Asiatic Development Berhad).
Subsidiary of Genting Singapore PLC. (formerly known as Genting International P.L.C.)

CORPORATE DIARY

2009

26 February
Announcement of the Consolidated Unaudited Results of the Group for the fourth quarter and the Consolidated Audited Results for the financial year ended 31 December 2008.

7 April
Announcement of the proposed renewal of authority for the Company to purchase its own shares and proposed exemption under Practice Note 2.9.10 of the Malaysian Code on Take-overs and Mergers, 1998.

12 May
Announcement of the following:
(a) Entitlement Date for the Proposed Final Dividend in respect of the financial year ended 31 December 2008;
(b) Forty-First Annual General Meeting; and
(c) Proposed Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature.

20 May
Announcement of the subscription by Genting Overseas Holdings Limited, a wholly-owned subsidiary of the Company, of a total of USD50 million (approximately RM176 million) nominal amount of senior secured notes due 2014 and 2017 issued by MGM Mirage, Inc.

25 May
Notice to Shareholders of the Forty-First Annual General Meeting.

28 May
Announcement of the Consolidated Unaudited Results of the Group for the first quarter ended 31 March 2009.

17 June
Forty-First Annual General Meeting.

30 July
Announcement of the re-designation of Dato' Dr. R. Thillainathan as an Independent Non-Executive Director from Non-Independent Non-Executive Director of the Company.

26 August
Announcement of the following:
(a) Consolidated Unaudited Results of the Group for the second quarter ended 30 June 2009; and
(b) Entitlement Date for the Interim Dividend in respect of the half year ended 30 June 2009.

8 October
Announcement of the proposed establishment of a RM1.6 billion nominal value guaranteed Medium Term Notes ("MTNs") Programme by GB Services Berhad ("GB Services"), a wholly-owned subsidiary of the Company.

9 November
Announcement of the issuance of the RM1.45 billion MTNs by GB Services.

25 November
Announcement of the Consolidated Unaudited Results of the Group for the third quarter ended 30 September 2009.

8 December
Announcement of the disposal of the entire issued and paid-up share capitals of Oakwood Sdn Bhd and Genting Highlands Tours and Promotion Sdn Bhd, both wholly-owned subsidiaries of the Company, to Genting Malaysia Berhad (formerly known as Resorts World Bhd), a company which is 48.6% owned by the Company for a cash consideration of RM212,709,548 and RM15,935,411 respectively ("Disposal").

11 December
Announcement of completion of the Disposal.

2010

25 February
Announcement of the Unaudited Consolidated Results of the Group for the fourth quarter and the Audited Results for the financial year ended 31 December 2009.

5 April
Announcement of the proposed renewal of the authority for the Company to purchase its own shares and proposed exemption under Practice Note 2.9.10 of the Malaysian Code on Take-overs and Mergers, 1998.

3 May
Announcement of the proposed shareholders' mandate for recurrent related party transaction of a revenue or trading nature.

5 May
Announcement of the following:
(a) Entitlement Date for the Proposed Final Dividend in respect of the financial year ended 31 December 2009;
(b) Forty-Second Annual General Meeting; and
(c) Proposed amendments to the Articles of Association of the Company.

DIVIDENDS		Announcement	Entitlement Date	Payment
2008	Final - 4.0 sen less tax per ordinary share of 10 sen each	25 February 2009	30 June 2009	27 July 2009
2009	Interim – 3.0 sen less tax per ordinary share of 10 sen each	26 August 2009	30 September 2009	26 October 2009
2009	Proposed Final – 4.2 sen less tax per ordinary share of 10 sen each	25 February 2010	30 June 2010	27 July 2010*

** Upon approval of Shareholders at the Forty-Second Annual General Meeting.*

CORPORATE INFORMATION

BOARD OF DIRECTORS

Tan Sri Lim Kok Thay	*Chairman and Chief Executive*
Tun Mohammed Hanif bin Omar	*Deputy Chairman*
Tan Sri Mohd Amin bin Osman	*Executive Director*
Dato' Dr. R. Thillainathan	*Independent Non-Executive Director*
Mr Quah Chek Tin	*Independent Non-Executive Director*
Dato' Paduka Nik Hashim bin Nik Yusoff	*Independent Non-Executive Director*
Tan Sri Dr. Lin See Yan	*Independent Non-Executive Director*
Mr Chin Kwai Yoong	*Independent Non-Executive Director*

AUDIT COMMITTEE

Tan Sri Dr. Lin See Yan
Chairman/Independent Non-Executive Director

Dato' Paduka Nik Hashim bin Nik Yusoff
Member/Independent Non-Executive Director

Mr Quah Chek Tin
Member/Independent Non-Executive Director

Mr Chin Kwai Yoong
Member/ Independent Non-Executive Director

NOMINATION COMMITTEE

Tan Sri Dr. Lin See Yan
Chairman/Independent Non-Executive Director

Dato' Paduka Nik Hashim bin Nik Yusoff
Member/Independent Non-Executive Director

REMUNERATION COMMITTEE

Dato' Paduka Nik Hashim bin Nik Yusoff
Chairman/Independent Non-Executive Director

Tan Sri Dr. Lin See Yan
Member/Independent Non-Executive Director

Tan Sri Lim Kok Thay
Member/Chairman and Chief Executive

SECRETARY

Ms Loh Bee Hong

PRINCIPAL EXECUTIVE OFFICERS

Tan Sri Lim Kok Thay
Chairman and Chief Executive

Tun Mohammed Hanif bin Omar
Deputy Chairman

Tan Sri Mohd Amin bin Osman
Executive Director

Mr Tan Kong Han
President and Chief Operating Officer

Mr Chong Kin Leong
Executive Vice President - Finance

Dato' Justin Leong Ming Loong
Head of Strategic Investments and Corporate Affairs

Mr Ong Tiong Soon
Chief Executive Officer – Genting Energy Group

Ms Goh Lee Sian
Senior Vice President - Legal

Encik Azmi bin Abdullah
Group Treasurer

GENTING BERHAD

A public limited liability company
Incorporated and domiciled in Malaysia
Company No. 7916-A

REGISTERED OFFICE

24th Floor, Wisma Genting, Jalan Sultan Ismail
50250 Kuala Lumpur
Tel : +603 2178 2288/2333 2288
Fax : +603 2161 5304
E-mail : info@genting.com

REGISTRARS

Genting Management and Consultancy Services Sdn Bhd
24th Floor, Wisma Genting, Jalan Sultan Ismail
50250 Kuala Lumpur
Tel : +603 2178 2266/2333 2266
Fax : +603 2161 5304

STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia Securities Berhad
(Listed on 28 December 1971)

Stock Name : GENTING
Stock Code : 3182

AUDITORS

PricewaterhouseCoopers
(Chartered Accountants)

INTERNET HOMEPAGE

www.genting.com

DIRECTORS' PROFILE

TAN SRI LIM KOK THAY
Chairman and Chief Executive

Tan Sri Lim Kok Thay (Malaysian, aged 58), appointed on 17 August 1976, was redesignated as the Chairman and Chief Executive on 1 July 2007. He holds a Bachelor of Science Degree in Civil Engineering from the University of London. He attended the advanced management programme of Harvard Business School, Harvard University in 1979. He is also the Chairman and Chief Executive of Genting Malaysia Berhad (formerly known as Resorts World Bhd), the Chief Executive and a Director of Genting Plantations Berhad (formerly known as Asiatic Development Berhad), the Executive Chairman of Genting Singapore PLC and Resorts World at Sentosa Pte Ltd; and the Chairman of Genting UK Plc.

In addition, he sits on the Boards of other Malaysian and foreign companies. He has served in various positions within the Group since 1976. He also sits on the Boards of trustees of several charitable organisations in Malaysia.

Tan Sri Lim is a Director of Kien Huat Realty Sdn Berhad ("KHR"), a substantial shareholder of the Company, and has a deemed interest in KHR by virtue of being a beneficiary of discretionary trust which owns non-voting preference shares in KHR.

Tan Sri Lim is the Chairman and Chief Executive Officer of Genting Hong Kong Limited (formerly known as Star Cruises Limited) ("GENHK"), a company listed on The Stock Exchange of Hong Kong Limited. He also has an interest in the securities of GENHK. The GENHK group engages in cruise and cruise-related businesses which form a segment of the leisure industry. As disclosed in the GENHK's circular dated 30 March 2007, GENHK group acquired shares in Macau Land Investment Corporation to invest in Macau with a view to develop a hotel for the operation of a casino (subject to obtaining the relevant authorisation from the Government of Macau). On 31 July 2008, the GENHK group entered into a number of agreements with Alliance Global Group, Inc., a company listed on the Philippine Stock Exchange, Inc. to acquire, upon completion, an aggregate of 50% (direct and indirect) interests in the share capital of Travellers International Hotel Group, Inc. to pursue strategic and collaborative arrangements to develop and operate leisure and entertainment complexes in the Philippines.

In the context of the above businesses of GENHK, Tan Sri Lim is therefore considered as having interests in businesses apart from the Group's business, which may compete indirectly with the Group's business.

For his significant contributions to the leisure and travel industry, he has been named the "Travel Entrepreneur of the Year 2009" by Travel Trade Gazette (TTG) Asia and "The Most Influential Person in Asian Gaming 2009" by Inside Asian Gaming.

TUN MOHAMMED HANIF BIN OMAR
Deputy Chairman

Tun Mohammed Hanif bin Omar (Malaysian, aged 71), appointed on 23 February 1994, is the Deputy Chairman. He was the Inspector-General of The Royal Malaysian Police for 20 years before retiring in January 1994, having joined as an officer in 1959. He holds a Bachelor of Arts Degree from the University of Malaya, Singapore, Bachelor of Law (Honours) degree from Buckingham University and the Certificate of Legal Practice (Honours) from the Legal Qualifying Board.

He is also the Deputy Chairman of Genting Malaysia Berhad (formerly known as Resorts World Bhd) and the Chairman of General Corporation Berhad and sits on the Boards of AMMB Holdings Berhad, AmBank (M) Berhad, AmIslamic Bank Berhad, AMFB Holdings Berhad and AmInvestment Bank Berhad.

He has received honorary awards from Malaysia, Indonesia, Thailand, Singapore, Brunei and the Philippines for his invaluable contribution towards the region's security. In 1993, he became the only serving public servant to be awarded non-ex-officio Malaysia's highest non-royal award which carries the titleship of 'Tun'.

Tun Mohammed Hanif was a member of the 2004 Royal Commission for the Enhancement of the Operations and Management of The Royal Malaysian Police. He is the President of the Malaysian Institute of Management (MIM) and Malaysian Branch of the Royal Asiatic Society (MBRAS), member of the Malaysian Equine Council and a Council Member of the Malaysian Crime Prevention Foundation. In addition, he is the Chairman of the Tun Razak Trust Foundation, a trustee of the Malaysian Liver Foundation and The MCKK Foundation.

DIRECTORS' PROFILE (cont'd)

TAN SRI MOHD AMIN BIN OSMAN
Executive Director

Tan Sri Mohd Amin bin Osman (Malaysian, aged 82), appointed on 12 May 1986, was appointed an Executive Director on 1 May 2003 upon the expiry of his consultancy contract with the Company on 30 April 2003. He is also the Chairman of Genting Plantations Berhad (formerly known as Asiatic Development Berhad).

He had a distinguished career with the Royal Malaysian Police Force for a period of over 36 years where he retired as the Acting Inspector General of Police, Malaysia. In between, he had served as Deputy Commissioner of Police, Sabah; Brigade Commander, Police Field Force, East Malaysia; Chief of City Police, Kuala Lumpur; and Director of the Special Branch, Malaysia. He has won various awards including the Panglima Setia Mahkota and Sri Indera Mahkota Pahang. He also sits on the Board of Shangri-la Hotels (Malaysia) Berhad.

DATO' DR. R. THILLAINATHAN
Independent Non-Executive Director

Dato' Dr. R. Thillainathan (Malaysian, aged 65), appointed on 15 January 2003, was redesignated as an Independent Non-Executive Director on 30 July 2009. He was the Chief Operating Officer of the Company from 27 November 2002 to 9 September 2006 and retired as an Executive Director on 30 July 2007. He holds a Class 1 Honours in Bachelor of Arts (Economics) Degree from the University of Malaya, obtained his Masters and PhD in Economics from the London School of Economics and is a Fellow of the Institute of Bankers Malaysia. He has been with the Genting Group since 1989. He also sits on the Boards of Petronas Dagangan Berhad and Bursa Malaysia Berhad. Dato' Dr. R. Thillainathan has extensive years of experience in finance and banking. He is the past President of Malaysian Economic Association.

He is currently a director of Asia Capital Reinsurance Malaysia Sdn Bhd and a trustee of two companies limited by guarantee namely Child, Information, Learning and Development Centre as well as Yayasan MEA.

MR QUAH CHEK TIN
Independent Non-Executive Director

Mr Quah Chek Tin (Malaysian, aged 58), appointed on 12 April 1999, was redesignated as an Independent Non-Executive Director on 8 October 2008. He began his career with Coopers & Lybrand, London before returning to Malaysia. He joined the Genting Group in 1979 and has served in various positions within the Group. He was the Executive Director of the Company as well as the Executive Director and Chief Operating Officer of Genting Malaysia Berhad (formerly known as Resorts World Bhd) prior to his retirement on 8 October 2006. He holds a Bachelor of Science (Honours) Degree in Economics from the London School of Economics and Political Science and is a Fellow of the Institute of Chartered Accountants in England and Wales and a member of the Malaysian Institute of Accountants.

In addition, he sits on the Boards of Genting Malaysia Berhad (formerly known as Resorts World Bhd), Genting Plantations Berhad (formerly known as Asiatic Development Berhad), Paramount Corporation Berhad, Batu Kawan Berhad and ECS ICT Berhad.

DATO' PADUKA NIK HASHIM BIN NIK YUSOFF
Independent Non-Executive Director

Dato' Paduka Nik Hashim bin Nik Yusoff (Malaysian, aged 72), appointed on 8 June 1979, is an Independent Non-Executive Director. He holds a Bachelor of Arts (Honours) Degree from Melbourne University and also a Masters Degree in Public Administration from Harvard University, USA. He has been in the banking industry for more than 30 years. He sits on the Board of Malayan United Industries Berhad.

DIRECTORS' PROFILE (cont'd)

TAN SRI DR. LIN SEE YAN
Independent Non-Executive Director

Tan Sri Dr. Lin See Yan (Malaysian, aged 70), appointed on 28 November 2001, is an Independent Non-Executive Director. He is an independent strategic and financial consultant and a British chartered scientist. Dr. Lin received three degrees from Harvard University, including a PhD in economics. He is an Eisenhower Fellow and also Pro Chancellor, Universiti Sains Malaysia, Professor of Economics (Adjunct) at Universiti Utara Malaysia and Professor of Business & International Finance (Adjunct) at University Malaysia Sabah.

Prior to 1998, he was Chairman/President and CEO of the Pacific Bank Group and for 14 years previously, Deputy Governor of Bank Negara Malaysia (the Central Bank), having been a central banker for 34 years. After retiring as Chairman of EXCO, Khazanah Nasional in 2000, Dr. Lin continues to serve the public interest, including Member, Prime Minister's Economic Council Working Group as well as a member of key National Committees on Higher Education; and Economic Advisor, Associated Chinese Chambers of Commerce and Industry Malaysia. He is Chairman Emeritus, Harvard Graduate School Alumni Association Council at Harvard University as well as its Regional Director for Asia, Harvard Alumni Association. He is also President, Harvard Club of Malaysia and Distinguished Fellow, Institute of Strategic and International Studies Malaysia.

Dr. Lin advises and sits on the Boards of a number of publicly listed and private enterprises in Malaysia, Singapore, Hong Kong and Indonesia, including as Independent Director of Genting Malaysia Berhad (formerly known as Resorts World Bhd), Ancom Berhad, Fraser & Neave Holdings Berhad, Jobstreet Corporation Berhad, Kris Assets Holdings Berhad and Wah Seong Corporation Berhad.

Dr. Lin is a trustee of Tun Ismail Ali Foundation (PNB), Malaysian Economic Association Foundation and National Cancer Foundation (MAKNA) as well as Mentor Counsellor of the LIN Foundation.

MR CHIN KWAI YOONG
Independent Non-Executive Director

Mr Chin Kwai Yoong (Malaysian, aged 61), appointed on 23 August 2007, is an Independent Non-Executive Director. He is a Fellow of the Institute of Chartered Accountants in England and Wales and a member of the Malaysian Institute of Certified Public Accountants and the Malaysian Institute of Accountants.

He started his career with Price Waterhouse (currently known as PricewaterhouseCoopers) as an Audit Senior in 1974 and was promoted to Audit Manager in 1978. He was an Audit Partner in the firm from 1982 until his retirement in 2003. During his tenure as Partner, he was the Executive Director in charge of the Consumer and Industrial Products and Services Group and was the Director-in-charge of the Audit and Business Advisory Services and Management Consulting Services division.

He has extensive experience in the audits of major companies in banking, oil and gas, automobile, heavy equipment, manufacturing, construction and property development industries. He was also involved in the corporate advisory services covering investigations, mergers and acquisitions and share valuations.

He was appointed a director of Bank Negara Malaysia with effect from 1 March 2010. He has been a director of Astro All Asia Networks plc since March 2006. He also sits on the Boards of Deleum Berhad and Syarikat Prasarana Negara Berhad. He was a director of Tractors Malaysia Holdings Berhad until February 2006 and a director of Rangkaian Pengangkutan Integrasi Deras Sdn Bhd until October 2009.

Notes:
The details of Directors' attendances at Board Meetings are set out in the Corporate Governance statement on page 44 of this Annual Report.

The details of the Board Committees where certain Directos are also members are set out in the Corporate Information on page 7 of this Annual Report.

Save as disclosed, the above Directors have no family relationship with any Director and/or major shareholder of Genting Berhad, have no conflict of interest with Genting Berhad and have not been convicted for any offences within the past ten years.

CHAIRMAN'S STATEMENT

"We are ready to take on the challenges of the future and strengthen our position as a leading global multinational."

- Tan Sri Lim Kok Thay

On behalf of the Board of Directors, I am pleased to present to you the Annual Report and Audited Financial Statements of Genting Berhad ("the Company") and its group of companies ("Group", "Our" or "We") for the financial year ended 31 December 2009.

The global financial crisis and escalating inflationary pressures impacted many large multinationals. The Group's strategic initiatives including cost control measures and cautious approach ensured that our underlying businesses remained strong despite the rising costs and falling global demand.

Group revenue was RM8.9 billion, a marginal decline of 2% in 2009 (2008: RM9.1 billion), mainly due to the Plantations Division posting lower palm product prices and fresh fruit bunch ("FFB") production. All business divisions, except for the Power Operations registered lower revenue. Group profit before tax was RM2.5 billion, an increase of 46% due to lower impairment loss in 2009 (2008: RM1.7 billion).

The Leisure & Hospitality Division had higher revenue contribution from Resorts World Genting ("RWG"), primarily due to the higher volume of business generated in 2009. Revenue from the UK casinos was lower as a result of lower business volume, lower win percentage arising from poor luck factor and the weakening of the Sterling Pound against the Ringgit Malaysia. There was an improvement in profit from the UK operations due largely to stringent cost control measures which significantly reduced operating expenses. However, the overall profit was impacted by a significant increase in pre-operating expenses incurred by Resorts World Sentosa ("RWS") as the team in Singapore accelerated its recruitment, training, sales and marketing programmes prior to the launch of RWS in early 2010.

The Plantations Division recorded lower revenue and profit in 2009, mainly due to lower palm products prices and FFB production.

The Energy Division's Power operations posted higher revenue and profits in 2009, with a larger contribution from the Meizhou Wan power plant in China as a result of higher power despatch and lower coal prices. The windfall profit levy incurred by the Kuala Langat power plant in 2008 did not recur in 2009.

The Oil & Gas operations posted lower revenue and profit in 2009. In China, the Oil & Gas operations had a higher share of oil entitlement in 2009 but this was offset by lower average oil prices achieved during that year.

The share of results in jointly controlled entities and associates was lower, mainly due to a lower share of profit from the Indian power plants and non-recurrent income from an associate in 2008.

FINANCIAL HIGHLIGHTS

Year ended 31 December	2009 RM million	2008 RM million	Change %
Revenue	**8,893.6**	9,082.5	(2)
Profit before taxation	**2,528.4**	1,734.8	46
Profit for the financial year	**1,782.8**	983.4	81
Profit attributable to equity holders of the Company	**1,044.3**	569.3	83
Shareholders' equity	**13,887.1**	12,442.0	12
Total assets	**43,501.0**	30,450.7	43
Basic earnings per share (sen)*	**28.26**	15.38	84
Diluted earnings per share (sen)*	**28.13**	15.32	84
Net dividend per share (sen)	**5.40**	5.22	3
Dividend cover (times)	**5.2**	3.0	73
Net assets per share (RM)	**3.76**	3.37	12
Return (after tax and minority interests) on average shareholders' equity (%)	**7.93**	4.59	73

** Computed based on profit attributable to equity holders of the Company.*

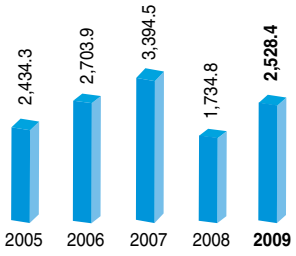
DIVIDENDS

We will maintain a reasonable balance between dividend payout and funds set aside for future investment and business growth. An interim dividend of 3.0 sen less tax per ordinary share of 10 sen each amounting to RM83.1 million was paid on 26 October 2009.

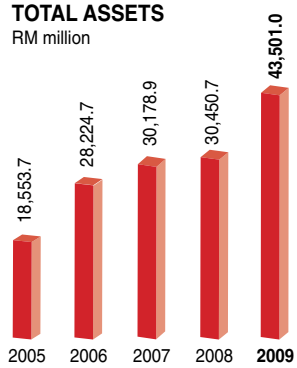
The Board has recommended a final gross dividend of 4.2 sen less tax per ordinary share of 10 sen each for the approval of shareholders at the forthcoming 42nd Annual General Meeting. Total gross dividend per ordinary share in 2009 will amount to 7.2 sen (2008: 7.0 sen).

CHAIRMAN'S STATEMENT (cont'd)

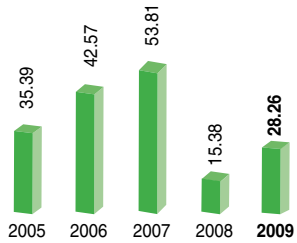
PROFIT BEFORE TAXATION
RM million



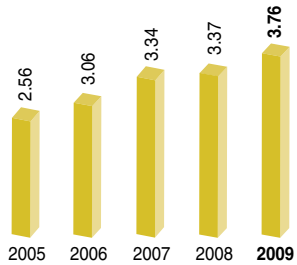
TOTAL ASSETS
RM million



BASIC EARNINGS PER SHARE
Sen



NET ASSETS PER SHARE
RM



CORPORATE NAME CHANGE

In 2009, the Group's major subsidiaries underwent a re-naming exercise incorporating Genting in their corporate names to reflect the direct relationship with the Group and to leverage on the immense strength and value of the Genting brand.

The leisure-related listed subsidiaries involved were Genting Singapore PLC ("GENS"), formerly Genting International Public Limited Company, effective from 27 April 2009 and Genting Malaysia Berhad ("GENM"), formerly Resorts World Bhd, effective from 18 June 2009. The new names reflect the Company's primary country of listing, origin and current operations.

Non-leisure related listed subsidiary, Genting Plantations Berhad ("GENP") (formerly Asiatic Development Berhad) implemented its change of name, effective from 18 June 2009, to reflect the principal activities of its business.

CORPORATE DEVELOPMENTS

On 30 September 2009, the Group via Azzon Limited, a wholly-owned subsidiary of GENP signed a joint venture agreement with Chelsea Malaysia LLC, a division of Simon Property Group ("Simon") to establish Chelsea Premium Outlet Centres® in Malaysia. The joint venture agreement was the result of an exclusive memorandum of understanding signed on 22 January 2008 between Genting Berhad and Chelsea Property Group, a division of Simon.

Targeted to open in 2011 in Kulai, the Johor Premium Outlets ("JPO") will introduce the Chelsea Premium Outlets' concept of upscale outlet shopping to Malaysia. It will be the key flagship outlet centre in the South East Asian retail market, attracting local residents and international visitors. JPO will synergise with the Group's existing property operations and expand the leisure and hospitality footprint in this region.

CAPITAL AND FUNDING

On 5 November 2009, the Company implemented a RM1.6 billion 10-year Medium Term Notes ("MTN") Programme, which was the largest 10-year AAA-rated corporate bond in the Ringgit debt market issued in the last five years. Originally targeted to raise RM900 million, the MTN Programme received strong response and the Company successfully upsized the first tranche of the MTN Programme to RM1.45 billion, representing approximately 1.6 times the initial size.

The funds raised from this issuance will strengthen our financial position, providing greater flexibility in managing our cash flows over the long term as we continue to steer the Group to greater heights.

As at 5 May 2010, the Company had cumulatively bought back 8.8 million of its own shares for a total consideration of RM43.1 million and GENM had cumulatively bought back 207.2 million of its own shares for a total consideration of RM707.5 million.

CORPORATE SOCIAL RESPONSIBILITY

We are committed to uphold the highest standards of operations and conduct. As a socially responsible corporation, we have participated in numerous activities to contribute positively to the development of the economy and the community in all the jurisdictions where we operate.

We aim to create a better world for all – our people, our partners, the environment and the communities at large. A separate section in this report in pages 38 to 43 highlights our key corporate social responsibility activities in 2009.

CHAIRMAN'S STATEMENT (cont'd)

PROSPECTS

With the recovery in the Asian economies, we approach 2010 with a sense of cautious optimism. 2010 has started off positively as from 5 January 2010 we progressively opened RWS, Singapore's very first integrated resort. The opening of RWS' casino on 14 February 2010 broke new ground in Singapore and we remain confident that it will become the preferred choice for gaming enthusiasts. The new RWS convention facilities have already been booked for events of all sizes throughout the year, and we have a strong line-up of entertainment to appeal to all age groups and tastes. We are confident that RWS will be an iconic family holiday destination for visitors from within the region and beyond.

With new leisure attractions, affordable air travel and rising affluence, the regional leisure and tourism market in Asia will continue to grow. This also augur well for RWG which is a world-renowned integrated resort and one of Asia's leading tourist destinations. RWG will focus on enhancing its world-class resort facilities and capitalising on the growing presence of the Group in Asia to increase yields and visitations.

In the UK, although the economic indicators are showing a slow and weak recovery, the series of cost cutting measures implemented by the Genting UK ("GENUK") management has resulted in profit improvement.

As the leisure industry becomes more competitive with a greater member of players entering the region, the Leisure & Hospitality Division via our respective subsidiaries GENM, GENS and GENUK as well as its affiliate Genting Hong Kong will continue to develop and implement innovative strategies to increase business and visitations to RWG, RWS and Genting UK clubs respectively.

The Plantations Division will likely show an improvement in its performance with higher palm oil prices expected in 2010. The commissioning of the division's sixth oil mill, along with improved harvesting practices, have raised the division's oil extraction rate to 20.9% in 2009. The Division plans to construct its first oil mill in Indonesia at the later part of 2010. The mill, with an initial capacity of 45 metric tonnes per hour is set to be completed in two years. The Division will continue with its oil palm planting activities and expand its plantation acreage over the next few years.

The Biotechnology Division, led by ACGT continues to make headway in its pioneering work in oil palm genomics. Having been recognised as the first to complete the sequencing and assembly of the oil palm genome in May 2008, ACGT completed the third pass annotation of the oil palm genome, with 98% coverage, in September 2009. ACGT also made a significant research and development breakthrough for another oil crop, jatropha. It completed the first draft of the jatropha genome in May 2009 and has since completed the third pass annotation of the jatropha genome, with 98% coverage in December 2009. ACGT will continue to focus on research and development to develop and commercialise genomics-based solutions that can increase crop productivity and enhance the value of oil palm, jatropha and other crops.

The Property Division will focus on selling its existing inventory and will closely monitor trends in the property market. As the property industry is closely linked to the state of consumer sentiment, selective project launches will be undertaken where there is strong market demand.

The performance of the Meizhou Wan power plant in China could continue to be affected by lower than expected tariff increases which are being negotiated, and a rise in coal prices in recent months. We expect contribution from the Lanco Kondapalli power plant in India to improve with the partial commissioning of a new 366 MW gas fired power plant on 1 December 2009. The plant is expected to achieve full commercial operation by the second quarter of 2010.

The Oil & Gas team will continue the exploration activities in Anambas PSC, Northwest Natuna PSC and Kasuri PSC in Indonesia. In Kasuri, the onshore base-camps and storage facilities were established for both seismic and drilling activities. A drilling rig has been contracted and a drilling programme is now in place to target and evaluate Jurassic sandstone and other reservoirs in this under-explored block. In China, a new development well was drilled and began production in December 2009 and new development drilling is planned in order to maintain the oil production at Zhuangxi Buried Hill Oilfield.

We will closely monitor the global trends and developments in the industries in which we operate and look for strategic investment opportunities that may arise in Malaysia or globally.

2010 also marks the 45th anniversary of the Genting Group. In January 2010, we kick-started the anniversary celebrations in Malaysia and I foresee a year of great entertainment as the Group has lined up a series of exciting shows and events to celebrate this occasion.

APPRECIATION

I would like to thank our distinguished members of the Board, who have provided valuable insights and guidance to the Group.

Dato' Dr. Thillainathan was redesignated as Independent Non-Executive Director of the Company from Non-Independent Non-Executive Director, with effect from 30 July 2009.

To our valued stakeholders, including shareholders, customers, business associates, regulatory bodies, various authorities and employees, thank you for your confidence in us. I look forward to your continued support as we progress ahead to achieve more for the Group.

TAN SRI LIM KOK THAY
Chairman
5 May 2010

PENYATA PENGERUSI

"Kami bersedia untuk menghadapi cabaran pada masa hadapan dan mengukuhkan lagi kedudukan kami sebagai peneraju multinasional global."

- Tan Sri Lim Kok Thay

Bagi pihak Lembaga Pengarah, saya dengan sukacitanya membentangkan Laporan Tahunan dan Penyata Kewangan yang telah diaudit untuk Genting Berhad ("Syarikat") dan kumpulan syarikat-syarikat ("Kumpulan" atau "Kami") bagi tahun kewangan berakhir 31 Disember 2009.

Krisis ekonomi global dan tekanan inflasi yang meningkat telah memberi kesan kepada banyak syarikat multinasional besar. Inisiatif-inisiatif strategik yang diambil oleh Kumpulan termasuk langkah-langkah pengawalan kos dan pendekatan berhati-hati memastikan bahawa perniagaan-perniagaan kami kekal kukuh di sebalik kos yang meningkat dan permintaan global yang menurun.

Perolehan Kumpulan ialah RM8.9 bilion, iaitu penurunan sedikit sebanyak 2% pada 2009 (2008: RM9.1 bilion), terutamanya disebabkan oleh Bahagian Perladangan yang merakamkan harga produk sawit dan pengeluaran tandan buah segar yang lebih rendah. Semua bahagian perniagaan, kecuali Operasi Janakuasa mencatatkan perolehan yang lebih rendah. Keuntungan sebelum cukai Kumpulan ialah RM2.5 bilion, iaitu peningkatan sebanyak 46% disebabkan oleh kerugian kemerosotan yang lebih rendah pada 2009 (2008: RM1.7 bilion).

Bahagian Peranginan dan Keraian mendapat sumbangan perolehan yang lebih tinggi daripada Resorts World Genting ("RWG"), disebabkan oleh jumlah perniagaan-perniagaan yang lebih tinggi dijanakan pada 2009. Perolehan daripada kasino-kasino di UK adalah lebih rendah akibat daripada penurunan jumlah perniagaan, penurunan peratusan kemenangan yang berpunca dari faktor nasib yang lemah dan penyusutan Pound Sterling berbanding dengan Ringgit Malaysia. Keuntungan daripada operasi-operasi di UK telah meningkat disebabkan oleh langkah-langkah pengawalan kos yang tegas dilaksanakan telah membantu mengurangkan perbelanjaan-perbelanjaan operasi dengan berkesan. Walau bagaimanapun, keuntungan keseluruhannya menerima kesan daripada kenaikan perbelanjaan-perbelanjaan pra-operasi yang ditanggung oleh Resorts World Sentosa ("RWS") akibat daripada peningkatan program-program pengambilan pekerja, latihan, jualan dan pemasaran oleh pasukan di Singapore sebelum pelancaran RWS pada awal 2010.

Bahagian Perladangan merekodkan perolehan dan keuntungan yang lebih rendah pada 2009, terutamanya disebabkan oleh harga produk sawit dan pengeluaran tandan buah segar yang rendah.

Operasi-operasi Tenaga Bahagian Janakuasa mencatatkan perolehan dan keuntungan yang lebih tinggi pada 2009, dengan sumbangan yang lebih mantap daripada loji janakuasa Meizhou Wan di China berpunca dari penyaluran kuasa yang lebih tinggi dan harga arang batu yang lebih rendah. Cukai keuntungan berlebihan yang telah ditanggung oleh loji janakuasa Kuala Langat pada 2008 tidak berulang lagi pada 2009.

Operasi-operasi Minyak dan Gas mencatatkan perolehan dan keuntungan yang lebih rendah pada 2009. Di China, operasi-operasi Minyak dan Gas mempunyai pemilikan bahagian minyak yang lebih tinggi pada 2009 tetapi ini telah diimbangi dengan purata harga minyak yang lebih rendah yang dicapai pada tahun tersebut.

Bahagian pendapatan dalam entiti-entiti yang dikawal bersama dan syarikat-syarikat bersekutu adalah lebih rendah, terutamanya disebabkan oleh bahagian keuntungan yang lebih rendah daripada loji-loji janakuasa di India dan pendapatan tidak-berulang daripada satu syarikat bersekutu pada 2008.

SOROTAN KEWANGAN

Tahun berakhir 31 Disember	2009 RM juta	2008 RM juta	Perubahan %
Perolehan	**8,893.6**	9,082.5	(2)
Untung sebelum cukai	**2,528.4**	1,734.8	46
Untung untuk tahun kewangan	**1,782.8**	983.4	81
Untung boleh agih kepada pemegang-pemegang ekuiti Syarikat	**1,044.3**	569.3	83
Ekuiti pemegang-pemegang saham	**13,887.1**	12,442.0	12
Jumlah aset	**43,501.0**	30,450.7	43
Perolehan asas sesaham (sen)*	**28.26**	15.38	84
Perolehan bersih sesaham (sen)*	**28.13**	15.32	84
Dividen bersih sesaham (sen)	**5.40**	5.22	3
Liputan dividen (kali)	**5.2**	3.0	73
Aset bersih sesaham (RM)	**3.76**	3.37	12
Pulangan (selepas cukai dan kepentingan minoriti) per purata ekuiti pemegang-pemegang saham (%)	**7.93**	4.59	73

** Dikira berdasarkan untung boleh agih kepada pemegang ekuiti Syarikat*

DIVIDEN

Kami akan mengekalkan keseimbangan yang munasabah antara pembayaran dividen dan peruntukan dana untuk pelaburan dan perkembangan perniagaan pada masa hadapan. Dividen interim sebanyak 3.0 sen tolak cukai sesaham biasa 10 sen berjumlah RM83.1 juta telah dibayar pada 26 Oktober 2009.

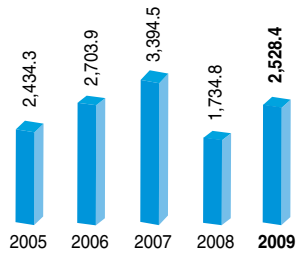
Lembaga Pengarah telah mencadangkan dividen kasar akhir sebanyak 4.2 sen tolak cukai sesaham biasa 10 sen setiap satu untuk kelulusan pemegang saham di Mesyuarat Agung Tahunan ke-42 yang akan datang. Jumlah dividen kasar sesaham biasa pada 2009 akan berjumlah 7.2 sen (2008: 7.0 sen).

PERTUKARAN NAMA KORPORAT

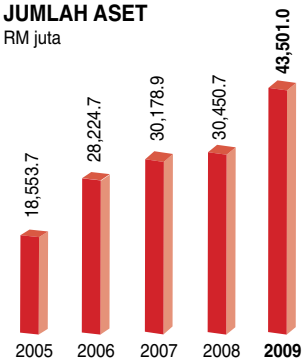
Pada 2009, subsidiari-subsidiari utama Kumpulan telah menjalani proses penamaan semula dengan menggunakan Genting pada nama korporat mereka untuk mencerminkan perhubungan secara langsung dengan Kumpulan, dan juga untuk memanfaatkan daripada kemantapan dan nilai jenama Genting yang amat besar.

PENYATA PENGERUSI (sambungan)

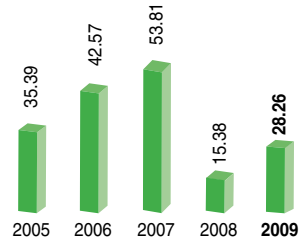
UNTUNG SEBELUM CUKAI
RM juta



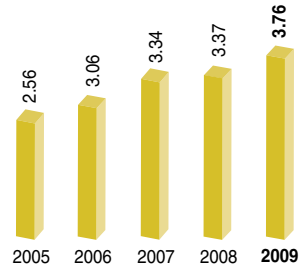
JUMLAH ASET
RM juta



PEROLEHAN ASAS SESAHAM
Sen



ASET BERSIH SESAHAM
RM



Subsidiari-subsidiari tersenarai berkaitan dengan peranginan yang terlibat termasuk Genting Singapore PLC ("GENS") (pertukaran nama bermula dari 27 April 2009) yang sebelum ini dikenali sebagai Genting International Public Limited Company dan Genting Malaysia Berhad ("GENM") (pertukaran nama bermula dari 18 Jun 2009) yang sebelum ini dikenali sebagai Resorts World Bhd. Nama-nama baru ini mencerminkan negara utama tersenarai, asal dan operasi-operasi semasa Syarikat.

Subsidiari tersenarai yang tidak berkaitan dengan peranginan, Genting Plantations Berhad ("GENP") (sebelum ini dikenali sebagai Asiatic Development Berhad) telah melaksanakan pertukaran nama bermula dari 18 Jun 2009 untuk mencerminkan aktiviti-aktiviti utama perniagaan syarikat tersebut.

PEMBANGUNAN KORPORAT

Pada 30 September 2009, Kumpulan melalui Azzon Limited, subsidiari milik penuh GENP telah menandatangani perjanjian usaha-sama dengan Chelsea Malaysia LLC, satu bahagian Simon Property Group ("Simon") untuk menubuhkan Chelsea Premium Outlet Centres® di Malaysia. Perjanjian usaha-sama ini adalah hasil daripada memorandum persefahaman eksklusif yang telah ditandatangani pada 22 Januari 2008 di antara Genting Berhad dan Chelsea Property Group, iaitu satu bahagian Simon.

Johor Premium Outlets ("JPO") yang disasar untuk dibuka pada 2011 di Kulai, akan memperkenalkan konsep Chelsea Premium Outlets yang bertema gedung membeli-belah yang berjenama tinggi ke Malaysia. Ia dijangka akan menjadi pusat gedung kemegahan utama di pasaran runcit Asia Tenggara, yang mampu menarik pengunjung-pengunjung tempatan dan antarabangsa. JPO akan memberi sinergi kepada operasi-operasi hartanah Kumpulan yang sedia ada dan juga memperkembangkan tapak peranginan dan keraian di rantau ini.

MODAL DAN DANA

Pada 5 November 2009, Syarikat telah melaksanakan Program Nota-nota Terma Sederhana 10-tahun (MTN) bernilai RM1.6 bilion, yang merupakan bon korporat 10-tahun yang bertaraf AAA yang terbesar di pasaran hutang Ringgit yang telah diterbitkan sepanjang lima tahun lepas. Walaupun pada asalnya disasarkan untuk mengumpul RM900 juta, Program MTN mendapat sambutan yang amat menggalakkan dan Syarikat telah berjaya meningkatkan transye pertama Program MTN kepada RM1.45 bilion, iaitu lebih kurang 1.6 kali jumlah awal.

Dana yang dikumpulkan daripada terbitan ini akan mengukuhkan kedudukan kewangan kami, menyediakan lebih fleksibiliti dalam pengurusan aliran tunai untuk jangka panjang sementara kami terus meneraju Kumpulan untuk kejayaan yang lebih besar.

Setakat 5 Mei 2010, Syarikat secara terkumpul telah membeli balik 8.8 juta saham-sahamnya sendiri untuk sejumlah RM43.1 juta dan GENM secara terkumpul telah membeli balik RM207.2 juta saham-sahamnya sendiri untuk sejumlah RM707.5 juta.

TANGGUNGJAWAB SOSIAL KORPORAT

Kumpulan kami mengamalkan piawaian pengendalian dan operasi yang tertinggi. Sebagai entiti korporat yang mengamalkan tanggungjawab sosial, kami telah menyumbang secara positif kepada pembangunan ekonomi dan komuniti di negara-negara di mana kami beroperasi.

Kami berharap untuk membina dunia yang lebih baik untuk semua – pekerja kami, rakan kongsi kami, alam sekitar dan komuniti keseluruhannya. Seksyen yang berasingan di dalam laporan ini dari muka surat 38 hingga 43 menyerlahkan aktiviti-aktiviti utama tanggungjawab sosial korporat kami di sepanjang 2009.

PROSPEK

Dengan pemulihan ekonomi-ekonomi Asia, kami menyambut 2010 dengan optimistik dan cermat. 2010 bermula dengan positif kerana RWS sebagai tempat peranginan berintegrasi yang pertama di Singapura telah dibuka secara progresif sejak 5 Januari 2010. Pembukaan kasino RWS pada 14 Februari 2010 membuka lembaran baru di Singapura dan kami sentiasa yakin bahawa RWS akan menjadi pilihan utama para pengunjung kasino. Kemudahan-kemudahan konvensyen RWS yang baru telah ditempah untuk pelbagai acara bagi sepanjang tahun ini, dan kami telah menyediakan program hiburan yang amat menarik untuk memenuhi semua peringkat umur dan cita rasa. Kami yakin RWS akan menjadi destinasi percutian keluarga yang ikonik bagi para pelawat dari dalam dan luar rantau.

PENYATA PENGERUSI (sambungan)

Pasaran peranginan dan pelancongan di serantau Asia semakin bertambah baik dengan daya tarikan peranginan yang baru, tambang pengangkutan udara yang berpatutan dan peningkatan kemewahan. Ia juga merupakan petanda baik untuk RWG yang merupakan tempat peranginan berintegrasi yang terkenal di dunia dan salah satu destinasi pilihan utama di Asia. RWG akan fokus untuk meningkatkan kemudahan tempat peranginannya yang bertaraf dunia dan meraih faedah daripada kehadiran perkembangan Kumpulan di Asia bagi meningkatkan hasil dan lawatan para pengunjung.

Di UK, walaupun indikator-indikator ekonomi menunjukkan pemulihan yang lemah dan perlahan, beberapa langkah penjimatan yang dilaksanakan oleh pengurusan Genting UK ("GENUK") telah menghasilkan peningkatan keuntungan.

Walaupun persaingan industri peranginan semakin meningkat dengan kehadiran lebih ramai pengusaha-pengusaha peranginan di rantau ini, Bahagian Peranginan dan Keraian melalui subsidiari-subsidiari GENM, GENS dan GENUK, serta ahli bersekutu iaitu Genting Hong Kong akan terus berusaha untuk membangunkan dan melaksanakan strategi-strategi yang inovatif bagi meningkatkan perniagaan dan lawatan para pengunjung ke RWG, RWS dan kelab-kelab di Genting UK.

Bahagian Perladangan mungkin akan menunjukkan peningkatan dalam prestasi disebabkan oleh harga minyak sawit yang dijangka lebih tinggi pada 2010. Kilang minyak Syarikat yang keenam telah dimulakan dan bersama-sama dengan langkah-langkah penuaian yang dipertingkatkan telah menaikkan kadar pengeluaran minyak kepada 20.9% pada 2009. Bahagian ini merancang untuk membina kilang minyak Syarikat yang pertama di Indonesia pada penghujung 2010. Kilang tersebut dengan kapasiti permulaan sebanyak 45 metrik tan sejam dijangka akan siap dibina dalam masa dua tahun. Bahagian ini akan meneruskan aktiviti-aktiviti penanaman kelapa sawit dan memperluaskan kawasan penanaman untuk beberapa tahun yang akan datang.

Bahagian Bioteknologi yang diterajui oleh ACGT terus maju dalam kerja perintis genomik minyak sawit. Setelah dikenali sebagai Syarikat pertama yang menyelesaikan urutan dan penyusunan genom kelapa sawit pada Mei 2008, ACGT telah menyiapkan anotasi jaluran ketiga genom kelapa sawit dengan 98% liputan, pada September 2009. ACGT juga telah mencapai kejayaan penyelidikan dan pembangunan yang signifikan untuk tanaman minyak lain iaitu jatropha. ACGT telah menyiapkan draf pertama genom jatropha pada Mei 2009 dan sejak itu telah menyiapkan anotasi jaluran ketiga genom jatropha dengan 98% liputan pada Disember 2009. ACGT akan terus fokus dalam penyelidikan dan pembangunan untuk membangunkan dan mengkomersialkan penyelesaian berasaskan genom yang boleh meningkatkan produktiviti tanaman dan meningkatkan nilai minyak sawit, jatropha dan tanaman-tanaman lain.

Bahagian Hartanah akan fokus untuk menjual inventori yang sedia ada dan akan memantau dengan teliti aliran pasaran hartanah. Oleh kerana industri hartanah berkait rapat dengan keadaan sentimen pengguna, pelancaran projek-projek yang terpilih akan dilaksanakan di mana ada permintaan pasaran yang kukuh.

Prestasi loji janakuasa Meizhou Wan di China mungkin akan terus dipengaruhi oleh kenaikan tarif yang lebih rendah daripada jangkaan yang mana tarif ini sedang dirundingkan dan peningkatan mendadak harga arang batu pada bulan-bulan terkini.

Kami menjangka sumbangan daripada loji janakuasa Lanco Kondapalli di India akan meningkat dengan permulaan sebahagian loji janakuasa 366 MW berkuasa gas yang baru pada 1 Disember 2009. Loji ini dijangka mencapai operasi komersial sepenuhnya menjelang suku kedua 2010.

Pasukan Minyak dan Gas akan meneruskan aktiviti-aktiviti penerokaan di Anambas PSC, Northwest Natuna PSC dan Kasuri PSC di Indonesia. Di Kasuri, tapak kem dan kemudahan penyimpanan pesisir pantai telah ditubuhkan untuk kedua-dua aktiviti seismik dan penggerudian. Satu pelantar penggerudian telah dikontrakkan dan satu program penggerudian kini sedia untuk mensasar dan menilai batu pasir dan lain-lain simpanan Jurasik di blok yang kurang diterokai ini. Di China, satu telaga pembangunan baru telah digerudi dan telah memulakan pengeluaran pada Disember 2009, serta satu penggerudian pembangunan baru telah dirancang untuk mengekalkan pengeluaran minyak di Zhuangxi Buried Hill Oilfield.

Kami akan memantau dengan teliti trend-trend global dan pembangunan dalam industri-industri di mana kami beroperasi serta mencari peluang-peluang pelaburan strategik yang mungkin muncul di Malaysia atau di pasaran global.

2010 juga menandakan ulang tahun ke-45 Kumpulan Genting. Pada Januari 2010, kami telah memulakan sambutan perayaan ulang tahun di Malaysia dan saya menjangkakan tahun ini penuh dengan hiburan yang menarik kerana Kumpulan telah menyediakan pelbagai pertunjukan dan acara yang mempersonakan untuk meraikan perayaan ini.

PENGHARGAAN

Saya ingin merakamkan rasa terima kasih kepada ahli-ahli Lembaga Pengarah yang dihormati, yang telah memberikan pendapat-pendapat dan panduan yang bernilai kepada Kumpulan.

Bermula dari 30 Julai 2009, Dato' Dr. Thillainathan telah dilantik sebagai Pengarah Syarikat Bukan Eksekutif Bebas. Sebelum ini, beliau adalah Pengarah Syarikat Bukan Eksekutif Bukan Bebas.

Kepada kesemua pemegang amanah harta kami yang dihargai, termasuk para pemegang saham, pelanggan, rakan-rakan niaga, badan-badan perundangan, pelbagai pihak berkuasa dan para pekerja, terima kasih di atas keyakinan dan sokongan anda. Saya berharap anda akan memberi sokongan yang berterusan untuk kita berkembang maju dan mencapai kejayaan yang lebih cemerlang.

TAN SRI LIM KOK THAY
Pengerusi
5 Mei 2010

主席文告

“我们整装待发，急流勇进，努力巩固我们作为全球顶尖跨国企业的地位。”

- 丹斯里林国泰

本人谨代表董事部向您呈献云顶有限公司（以下简称“本公司”）与其集团成员公司（以下简称“本集团”或“我们”）截至2009年12月31日为止的年度报告及已审核财政报告。

全球金融危机与通货膨胀上涨压力于对许多大型跨国企业形成冲击。尽管面对成本上涨与全球需求下降的打击，本集团凭着策略性倡议包括节省成本措施与防范于未然的方法，确保我们旗下业务的表现保持稳健。

本集团2009年的营运收入是八十九亿令吉，略降2%（2008年：九十一亿令吉），主要是种植组业务的油棕产品价格下降，加上新鲜棕果串产量减少所致。除了电力业务逆流而上之外，各组业务的营运收入都告下降。本集团税前盈利达二十五亿令吉，增长46%，这得归功于2009年的减值亏损减少（2008年：十七亿令吉）。

休闲与酒店组业务藉着云顶名胜世界在2009年赚取更高营业收入，主要得归功于业务量增加。由于英国赌场业务量减少、运气欠佳使赌场赢率下降，以及英镑兑令吉汇价趋软，导致英国赌场的营业收入退跌。然而藉着严格的成本控制措施，来大幅减少营运间接成本，改善了英国业务所获得的盈利。另一方面，在圣淘沙名胜世界于2010年1月份开张之前，新加坡团队加紧招募、培训、销售与营销计划，大幅提高了圣淘沙名胜世界的筹备费用，影响整体业绩。

由于棕油产品价格下降，再加上新鲜棕果串产量减少，以致种植组于2009年的营运收入与盈利退减。

藉着更高的电力调度与更低的煤矿价格，中国湄洲湾发电厂贡献增加，导致能源组的电力业务在2009年取得更高的营运收入与盈利。同时2008年须缴交暴利税付款的瓜拉冷岳发电厂，在2009年无须缴交此税款。

石油气体业务在2009年取得较低的营运收入与盈利。虽然中国的石油气体业务于2009年享有更高的石油所有权份额，惟全年的平均石油价格下降，抵销了其效益。

我们在合营公司及联号公司所占的业绩减少，这是因为印度发电厂的盈利份额减少，以及其联号公司于2008年获得非经常性收入。

财政重點

截至12月31日财政年	2009年 百万令吉	2008年 百万令吉	差額 %
营运收入	**8,893.6**	9,082.5	(2)
税前盈利	**2,528.4**	1,734.8	46
本财政年的盈利	**1,782.8**	983.4	81
归本公司股东盈利	**1,044.3**	569.3	83
股东股权	**13,887.1**	12,442.0	12
总资产	**43,501.0**	30,450.7	43
每股基本收益（仙）*	**28.26**	15.38	84
每股稀释收益（仙）*	**28.13**	15.32	84
每股净股息（仙）	**5.40**	5.22	3
盈利对股息比率（倍）	**5.2**	3.0	73
每股净资产（令吉）	**3.76**	3.37	12
平均股东股权的回酬(在扣税与扣除少数股东利益后) (%)	**7.93**	4.59	73

** 根据归本公司股东盈利计算。*

股息

我们在派息的同时，会保留部分资金作为未来投资与业务扩展之用，以让两者之间维持合理的平衡。我们已于2009年10月26日，为每股面值10仙普通股支付3.0仙中期股息(需扣税)，总值高达八千三百一十万令吉。

董事部所建议的每股面值10仙普通股取得4.2仙股息，并将在来临的第四十二届股东大会提出，由股东批准。2009年分发的每股股息总额为7.2仙(2008年：7.0仙)。

企业易名

本集团的主要子公司于2009年进行品牌重新定位计划，将“云顶”纳为其企业名称，以反映出它们与本集团的直接联系，并尽享“云顶”品牌的既有强势与价值。

从事休闲业务的上市子公司当中，云顶新加坡有限公司(简称“GENS”)(前称“云顶国际有限公司”)于2009年4月27日起易名，而云顶马来西亚有限公司（简称“GENM”）（前称“名胜世界有限公司”）的易名则从2009年6月18日起生效。休闲相关业务子公司的新名称，反映出其上市国家、起源与现有业务。

至于非休闲业务上市子公司－云顶种植有限公司（简称“GENP”）（前称“亚地种植有限公司”），则从2009年6月18日起易名，以透过新名称来反映其核心业务。

企业发展

本集团于2009年9月30日，透过GENP独资子公司Azzon有限公司，与西蒙产业集团（Simon Property Group Limited）属下的Chelsea Malaysia LLC签署联营协议，以在马来西亚设立撒西尔名牌购物城®（Chelsea Premium Outlet Centres®）。有关联营计划，是云顶有限公司于2008年1月22日与西蒙集团属下撒西尔产业集团签署专属谅解备忘录之成果。

预计将于2011年在古来开幕的柔佛州名牌购物城(“JPO”)，将把撒西尔名牌购物城®的概念引进大马。这将是东南亚市场最具代表性的购物城，足以吸引当地居民与国际游客。JPO将与本集团现有的房地产业务相辅相成，并有利扩大其在本区域的休闲与酒店业务。

资本与融资

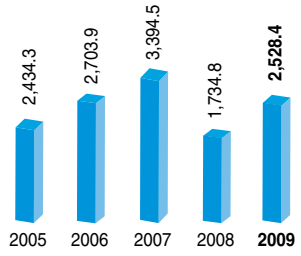
本公司于2009年11月5日落实十六亿令吉的10年中期票据（简称“MTN”）计划，这是近五年来令吉债券市场中，最大规模的10年AAA级公司债券。原本打算筹集九亿令吉的MTN，获市场热烈回响，而成功把首批MTN计划的规模提升至十四亿五千万令吉，比原订规模高出1.6倍。

此次发行所筹获的资金将增强我们的财务地位，在我们不断推动整个集团攀越更高峰之际，此项筹资行动让我们长期内更有弹性地管理现金流量。

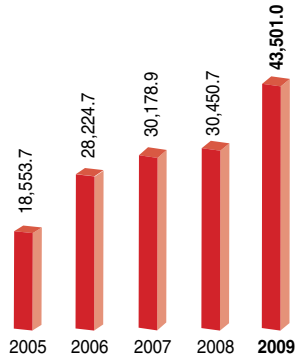
截至2010年5月5日为止，本公司累积回购了八百八十万股本身的股票，总费用为四千三百一十万令吉，而云顶马来西亚则累积回购了二亿七百二十万股本身的股票，总费用为七亿七百五十万令吉。

主席文告

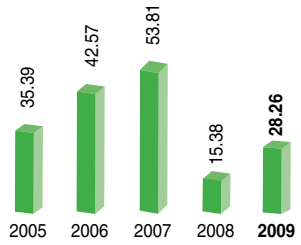
税前盈利
百万 令吉



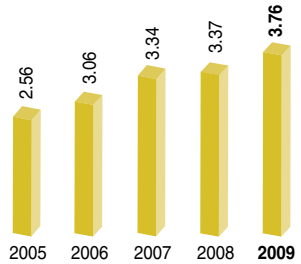
总资产
百万 令吉



每股基本收益
仙



每股净资产
令吉



企业社会责任

我们专注一致于秉承最高标准之营运与管理操守。作为一家深具社会责任感的企业，我们在本集团业务遍及之处，积极参与各项活动，为当地经济与社会发展，作出积极贡献。

我们放眼为大家即员工、伙伴、环境与整个社区缔造一个更美好的世界。此报告另僻专页（第38页至43页），重点介绍我们于2009年履行企业社会责任之主要活动。

前景

随着亚洲经济有起色之际我们以谨慎及乐观的姿态迎向2010年。圣淘沙名胜世界既新加坡首个综合名胜地已于2010年1月5日起逐步开张。名胜世界赌场于2010年2月14日开幕，在新加坡奠定新的基石，而我们坚信这会是赌客的首选。我们的会议中心在这一整年皆已被预定来举行各项活动，而且我们美不胜收的娱乐节目必能老少咸宜，让口味各异的访客流连忘返。我们深信圣淘沙名胜世界将成为本区域与以外地区举家欢庆假期的标志式景点。

随着更多新景点面市、机票价格日趋经济实惠以及人们日渐富裕，区域旅游料将持续看俏。对作为全球闻名遐迩综合名胜兼亚洲首屈一指旅游景点的云顶名胜世界而言，这种趋势有利于其前景。云顶名胜世界将专注于提升其具国际水准的名胜设施，并善用本集团在亚洲的稳固地位，以增加收益并提高访客数量。

虽然经济指标显示英国经济复苏缓慢，云顶英国(“GENUK”)管理层采取一系列的削减成本措施，已有助改善盈利表现。

有鉴于休闲与酒店行业业者增加，导致竞争日趋激烈，这组将透过子公司GENM、GENS与GENUK，以及附属的云顶香港继续开发与落实创新策略，来增加云顶名胜世界、圣淘沙名胜世界与云顶英国俱乐部的业务与访客人数。

种植组于2010年的表现预料会因较高的棕油价格而有所改善。其开始启用的第六个榨油厂拥有改善的收成方法，协助2009年的榨油率提高至20.9%。种植组亦计划2010年后期在印尼建筑首个榨油厂，这个榨油厂初期产能为每小时四十公吨，预计在两年内竣工。种植组在未来几年将继续培植油棕种植活动及扩大其种植面积。

由ACGT领航的生物科技组在棕油基因研究的先锋工作取得良好进展。继2008年5月完成首个棕油基因序列草图后，ACGT亦于2009年9月份完成第三阶段的油棕基因注释，包含范围达98%。ACGT对另一项可榨油农作物—麻疯树取得重大的研究与开发突破，它于2009年5月完成首个麻疯树基因草图，并于2009年12月又完成第三阶段的麻疯树基因注释，包含范围达98%。ACGT将继续专注于研究与开发工作，来商业化基因体学解决方案，以加强农作物生产力，以及油棕，麻疯树与其他农作物的价值。

产业组将专注于销售现有库存，并密切留意房地产市场的趋势。鉴于房地产业与消费情绪息息相关，我们将专注在市场需求强劲的地区，精挑细选地推展产业项目。

中国湄洲湾发电厂仍然受到低于预期的电费调整以及近几个月的煤矿价格上涨所影响。有关电费增幅尚在磋商当中。随着印度 Lanco Kondapalli 发电厂于2009年12月1日局部启动全新的366兆瓦燃气发电厂，我们预期来自 Lanco Kondapalli 发电厂的贡献料将有所改善。有关发电厂预料于2010年第二季全面商业化运作。

主席文告

石油气体业务继续在印尼Anambas PSC Northwest Natuna PSC 与Kasuri PSC展开勘探业务。在Kasuri设立了岸上据点与储藏设施，以进行地震勘探与钻采活动。钻采设施已由承包商接手，而且已著手钻采计划，目前正放眼评估这个有待勘探区块的侏罗系（Jurassic）沙石与其他油藏。在中国，新开发的油井于2009年12月投入生产。新钻井已在计划中，以维持莊西古潜山油田(Zhuangxi Buried Hill Oilfield)的石油生产。

我们将密切留意全球局势演变，以及我们所处身行业的进展，并留意马来西亚或全球的策略性投资机会。

2010年也是云顶集团的45周年庆。我们于2010年1月起在马来西亚展开周年庆祝活动，而我预见这会是一个多姿多彩的一年，因本集团已精心策划一系列别开生面的活动，让周年庆更锦上添花。

致谢

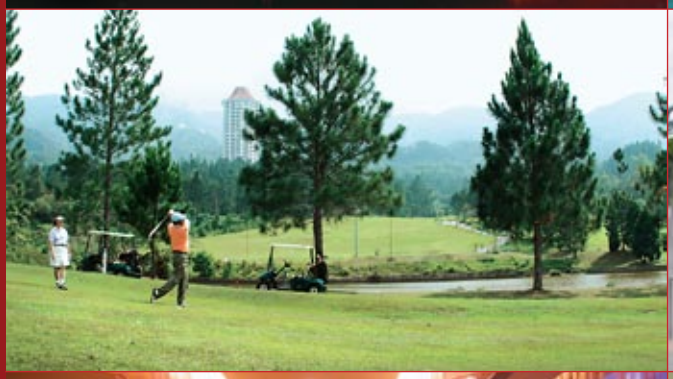
本人谨此对董事局成员为本集团提供的宝贵意见与指导，致以万分谢意。

自2009年7月30日起，Dato’ Dr. Thillainathan从原本的非独立非执行董事，调任为独立非执行董事。

对于我们珍贵的利益相关者，包括股东、顾客、商业同仁、监管单位、各有关当局与员工，一直以来给予本集团的支持与信赖，本人谨此表达由衷感谢，并衷心期望能继续获得您的鼎力支持，打造更卓著的未来成就。

丹斯里林国泰
主席
2010年5月5日

REVIEW OF OPERATIONS



Woody Woodpecker © Walter Lantz Productions. © Universal Studios. All rights reserved.

RWG – Fun City Above The Clouds

LEISURE & HOSPITALITY

The Leisure & Hospitality Division registered a lower revenue of RM6.0 billion (2008: RM6.3 billion) and profit before tax of RM2.0 billion (2008: RM2.2 billion) in 2009. The Division has operations in Malaysia, Singapore and the United Kingdom.

GENTING MALAYSIA BERHAD

www.gentingmalaysia.com

Genting Malaysia Berhad ("GENM") leads the Group's leisure & hospitality division in Malaysia, operating the award-winning Resorts World Genting ("RWG") and the Awana chain of resorts.

RESORTS WORLD GENTING

www.rwgenting.com

RWG, formerly known as Genting – City of Entertainment is one of the world's best-known integrated resorts and one of Malaysia's most popular tourist destinations. It was named the **World's Leading Casino Resort, Asia's Leading Casino Resort** and **Asia's Leading Family Resort** at the World Travel Awards 2009.

The integrated resort received 19.5 million visitors in 2009 (2008: 19.2 million), 28% were hotel guests and 72% were mainly Malaysian day-trippers. About 6% of total visitors in 2009 were Singaporean hotel guests. Other visitors were mainly from Thailand, China, Indonesia, India, Thailand, Vietnam, Taiwan, Hong Kong and the Middle East.

As a ***Fun City Above The Clouds***, RWG offers three mega entertainment venues at Genting International Showroom, Pavilion and Arena of Stars – hosting some of the world's best performers in 2009.

Its immensely popular daily resident show DREAMZ at the Pavilion (2,000 capacity) was extended by six months to July 2009 due to overwhelming response. This was followed by DAZZLE, a new daily resident show, which began in October 2009. DAZZLE showcases impressive illusions and mesmerising acts brought by an internationally assembled, award-winning crew of magicians and illusion masters.

Immensely popular daily resident show – DAZZLE

TVB Stars Mega Live

M Spa & Fitness

Maxims Genting

Arena of Stars (6,000 capacity) was the host venue of numerous mega concerts, including all-time favourites *Sally Yeh, Tsai Chin, Fong Fei Fei, Fei Yu Ching, Frances Yip, Andy Hui & William Soo, George Lam, Wubai & China Blue* and *Liu San Jie*, one of Chinese musicals' most revered folk singers, heartthrob *Lam Fong*, ballad crooner *Rynn Lam* and songstress *Miriam Yeung*. Fans of international artistes were thrilled when *Kitaro*, *Air Supply* and *Michael Learns To Rock* came to RWG.

Competitions held included the annual *Lion Dance Competition* and the *Malaysian International Dance Championship 2009*, where the world's top 12 dance couples wowed the judges and crowd with their mesmerising dance styles. RWG was also the host venue to a variety of award winning shows including *Anugerah Bintang Popular*, *5th Astro Wah Lai Toi Drama Awards* and *TVB Stars Mega Live*, featuring some of the hottest Hong Kong TV drama stars such as *Bosco Wong*, *Ron Ng*, *Myolie Wu* and *Michael Hui*.

The five hilltop hotels at RWG (Maxims Genting, Highlands Hotel, Resort Hotel, Theme Park Hotel and First World Hotel) achieved an overall average occupancy rate of 92% (2008: 90%). A record high of 2.76 million room nights was sold in 2009 (2008: 2.64 million). The improvements in occupancy rate and room nights sold were achieved despite the challenges of H1N1 outbreak and global economic uncertainty. Innovative marketing strategies offering value-for-money packages have focused on the domestic market and neighbouring countries such as Singapore, Thailand, Indonesia and Vietnam with encouraging response and growth.

During the year under review, RWG progressively upgraded its facilities to ensure service excellence. These upgrades included adding hotel check-in counters at locations outside the hotels for guests' convenience, improvements on the automated self check-in and check-out kiosks and the implementation of hotel lift key card readers to enhance security. All the hotels received certifications to the ISO 9001:2008 in Quality Management System. Furthermore, business process improvements were introduced throughout the Hotel Division.

Maxims Genting (*www.maxims.com.my*), the Resort's flagship hotel offers 244 suites and 175 deluxe rooms, all lavishly furnished and fully equipped with state-of-the-art facilities. Maxims Genting further refined its one-call centre, aptly named 'At Your Service', to handle all service requests promptly at the touch of a button.

Kitaro

Fei Yu Ching

Lion Dance Championship and seasonal festivities

First World Hotel - World's Largest Hotel

Enjoy shopping at the First World Plaza.

First World Hotel & Plaza, comprising First World Hotel and First World Plaza, is the only leisure, shopping and entertainment venue in Malaysia that enjoys cool fresh highlands air.

In 2009, ***First World Hotel*** with 6,118 rooms, implemented the Ambassador Programme at the main hotel lobby to provide a variety of personalised service to assist guests.

First World Plaza offers the country's highest shopping experience, with over 70 retail outlets, 60 F&B outlets, 25 fun rides and six themed boulevards. New retail outlets opened in 2009 included The Time Shop and G&H Apparel, joining existing outlets such as Esprit, G2000, Nike, Giordano, Padini, Adidas, The Body Shop, OSIM, Lovely Lace, Bonia, Carlo Rino, Soda, Voir, Cheetah and Bum Equipment. Various shopping events and promotions were held at the First World Plaza in 2009 in conjunction with the Malaysia Mega Sale Carnival and other shopping campaigns to support the Government's objective of promoting Malaysia as the premier shopping destination in the region.

Speciality restaurants, fast food outlets, cafés and various eateries are also located at First World Plaza including The Coffee Bean & Tea Leaf, Starbucks Coffee, Baskin Robbins, Kenny Roger Roasters, Pizza Hut, McDonald's, KFC, Burger King, The Market Food Street, Shanghai 10, Ah Yat Abalone Forum Restaurant, The Causeway Bay and Vietnam House.

Genting Times Square continued to host enthralling local cultural performances, international magic shows, artiste showcases, festive celebrations, fashion shows and event launches with more than 550 shows and performances in 2009.

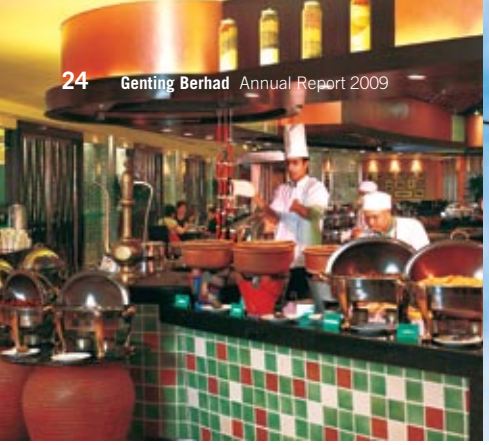
Universal Walk is a popular venue for numerous art and cultural showcases, fashion road shows, and themed promotions such as Elianto/Bonita Spring Garden Roadshow, Thai Songkran Festival, Vietnam Fair, Bali Fair, A French Village Fair and Christmas Fairy Tale Fair, all held in 2009. Annual events such as the Christmas Eve and New Year's Eve Countdown Parties are very popular and well attended by thousands of revellers who celebrate alongside the live-band music, dancing performances, pyrotechnic fireworks and confetti displays at the First World Plaza.

Genting International Convention Centre (GICC) at First World Hotel & Plaza (*mice.rwgenting.com*) is the state-of-the-art venue choice for meetings, incentives, conferences and exhibitions (MICE), with 14,000 square metres of convention space including the Grand Ballroom, Malaysia's largest column-free hall which can accommodate up to 2,000 banquet-style seating and up to 4,200 in theatre-style seating. GICC also has 18 meeting rooms, a pre-function foyer, a well-equipped business centre and VIP cum media reception rooms. The GICC WorldCard was launched in March 2009 and enables cardholders to earn and redeem points when using its MICE facilities, as well as in other participating merchant outlets and functions at RWG and at the Awana hotels and resorts.

Major conventioneers at GICC in 2009 included Prudential Assurance Malaysia Berhad, Lubeworld Holdings (NASA), Malaysian Assurance Alliance Berhad, Network J & J (Amways), Posim Petroleum Marketing, American International Assurance, Yun Nam Hair Care and Herbalife Product Malaysia Sdn Bhd. A total of over 3,500 functions were held at RWG and the three Awana hotels and resorts in 2009.

GICC Grand Ballroom

GICC Business Centre



Restoran Kampong

Awana Skyway now stops at Chin Swee Caves Temple.

Genting Express Bus Service

RWG has an established hub of F&B outlets with a choice of cafés, fast food outlets and speciality fine dining restaurants offering exotic and delicious international and local cuisines. RWG operates 41 of a total of 133 outlets. The outlets catered to a record high of more than 14.4 million covers in 2009 (2008: 13.7 million).

During the year, ***Happy Valley Restaurant*** was converted into a live seafood restaurant, whilst ***Good Luck Restaurant*** changed to a 24-hour Hong Kong Style Noodles and Rice concept. ***VIP, Imperial Rama*** and ***Club Elite*** restaurants featured various regional guest chefs in line with their objective to provide fun regional cuisines for guests.

Various food promotions were held in 2009 at ***First World Café, Resort Café, Restoran Kampong, Coffee Terrace, VIP Restaurant, Good Luck Restaurant*** and ***The Olive***. A selection of the gastronomical extravaganza included Pahang Food Promotion, Japanese Food Promotion, India's Delectable Feast, Penang Fabulous Favourites, Xinjiang Exotic Lamb Dishes and Szechuan Promotion.

In terms of food safety standards, all F&B outlets are now Hazard Analysis and Critical Control Point (HACCP)-certified.

Genting Theme Park attracts adults and kids of all ages. With over 60 rides and attractions, numerous day-long activities include merrymakers, streetbuskers, clowns, theme performances and meet-the-mascot sessions. The park is certified with the Quality Management System Standards ISO 9001:2000 from Lloyds's Register Quality Assurance Ltd. The rides in the park undergo frequent maintenance and refurbishment to ensure stringent control measures.

At the Outdoor Theme Park, the Corkscrew Relaunch Celebration in May 2009 saw a fresh look and brand new coach for the giant double-loop roller coaster, spinning up to a height of 90 feet. Annual family-oriented events at the Outdoor Theme Park include The Giant Mascot Party with photography sessions for Theme Park Annual Passport members.

At the First World Indoor Theme Park, Glow-in-The-Dark-Bowling was launched in 2009. The 28-lane bowling arena is surrounded with luminous light shows and non-stop music to create an exhilarating party atmosphere and unique bowling experience.

RWG is located 51 kilometres or a short 45-minute drive from Kuala Lumpur. With safety and convenience as the primary consideration, roads leading to RWG are well-maintained and are easily accessible through a mature network supported by developed infrastructure.

The Group's limousine fleet has grown to 50 vehicles with an ongoing plan to replace older vehicles to ensure safety, comfort and luxury. In 2009, daily tour bus services were introduced to ferry WorldCard members from places such as Rawang, Puchong, Seri Petaling, Serdang, Taman Connaught, Raub, Mentakab and Triang. In 2009, the Group added 2 new buses to its tour bus fleet, namely a 21-seater bus with massage chairs for VVIP guests and a 16-seater mini bus to cater for smaller groups.

Other modes of transport are available for visitors. The Genting Skyway is popular for its joy ride up to RWG, with a beautiful view of tropical rainforest along the way. The new Awana Skyway Chin Swee Station began operating in July 2009, linking Chin Swee Caves Temple to the Resort. By air, the Group's Gulfstream G450 private jet aircraft offers the ultimate luxury in travel for premium members and guests.

Genting Theme Park
– Fun at the Peak

AWANA HOTELS & RESORTS

www.awana.com.my

The Awana Hotels & Resorts comprising three beautifully designed resort properties in Malaysia, posted a lower overall average occupancy rate of 64% in 2009 (2008: 65%).

Awana Genting Highlands Golf & Country Resort ("Awana Genting")

Awana Genting is located 3,000 feet above sea level in close proximity to RWG and is popular among families, golfers, conventioneers, eco-sports lovers and nature-lovers.

Awana Genting has 430 well-appointed rooms and sophisticated convention facilities including 17 function rooms with a grand ballroom. Its award-winning 18-hole championship golf course has an upgraded fairway and green (Hole 12 and Hole 13) during the year, to go along with a newly renovated swimming pool and colourful landscaping of the surrounding areas.

Awana Genting is blessed with natural surroundings conducive for sustainable eco-activities. During the year, the new Circuit Challenge programme was introduced, providing visitors with the opportunity to experience eco-friendly teambuilding activities such as jungle trekking and corporate war games. In November 2009, Awana Genting once again was the host venue to the popular "Genting Trailblazer challenge", a 14-km eco-trail run with a participation of 1,200 local and international runners.

As a preferred MICE venue, Awana Genting hosted "Charles River Centre" and "Harvard Business School Alumni Club of Malaysia" events in addition to numerous government and corporate events. In 2009, Awana Genting obtained its "Halal" certification from Majlis Agama Islam dan Adat Resam Negeri Pahang and certification for HACCP by World Certification Services Ltd (WCS), the authority for the Food Safety Management Systems.

Awana Genting achieved a higher occupancy rate of 66% in 2009 (2008: 64%).

Awana Kijal Golf, Beach & Spa Resort ("Awana Kijal")

Awana Kijal is a five-star holiday and convention beach resort with an 18-hole championship golf course. Located in Terengganu, Awana Kijal has its own 7.6km pristine sandy beach and well-appointed rooms and suites with panoramic view of the South China Sea. The resort has an 80-foot atrium, which is the first in the country.

Road accessibility to Awana Kijal is now greatly improved with the completion of the East Coast Highway. Travel by air to Awana Kijal is now more convenient with Firefly Airline offering four weekly flights from Subang airport to the Kerteh airport.

Awana Kijal, in collaboration with Noor Arfa Batik, is promoting tour packages for guests to experience the batik creation process and appreciate its refined craftsmanship and traditional culture of batik, which is the official traditional attire in Malaysia.

Awana Kijal remained active in the Turtle Release and Adopt-A-Turtle Programme, which was carried out by the Fisheries Department of Malaysia. An educational exhibition hut has been set up for public to view the egg-laying activities by giant leatherback turtles, as Terengganu is famous as one of the world's few hatching sites.

Awana Kijal recorded a lower occupancy rate of 61% in 2009 (2008: 71%) due to the effects of the global economic crisis, the H1N1 outbreak and extensive flooding during the last monsoon season.

Awana Porto Malai, Langkawi ("Awana Porto Malai")

Awana Porto Malai is located at the south-western tip of Langkawi, an island rich in biodiversity, geological heritage and local legends. Awana Porto Malai continues to offer spectacular ocean views and impeccable service. The 208-room Mediterranean-themed seafront resort caters to a wide market segment including tourists from European and Asian countries and has expanded its markets to Scandinavia and the Middle East.

Awana Porto Malai continued to play a significant role in the Langkawi International Maritime and Aerospace Exhibition (LIMA) 2009 and hosted the LIMA Tourism Carnival for the first time in collaboration with the Ministry of Tourism. Awana Porto Malai also hosted the Langkawi International Fishing Tournament (LIFT'09) – Cabaran Tukun Perak for the second consecutive year.

In December 2009, a private beach was added at Pulau Ular opposite the resort for the enjoyment of beach-goers. Awana Porto Malai offers a new dining location for private functions at its new Pool Garden and has added a 500-metre boardwalk. A new Customer Service Desk had been constructed to provide personalised service to guests.

Awana Porto Malai registered a higher occupancy rate of 66% in 2009 (2008: 59%).

AWANA VACATION RESORTS

www.awanavacation.com

The Awana Timeshare Ownership Scheme is operated by Awana Vacation Resorts Development Bhd ("AVRD") and provides accommodation for members at holiday resorts such as Awana Genting, Ria Apartments at Genting Highlands and Angsana Apartments at Kijal Beach Resort in Terengganu. Timeshare members have a choice of 3,800 resorts in 85 countries worldwide through AVRD's affiliation with Resort Condominiums International (RCI). AVRD membership continued to grow steadily, with 6,213 timeshare members in December 2009.

AVRD is continuously enhancing its property management system to enable customers to make reservations, checking balances of entitlement nights and outstanding payments via online.

Awana Genting Highlands Golf & Country Resort

Awana Kijal Golf, Beach & Spa Resort

Awana Porto Malai, Langkawi

RWS construction works progressed well in 2009

GENTING SINGAPORE PLC
www.gentingsingapore.com

Listed on the Main Board of the Singapore Exchange Securities Trading Limited, Genting Singapore PLC ("GENS") is a leading integrated resorts development specialist. It has over 20 years of international gaming expertise and global experience in developing, operating and/or marketing internationally acclaimed casinos and integrated resorts in different parts of the world, including Australia, the Americas, Malaysia, the Philippines and the UK.

Today, GENS spearheads the Group's leisure and gaming investments in Singapore and in the UK.

Resorts World Sentosa, Singapore
www.rwsentosa.com

The construction of Resorts World Sentosa ("RWS") progressed smoothly and remained on target throughout 2009, despite rising costs and inflationary pressure. The property's iconic architecture and backdrop for Universal Studios Singapore ("USS") dominates the Sentosa island skyline.

The luxurious all-suite Crockfords Tower topped out in February 2009 with a unique copper green dome roof weighing a staggering 146 tonnes. Festive Hotel and Hotel Michael were topped out in June and July 2009, respectively. Designed by Michael Graves, one of the world's greatest contemporary architects, Crockfords Tower, Hotel Michael, Festive Hotel and Hard Rock Hotel comprise 1,350 rooms of the total 1,800 rooms at Singapore's first integrated resort. Each of the six hotels at RWS, including Equarius Hotel and Spa Villas (scheduled to open in phase two), are uniquely themed and cater to different customer segments. All hotels will share our common commitment to great service and warm hospitality.

In July 2009, 27 months after RWS's historic groundbreaking, all building structures were completed and the fitting out of the hotel facades and the installation of USS attractions followed.

On 8 July 2009, Sentosa's new vehicular causeway-bridge was completed and opened for operation. Built and commissioned by RWS at a cost of S$80 million, the causeway-bridge is one of several infrastructure projects undertaken by RWS to facilitate easy and convenient access to Sentosa Island and the resort.

On 24 September 2009, RWS announced the collaboration with DreamWorks Animation SKG, Inc. ("DreamWorks Animation") to create the world's biggest single collection of DreamWorks Animation theme park attractions. USS is home to the world's first Far Far Away Castle, based on the box-office hit movie franchise Shrek. King Harold's 40-metre high castle will house three attractions including Shrek 4-D, Donkey Live and Magic Potion Spin.

On 5 October 2009, RWS announced a three-year partnership with ESPN Star Sports, Asia's top sports provider to create, stage and broadcast a range of world-class sporting events in Singapore. The first event is expected to kick-off in May 2010 with the launch of MARTIAL COMBAT – Asia's Ultimate Mixed Martial Arts Fight Championship.

On 20 October 2009, RWS unveiled seven themed zones at USS to the media, namely Hollywood, New York, Sci-Fi City™, Ancient Egypt™, The Lost World™, Far Far Away and Madagascar. The park will feature 24 rides and attractions, 18 of them original or specially adapted for Singapore. Rigorous testing and commissioning of the rides began on schedule in October 2009.

July 2009 - Completion of Sentosa's new vehicular bridge

October 2009 - Site visit of the Genting Group's directors and senior managers

Participating in numerous marketing and trade shows to showcase the exciting attractions and facilities at RWS.

RWS Compass Ballroom - Asia's Largest column free ballroom

USS will also house 13 restaurants and 15 food carts offering an extensive range of thematic dining choices, from local to international cuisines and catering to multiple tastes and budgets. A unique mix of 20 retail outlets are integrated throughout the park, adding to the overall leisure and entertainment experience of each themed zone. Apart from the retail outlets at USS, the Galleria at RWS is home to 24 luxury boutiques including international brands such as Bvlgari, Cartier, Coach, Jimmy Choo, Tod's, Vertu and Ralph Lauren. The Galleria also features the first Victoria's Secret in Asia and the first Canali and Damiani shops in Singapore.

FestiveWalk is the 'backbone' of the pedestrian "main street". With half a kilometer of unique cuisine, unparalleled entertainment and signature retail experiences, FestiveWalk will bring a new level of excitement to Singapore.

Throughout 2009, RWS participated in several major marketing initiatives and trade shows to promote a myriad of exciting attractions and world-class facilities. These included the ASEAN Tourism Forum in Hanoi, Vietnam; the annual Asia-Pacific Incentives & Meetings Expo in Melbourne, Australia; the Arabian Travel Mart in Dubai, UAE; the China Incentive Business Travel and Meetings Exhibition in Beijing, China; ITB Asia trade show in Singapore and PATA in Hangzhou, China. The Compass Ballroom at RWS is Asia's largest column-free ballroom with a seating capacity of 7,300. The Resorts World Convention Centre's 26 well-appointed and fully equipped function rooms, coupled with over 20 unique incentive venues within USS and the surrounding resort have attracted enormous attention from conference planners and event organizers. With on-site attractions and large-scale entertainment facilities, RWS can host up to 35,000 MICE guests at any one time.

The USS' ticket passes, announced in October 2009, are competitively priced, with ticket prices ranging from an attractive S$32 for a senior citizen day pass to S$118 for a two-day adult pass. With weekday rates at S$66 for an adult and S$48 for a child, a family of four could enjoy a full-day outing at USS for the equivalent price of a buffet brunch at an upscale hotel in Singapore. RWS concurrently announced the rack rates of room prices for the hotels that were progressively opened from 5 January 2010.

Refinements were made to the design and architecture of RWS in 2009 to substantially improve its entertainment and programming offerings. These included enhancements to the casino and USS, which as a result, increased the investment of Resorts World at Sentosa Pte. Ltd. ("RWSPL") in RWS to S$6.59 billion from S$6 billion. The additional investment would be funded by operating cash flows when RWS opens progressively. As at 31 December 2009, RWS had awarded and committed a total of S$5.3 billion in project costs.

December 2009 - Completion of some key attractions

USS Lagoon

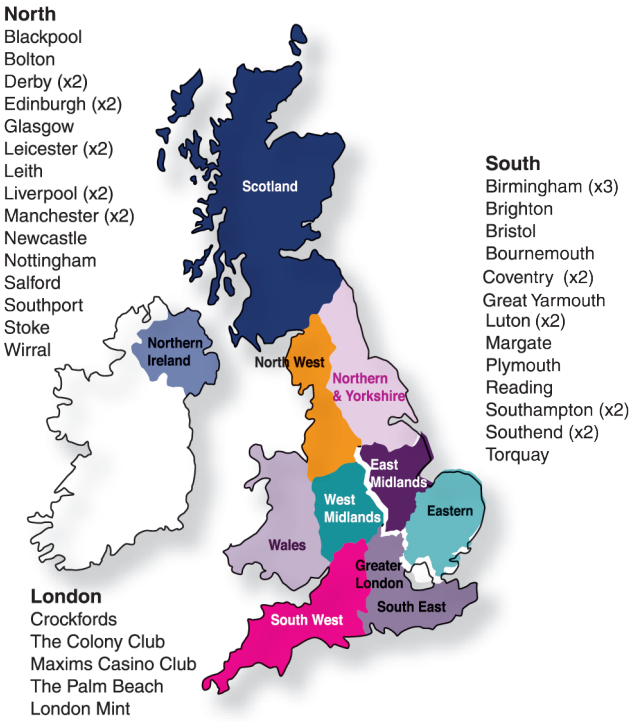
USS Ancient Egypt™

USS Battlestar Galactica™

USS Far Far Away Castle™

Sky view of RWS site - Central Zone

Genting UK
www.gentinguk.com



Genting UK Casino Properties

The Group operates five casinos in London, including four of the most prestigious in the capital, namely Crockfords Club, The Colony Club, Maxims Casino Club and The Palm Beach. Each one offers a unique experience, providing an exciting range of games in a relaxed and luxurious environment.

Following the tough gaming legislative changes implemented in 2007 and the UK economic slowdown in 2008, the Group had initiated a series of measures, which began in 2008 and continued into 2009, to reduce costs and increase efficiencies. This had enabled Genting UK to improve on its operations and financial results in 2009, as well as establish a more stable base for the casino business. The UK economy had been in recession for most of the year under review but indications were that the bottom of the recession appeared to have been reached in the last quarter of 2009. The business is sensitive to consumer spending and the impacts of continuing high levels of unemployment remain to be seen.

Maxims Casino Club

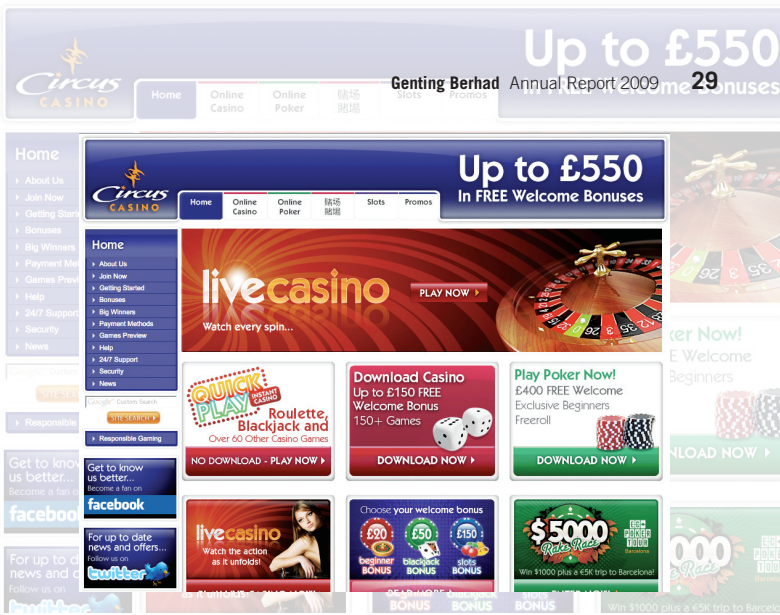
In April 2009, the UK Government increased tax on poker profits from 15% to as high as 50%, based on the profitability of the casino. Duty on all categories of amusement machines also increased. As these changes were imposed without prior indication or consultation with the UK gaming industry, the Group's revenues were affected, although to a lesser extent than initially estimated.

Our investment to refurbish the London-based casino properties in previous years, particularly at Crockfords and London Mint, has shown some positive results. Throughout 2009, the attendance of casino patrons in our London-based properties was stronger than in 2008 and in many months, greater than in 2007. The 24-hour operational time at Crockfords also generated additional attendance. Although the revenue in 2009 was lower than 2008, reflecting the generally weak economy, lower operating costs resulted in a significantly improved profit in 2009. In the Provincial estate, casino patron attendances were stable throughout 2009 with relatively higher attendance numbers in the last quarter, which could indicate a gradual improvement in customer spending trend. Profitability in 2009 improved as a result of the reduced cost base.

Overall, the corporate measures taken in 2008 and early 2009 to reduce costs have proven to be appropriate and sustainable.

Crockfords Club, London

Colony Club



The Group's first online casino brand, CircusCasino.com

Crockfords Club *(www.crockfords.com)* is the oldest private gaming club in the world and has catered to the elite since 1828. William Crockfords earned his reputation as "Father of British gaming" by offering the fairest gaming and finest dining, a hallmark that continues to this day.

Housed at 30 Curzon Street, Crockfords was expanded during 2008. The purchase of the adjoining building had allowed the creation of two additional floors of private gaming facilities complete with smoking terraces. An exclusive business centre was introduced, specifically designed to meet the needs of international players. Following the adoption of 24-hour gaming in late 2008, the year saw the opening of the ballroom that can seat up to 90 guests.

The Colony Club (*www.thecolonyclub.com*) remains the most stylish and contemporary casino in London. Adjacent to the Metropolitan Hotel and opposite the Hilton Park Lane, the club is perfectly suited to cater to the upper-middle and high-level players. Colony had begun the 24-hour opening initiative in 2008 and opened for all-day trading in 2009 during the busy summer months.

Maxims Casino Club (*www.maximsclub.com*) is the most prestigious club within the Royal Borough of Kensington and Chelsea. A short walk from Kensington Palace and its gardens, this exclusive and intimate club offers attentive gaming for its discerning clientele. The club has a high stakes poker game that is popular with local and international players.

The Palm Beach (*www.thepalmbeach.com*) is situated in Berkeley Square in Mayfair and features one of the most vibrant gaming rooms in London. The club has two customer entrances, a main entrance and a direct entrance from the lobby of the five-star Mayfair Hotel. Palm Beach opened for all-day trading during the busy summer months in 2009.

London Mint (*www.cromwellmint.com*) is located at 43/45 Cromwell Road in a conservation area opposite London's Natural History Museum. This is a busy and vibrant club in the heart of South Kensington. The club, which was successfully refurbished in December 2008, exudes a modern feel and atmosphere.

Genting UK operates 39 provincial casinos across the UK. As part of a business review exercise, the Portsmouth casino was closed during the year of review and will be replaced with another new casino in 2010.

The Group's UK loyalty card programme was implemented in seven provincial casinos and two London-based casinos in 2009, benefiting regular and loyal casino patrons. The loyalty card programme will be implemented across the other casino properties of Genting UK in 2010. The UK loyalty card will also be linked to the Genting Group programme worldwide.

Online Casinos
www.circuscasino.com

Genting Alderney Limited launched its online casino and poker operations in June 2008 and currently promotes the Circus Casino brand online. Its principal focus is to promote online poker and casino games to our land-based customers in the UK. External marketing has been limited as we continue to establish a sustainable mix of promotions in a very competitive online market environment. CircusCasino.com accepts players from around the world, subject to compliance with various gaming legislative requirements in particular territories.

Genting UK

London Brands | **Provincial Brands**

www.worldcard.com.my is featured in Facebook and Twitter

Promoting the cashless society with a wide range of prepaid/gift cards and loyalty cards.

International Sales and Marketing Services

GENS is the exclusive international marketing and sales co-ordinator for RWG in Malaysia and RWS in Singapore. In 2009, GENS added Chiang Mai and Hat Yai to its global network of international sales offices and agents that span Singapore, Hong Kong, China, Japan, India, Thailand, Indonesia, Vietnam and the Middle East. The worldwide sales teams had participated in various sales and marketing events, fairs and exhibitions to promote the resorts globally. The efforts of its international sales and marketing team have contributed to RWG successfully attracting 2.5 million foreign visitors in 2009.

The international sales and marketing team was instrumental in promoting RWS to the travel trades participated in 2009. Pre-opening and promotional activities included a series of product seminars for the Asian region's travel trade and a marketing road show that took the teams to nine Asian countries and over 50 cities.

IT Application Related Services

The eGenting group of companies is part of GENS's Support Services unit. It provides IT application related services to selected companies in the Genting Group and to a number of third-party customers. The services include managing WorldReservations Centre ("WRC"), which is the Group's world-class call centre; the WorldCard Loyalty Programme; providing technology-based solutions and consultations and managing a number of the Group's websites.

During the year of review, WRC handled calls that generated revenue of approximately S$89.9 million (RM218 million) with more than 2.2 million room bookings received through multiple channels such as voice, web, SMS, e-mail and fax services. A new e-payment service, eNETS, was implemented in March 2009, offering Singaporeans greater choices and convenience in making their purchases through our websites. In May 2009, eGroup was launched to accommodate online group bookings for tour and travel agents.

Following the successful implementation of the Casino Marketing Treasury System (CMTS) in RWG, Malaysia in 2005, the Group implemented a similar system at Resorts World Manila, Philippines in 2009. The system is a fully automated system capable of managing the various marketing strategies, incentives programmes, player tracking and processing of funds in a Casino Department. The system also provides foreign currency handling/tracking, withholding tax computation and anti-money laundering act compliance configuration in accordance to the respective country's Central Bank's regulatory requirements.

WorldCard Loyalty Programme

In 2009, WorldCard's membership base reached 3.2 million with over 260 participating merchants that have 1,681 outlets located throughout Malaysia, Singapore and Hong Kong.

During the year under review, WorldCard began using Facebook and Twitter to provide members with daily updates on its latest marketing promotions and offers. Over 50 various joint marketing campaigns were undertaken in 2009 to promote the WorldCard Loyalty Programme with participating merchants, thus creating greater awareness and interest in the WorldCard programme. Some of the notable campaigns included the ever popular "888" promotion allowing members to redeem room packages with minimum WorldCard points, the WorldCard Movie Mania campaign offering members attractive room-and-movie packages, MICE privilege card promotions, the Astounding Awana Savers WorldCard Points Redemption and the newly re-branded Corporate Reward Programme called GICC WorldCard. Genting Holiday Card, another innovative prepaid product of WorldCard, which has proven popular with customers.

WRC agents handle calls for room bookings through mutiple channels

eGenting provides IT application related services to companies in the Genting Group

Genting Indah Oil Mill, the division's most technologically advance oil mill

PLANTATIONS

www.gentingplantations.com

GENTING PLANTATIONS

The global economic downturn was a major drag on commodity prices in 2009 and palm oil was no exception. The industry's export earnings in 2009 fell to RM50 billion (2008: RM65 billion) with lower production and crude palm oil (CPO) selling prices in 2009.

Genting Plantations Berhad ("GENP") (formerly known as Asiatic Development Berhad) spearheads the Plantations Division of the Group. The Plantations Division has marginal lower revenue and pre-tax profit in 2009 with total revenue of RM675.4 million (2008: RM936.5 million) and pre-tax profit of RM285.0 million (2008: RM458.4 million), affected by the weather-induced deterioration in yields and the drop in palm oil prices.

The average selling price per metric tonne of crude palm oil achieved by GENP was lower at RM2,236 (2008: RM2,822) and for palm kernel was RM1,063 (2008: RM1,595) in 2009.

The inclement weather conditions in Sabah in early 2009 have a prolonged biological effect on crop productivity state-wide. For the Division, the impact was especially pronounced since more than 70% of the Division's planted land bank is located in Sabah. Production of fresh fruit bunches ("FFB") fell to 1.16 million metric tonnes in 2009 from 1.23 million metric tonnes in 2008.

The Division marked a pivotal milestone in 2009 with the commissioning of Genting Indah Oil Mill ("GIOM"), the Division's most technologically advanced oil mill in April 2009. The oil mill is located in Tongod, Sabah and features a number of efficiency-enhancing innovations.

It was designed with responsible environment management as the primary focus. With the commissioning of GIOM, along with the improved harvesting practices, the Division's oil extraction rate improved to 20.90% in 2009 (2008: 20.63%).

As part of its continuing efforts to enhance operating efficiency at the estates, the Division launched the 30MT Club and 22.5% OER Club on 7 May 2009 to recognise estates that achieve annual yields of 30 metric tonnes of FFB and mills that achieve average annual OER of 22.5% respectively. In 2009, three estates, namely Genting Cheng Estate, Genting Tanah Merah Estate and Genting Tebong Estate were inaugurated into the 30MT Club. In addition, training schools for engineers and various programmes were introduced, including the restructuring of oil mil processes by adopting new technologies.

2009 marked the fourth year of operations for PT Sepanjang Intisurya Mulia ("PT SISM"), the Division's Indonesian joint venture project in the Ketapang district, West Kalimantan. Total planted area was 9,375 hectares at the end of 2009 (2008: 6,148 hectares), an increase of 53% in 2009. To support the growth in plantation activities in this area, the workforce was increased by 9% to 1,491 as at end 2009, along with various infrastructure and amenities being progressively added to meet the needs of the workers and local communities.

In a further boost to the Division's plantation development in West Kalimantan, planting activities commenced in October 2009 at PT Sawit Mitra Abadi, the second joint venture project in Kabupaten Ketapang. A groundbreaking ceremony was held on 9 August 2009, officiated by the "Regency" ("Bupati") of Ketapang. The "Right to Use" ("Hak Guna Usaha") has been secured for an area of 8,374 hectares. As at 31 December 2009, a total of 756 hectares were planted.

PLANTATION STATISTICS

Area Hectares (Oil Palm)	2009			2008		
	Malaysia	Indonesia	Total	Malaysia	Indonesia	Total
Mature	55,608	-	55,608	54,379	-	54,379
Immature	4,399	17,669	22,068	5,322	6,455	11,777
Total Planted Area	**60,007**	**17,669**	**77,676**	**59,701**	**6,455**	**66,156**
Unplanted Area	1,085	49,859	50,944	1,787	52,588	54,375
Buildings, Infrastructure, etc	4,379	107	4,486	3,994	218	4,212
Property Development	367	-	367	366		366
Total Land Area	**65,838**	**67,635**	**133,472**	**65,848**	**59,261**	**125,189**
FFB Production (T)			1,158,454			1,233,048
Yield Per Mature Hectare (T)			21.0			22.6
Average Selling Prices						
Crude Palm Oil (RM/T)			2,236			2,822
Palm Kernel (RM/T)			1,063			1,595

Establishment of nurseries at Kapuas (left) and PT SMA (right).

Groundbreaking ceremony at PT Sawit Mitra Abadi, Kalimantan, Indonesia on 9 August 2009

In Kabupaten Kapuas, Central Kalimantan, the Division's joint venture commenced its planting activities in 2009. A total of 7,230 hectares was planted in 2009.

The accelerated pace of expansion in 2009 brought the Division's total planted landbank in Indonesia to 17,669 hectares as at 31 December 2009, close to three times larger than the planted landbank in previous year.

The Division has also planned to set up the first oil mill in Indonesia, which will be located in Kabupaten Ketapang. The Division has proceeded to apply for the relevant approvals and to finalise the details of the project. Construction of the mill with an initial capacity of 45 metric tonnes per hour, is expected to start in the later part of 2010 and targeted to complete in two years.

The Division maintains active engagement with local communities and seeks to work in partnership through initiatives such as the Plasma scheme, a programme that provides assistance to smallholders in developing new plantations. The first Plasma scheme incorporated in March 2009, is the management entity for 406 families. The second cooperative is in the progress of being established.

BIOTECHNOLOGY

www.acgt.asia

ACGT (formerly Asiatic Centre for Genome Technology) aims to harness the knowledge encoded in plant genomics to create superior crops to feed and fuel the world in a sustainable manner.

ACGT believes the oil palm and jatropha have such potential and has completed the full sequencing, assembly as well as annotation of the genome of both oil crops. Following these achievements, ACGT has moved into the application phase of its research and development (R&D) works, involving the use of its genomics data for product development. The research being undertaken by ACGT is not confined merely to the improvement of plant varieties. It is also in isolating microbes that live around plants that can help promote plant growth and health.

ACGT's vision is to be a leader in the genomics industry. Toward this end, several important milestones were achieved in 2009, starting with the setting up of a re-sequencing pipeline in February 2009. The re-sequencing pipeline, the first of its kind in Malaysia, will allow ACGT laboratories to perform end-to-end re-sequencing locally.

Also in February 2009, the ACGT Genomics Network Supercomputer (AGNeS) began operations. In yet another first-of-kind for Malaysia, the establishment of AGNeS makes ACGT the nation's first privately funded life sciences organisation to have such a facility. A supercomputer like AGNeS is integral to genomic research because of its high data input and also enables the computation of intensive algorithms for data mining and analysis.

ACGT has successfully sequenced, assembled and annotated both oil palm and jatropha genome in 2009

The 22-hectare jatropha experimental plantings at the Gasoline Tree Experimental Research Station, Sepang, Malaysia

ACGT Genomics Network Supercomputer enables scientists to decipher complex genome data.

ACGT scientists working on gel sets at the genomics laboratory.

The OPGP Workshop hosted 26 participants from various oil palm companies.

ACGT has 38 scientists specialising in genome analysis, biomarker discovery, crop improvement and metagenomics.

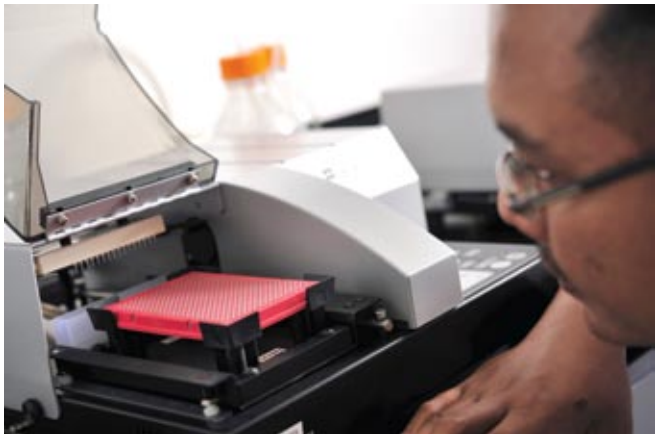
ACGT's pioneering work in oil palm genomics progressed further in 2009. Having been recognised as the first to complete the sequencing and assembly of the oil palm genome in May 2008, ACGT completed the third pass annotation of the oil palm genome, with 98% coverage, in September 2009.

In 2009, ACGT also made a significant R&D breakthrough for another oil crop, jatropha. On 20 May 2009, it announced the completion of the first draft of the jatropha genome and has since completed the third pass annotation of the jatropha genome, with 98% coverage.

On 2-3 November 2009, ACGT, together with GENP, Applied Agricultural Resources Sdn Bhd, and FELDA jointly organised the "Genetic Linkage Mapping, QTL Analyses and Marker Assisted Selection in Plant Species Workshop", a workshop from the Oil Palm Genome Project ("OPGP"). The workshop, attended by 26 participants from Spain, France, Columbia, Indonesia and Malaysia was strictly for members of the OPGP Consortium, a network of organisations from the plantation industry.

As part of the Group-wide rebranding exercise, the ACGT Jatropha Experimental Station was renamed "The Gasoline Tree™ Experimental Research Station, Jatropha Division" to better reflect the focus of its R&D activities.

During the year under review, ACGT expanded its scientific team to 38 scientists. ACGT also continued to collaborate with Synthetic Genomics, Inc. and the J. Craig Venter Institute. On 24 July 2009, it renewed its Memorandum of Understanding with the Malaysian Palm Oil Board to collaborate on oil palm genomics research.



ACGT laboratories are equipped with the facilities to perform end-to-end re-sequencing locally.

Residential development in Genting Indahpura, Johor, Malaysia

Genting Indahpura Sales Office, Johor, Malaysia

PROPERTY

www.gentingplantations.com

GENTING PROPERTY

The tough global economic environment made it another challenging year for the Malaysian property industry in 2009.

The Property Division registered a decline in revenue to RM96.6 million (2008: RM117.6 million) and profit before tax of RM21.2 million in 2009 (2008: RM25.9 million). The Division, led by Genting Property Sdn Bhd (formerly known as Asiatic Land Development Sdn Bhd) was renamed with the Genting brand, in line with the Group's re-branding exercise undertaken in 2009.

Genting Pura Kencana in Sri Gading, Batu Pahat, Johor, the Group's fourth property project, was still the top revenue contributor, generating total sales of RM26.5 million in 2009. A total value of RM22.2 million was derived from sales of residential and commercial properties under construction, while the rest came from the sales of new launches in 2009.

Genting Indahpura in Kulai, Johor was the second biggest revenue contributor, registering sales of RM23.6 million. The sales were derived mainly from the commercial and residential properties under construction, with both categories contributing a combined sales value of RM16.6 million. The remaining was generated from the sales of inventories comprising industrial lots, commercial properties and residential properties.

Genting Cheng Perdana in Melaka, the Division's maiden project, has reached the tail end of its development, generated RM5.1 million in sales in 2009. In Kedah, *Genting Permaipura* recorded RM1.1 million in sales value from selling the existing inventory of single and double storey terrace houses. The performance of The Permaipura Golf and Country Club remained satisfactory despite strong competition from other clubs in 2009.

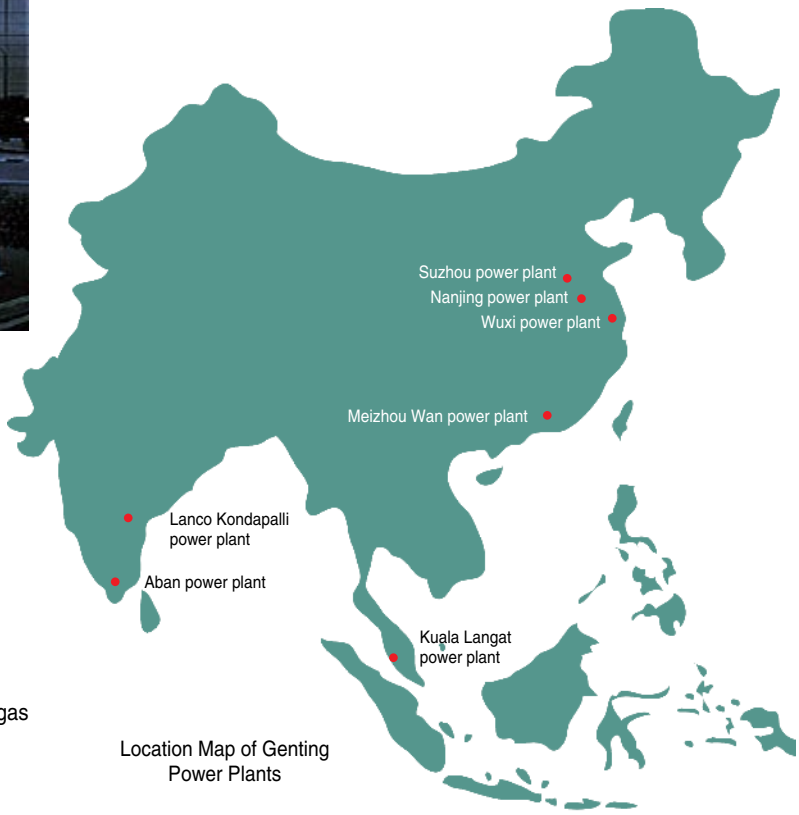
On 29 September 2009, the Group Via Azzon Limited, a wholly-owned subsidiary of GENP signed an agreement with Chelsea Malaysia, LLC, a division of Simon Property Group, Inc to form a joint venture to establish and operate Premium Outlet Centre® in Malaysia. The first project under development is the ***Johor Premium Outlets®*** ("JPO"), strategically located on a site in Genting Indahpura at the intersection of two major highways. Slated for a grand opening in 2011, JPO is set to become a major regional attraction in the arena of premier upscale outlet shopping in Malaysia and in Asia.

Kijal Beach Resort Apartments, which are strategically located beside Awana Kijal in the east coast of Terengganu, registered an average rental occupancy rate of 50% in 2009 (2008: 54%). 87 units of apartments offer panoramic views of the South China Sea and overlook the 18-hole championship golf course at Awana Kijal.

Property developments in Genting Pura Kencana, Johor, Malaysia

Kijal Beach Resort Apartments, Terengganu

Kuala Langat Power Plant, Malaysia



Location Map of Genting Power Plants

ENERGY
www.gentingenergy.com

GENTING ENERGY

Genting Energy Division ("GENE") comprises the power and oil & gas business activities of the Genting Group.

POWER

Genting Power Holdings Limited

Genting Power Holdings Limited ("Genting Power"), which spearheads the Group's power businesses, recorded another year of good performance. Revenue rose to RM1,871.0 million (2008: RM1,564.0 million) and profit before tax increased to RM363.1 million (2008: RM193.6 million) in 2009.

Genting Power has net attributable generating capacity of about 1,450MW from interests in seven power plants in Malaysia, China and India. Additionally, the Lanco Kondapalli Power Plant in Andhra Pradesh, India ("LKPPL") is undertaking an expansion programme, adding on another generating block of 366MW (Phase II) at its site. Phase II is expected to achieve full commercial operation by the second quarter of 2010.

Genting Power owns and operates five power plants in two countries, namely the 58.62%-owned 720MW Kuala Langat Power Plant in Malaysia; the 100%-owned 724MW Meizhou Wan Power Plant in Fujian Province, China; the 80%-owned 76MW Nanjing Power Plant, the 60%-owned 109MW Suzhou Power Plant and the 60%-owned 42MW Wuxi Power Plant. The Nanjing, Suzhou and Wuxi plants are all in the Jiangsu Province, China.

In India, Genting Power has significant interests in two power plants, namely the 30%-owned 368MW LKPPL (and the 366MW Phase II power plant), which it operates and maintains both LKPPL power plants and the 36.26%-owned 113MW Aban Power Plant in Tamil Nadu.

Lanco Kondapalli Power Plant, India

Meizhou Wan Power Plant, China

Preparing for seismic survey in Kasuri Block, onshore West Papua, Indonesia.

New oil gathering and metering station in Zhuangxi Buried Hill Oilfield, China.

OIL & GAS

Genting Oil & Gas Limited

Genting Oil & Gas Limited ("GOGL"), a 95%-owned subsidiary spearheads the Group's oil and gas related businesses that undertake the exploration for and production of oil and gas. It has operations and offices in China, Indonesia and Morocco. Genting Oil & Gas Sdn Bhd provides management and technical services to GOGL. Revenue was RM143.4 million in 2009 (2008: RM182.7 million) and profit before tax was RM4.6 million in 2009 (2008: RM73.5 million). The lower revenue and profit were due to average oil prices and higher costs.

In **China**, Genting Oil & Gas (China) Limited ("GOGC") continued production and operations at its onshore Zhuangxi Buried Hill ("ZBH") Oilfield in Shandong Province, in which it has a 100% working interest. In 2009, the oilfield produced 1.35 million barrels of oil (2008: 1.47 million barrels), a decline of 8%. Under the terms of the ZBH Petroleum Contract with Sinopec and after various deductions, GOGC was entitled to 765,969 barrels (2008: 711,865 barrels), an increase of 8%. The oil was sold to Sinopec at an average price of US$53.10 per barrel (2008: US$77.00 per barrel). The lower average oil price in 2009 is the primary reason for the increase in oil entitlement. ZBH oil prices rose to a high of US$71.96 per barrel in 2009 and were much less volatile than in 2008 (US$38.76 per barrel range in 2009 versus a US$85.23 per barrel range in 2008).

Two development wells at ZBH Oilfield were successfully completed in 2009. One of these two wells was a highly-deviated development well ZG40-X1, which was drilled into Majiagou Limestone and was placed into production in December 2009.

In **Indonesia**, GOGL has 100% working interests in three Production Sharing Contracts, namely in Northwest Natuna PSC operated by Genting Oil Natuna Pte Ltd, Anambas PSC operated by Sanyen Oil & Gas Pte Ltd and Kasuri PSC operated by Genting Oil Kasuri Pte Ltd.

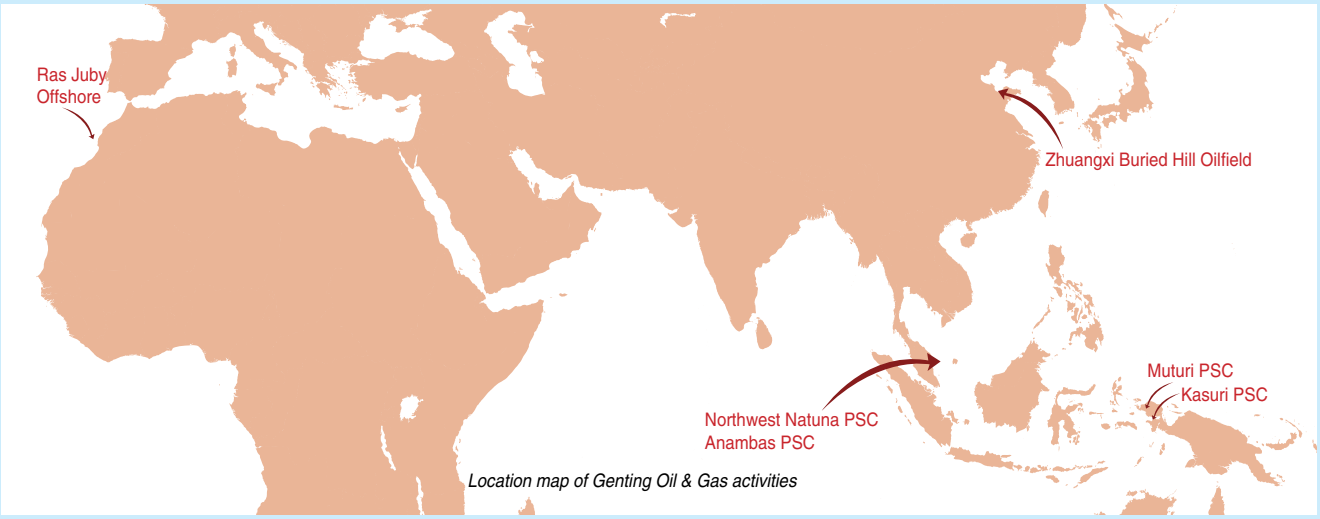
Exploration studies continued in Anambas PSC, while works in Northwest Natuna PSC continued in conjunction with BPMIGAS (Indonesian's oil and gas supervisory body) on agreeing to the Plan of Development for the Ande Ande Lumut ("AAL") Oilfield. The potentially recoverable contingent oil resources of the primary reservoir in the AAL Oilfield were certified by international energy consultants, RPS at 74 million barrels (graded 2C or Best Case).

In Kasuri PSC, a major exploration programme began with the start of a large onshore 2D seismic survey aimed at covering much of the 3,534km^2 contract area and followed by the preparations for a multi-well drilling campaign in the north of the block. These exploration activities will continue through 2010. As a result, onshore base-camps and storage facilities were established for both seismic and drilling activities. A drilling rig has been contracted and drilling programmes are now in place to target and evaluate Jurassic sandstone and other reservoirs in this under-explored block.

Following a review of the Indonesian investment opportunities, Genting Oil Salawati Pte Ltd's 49.99% interest in the Pearl-operated West Salawati PSC will be transferred to Pearl, subject to the approval of the Government of Indonesia.

Initial payments were received from BP Global Investment Ltd in respect of the "deferred consideration" from Muturi PSC (arising from the sale of the 45% interest in the Muturi PSC in 2001). In 2009, the Tangguh LNG Plant (located on the Kasuri Block) began the production of LNG using gas supplied from the Vorwata Gasfield, a part of which lies within the Muturi PSC. However, the full plant operation was delayed due to some technical problems and only limited volumes of LNG were produced and sold in 2009.

In **Morocco**, GOGL via Genting Oil Morocco Limited continued to operate its 75% working interest in the Ras Juby Offshore Exploration Permit under a Petroleum Agreement with the Moroccan state company ONHYM. Studies of the Cap Juby Oil Discovery continued in 2009, reaching the conclusion that at least one more appraisal well will be required to be drilled before the field development can be finalised. The first exploration phase will be extended until July 2010 without any additional obligations with ONHYM.



Location map of Genting Oil & Gas activities

Tan Sri Lim Kok Thay named as Travel Entrepreneur of the Year 2009 at the 20th TTG Travel Awards on 8 October 2009.

Tan Sri Lim Kok Thay
The Most Influential Person in Asian Gaming 2009
(Inside Asian Gaming)

RECOGNITION

The Genting Group has received numerous recognitions for its commitment to high quality standards and management excellence. Major awards of excellence received in 2009 include:

- Tan Sri Lim Kok Thay - ***Travel Entrepreneur of the Year 2009*** by TTG Travel Awards.
- Tan Sri Lim Kok Thay - ***The Most Influential Person in Asian Gaming 2009*** by Inside Asian Gaming.
- Genting Berhad - ***No. 1 in Overall Most Convincing & Coherent Strategy In Malaysia of Asia Best Managed Companies 2009*** by Euromoney.
- Genting Berhad - ***No. 2 Most Valuable Malaysian Brands*** by Brand Finance plc.
- Resorts World Genting - ***World's Leading Casino Resort 2009, Asia's Leading Casino Resort 2009*** and ***Asia's Leading Family Resort 2009*** by World Travel Awards.
- Resorts World Genting - No. 6 in ***Malaysia's Most Valuable Brands 2009*** by Association of Accredited Advertising Agents & the Edge.
- Genting Malaysia Berhad - ***MIS Asia Best Business Enabler (Private Sector) in MIS Asia IT Excellence Awards 2009*** by MIS Asia Magazine.
- Genting Malaysia Berhad - ***Malaysia's Top 10 Brands*** by Brand Finance plc.
- Genting Malaysia Berhad - ***Best Brands in Leisure and Hospitality in the BrandLaureate Awards 2008-2009*** by Asia Pacific Brands Foundation.

Genting Berhad
Overall Most Convincing & Coherent Strategy in Malaysia
(Euromoney 2009)

Resorts World Genting
World's Leading Casino Resort
Asia's Leading Casino Resort
Asia's Leading Family Resort
(World Travel Awards 2009)

Genting Berhad
No. 2 in Most Valuable Malaysian Brands 2009
(Brand Finance)

Dato' Lee Choong Yan, President and Chief Operating Officer of Genting Malaysia Berhad receiving the World's Leading Casino Resort 2009 Award from Mr. Graham E. Cooke, Founder of World Travel Award and flanked by the reigning Miss World Russia, Kseniya Sukhinova on 8 November 2009.

Tun Mohammed Hanif, Deputy Chairman of Genting Berhad receiving the award for No. 1 in Overall Most Convincing and Coherent Strategy in Malaysia from Euromoney on 11 April 2009.

CORPORATE SOCIAL RESPONSIBILITY

As a socially responsible corporation, the Group is mindful of the long-term interests of its stakeholders, including shareholders, customers, employees, business partners, local communities and other organisations. The Group has always focused on contributing to the sustainable development of the economy and the community, as well as care for the environment and its employees in countries where the Group operates. These practices have always been an integral part of the Group's business ethics and reflect the Group's continuous pursuit to enhance its corporate values through the adoption of good business practices.

ENVIRONMENT

Environment sustainability is one of the key areas of interest for the Group.

In RWG, the environmental management systems are constantly reviewed and adapted in relation to four core areas of interests, namely the conservation of natural resources (energy, fuel and water), waste management, prevention of pollution to water, land and air, as well as the use of renewable energy.

RWG employs various schemes to conserve natural resources and reduce the consumption of energy, fuel and water. A professional consultant is engaged to conduct an energy audit to identify cost-effective energy-saving opportunities in line with the building energy efficiency index. Measures include installation of energy-saving lights and reduction of heat loads from air-conditioning systems. Escalators are switched off during off-peak times and sensors are installed to control operations. Employees are also briefed on Energy Conservation Awareness by the Group's Engineering Department.

In 2009, RWG employed a heat recovery system by installing air pre-heaters at steam plants to conserve energy. Mechanical steam traps were replaced with fixed orifice steam traps to limit steam loss. Steam plant operations were also optimised to reduce steam losses and leakages, and to prevent short cycling on boiler operations. To conserve water, flow restrictors were installed and effective water volume reduction programmes were implemented at water cisterns at selected areas. Monthly maintenance and daily checking of toilets were carried out to ensure immediate repair of water leakages.

Waste management efforts follow the 3R (Reduce, Reuse and Recycle) programme and scheduled waste management in accordance with the Environmental Quality Act 1974. "Reduce" is achieved by using long-life energy-saving lights, reusable cutleries and chemical tanks. "Reuse" is achieved by re-using waste paper for printing and back office usage. "Recycle" is achieved by waste segregation at source and waste delivery according to types of waste. The Group also practises vermin-composting to turn food waste into organic fertiliser.

RWG has implemented various initiatives in 2009 to prevent water, land and air pollution. To prevent water pollution, the Yearly Sanitary Survey is conducted on the water supply system and remedial actions are taken to trace and remove possible contamination sources. Bio-degradable chemicals were used for laundry, rooms, cleaning of public areas and stewarding. Besides this, diesel engines at pump houses were replaced with electrical motors to reduce water source contamination from diesel spillage. To prevent land pollution, recycling is practised to reduce waste disposal at landfill sites, and the use of bio-degradable products such as plastic bags and paper wrappers are promoted. To control air pollution, smoke density meters were installed to monitor flue gas quality generated by boilers. Flue gas analyses were also carried out for generator sets, boilers and incinerators in accordance with Written Approval issued by the Department of Environment, in line with the Environmental Quality Act. Air pollution control systems were also installed to treat the flue gas.

RWG's Human Resources Department, through its Occupational, Safety and Health ("OSH") Section, has initiated Mentoring Programme on ISO 14001 and OHSAS 18001 for Awana Genting Highlands, Awana Langkawi, Awana Kijal and Casino Department. OSH Section also ensures that chemicals used comply with the Restriction of Hazardous Substances (RoHS) and Occupational Safety and Health (Classification, Packaging and Labelling Of Hazardous Chemicals) Regulations 1997.

Additionally, one of the National Objectives Strategies from the Ministry of Energy, Green Technology and Water is to promote renewable energy, monitor its impacts and improve its efficiency of utilisation and conversion. In line with this, the strategic location of RWG, which is exposed to wind and sunlight daily, makes the option of generating electricity through the usage of wind and solar energy viable. RWG's team is currently looking into ways to promote renewable energy as part of its long-term plan.

Official launch of "Genting Goes Green" at RWG on 9 June 2009.

Good agricultural practice by GENP to reduce soil erosion - planting of cover crops.

"Gotong-royong" implemented by employees at RWG

"Partners for Wetlands" programme by GENP at Lower Kinabatangan with WWF.

The Group via GENP has been supporting the Roundtable on Sustainable Palm Oil ("RSPO") since the latter's formal establishment in 2004. In 2009, GENP made further strides forward in its journey towards attaining RSPO certification. In the first half of 2009, the focus was to raise awareness on RSPO certification standards among the management and staff of estates and mills through training courses. Baseline assessments were conducted to access the compliance gaps, and subsequently, comprehensive action plans were developed for each operating unit to close these gaps.

In support of environment conservation, the Group joined thousands of other global corporations and people around the world to participate in Earth Hour 2009 whereby on 28 March 2009, an hour-long lights-out initiatives was observed at the Group's corporate head office, regional offices, site offices and other properties.

MARKETPLACE

The Group adheres to the highest standards of corporate governance by operating with integrity, transparency and accountability with the aim of enhancing shareholder value and achieving sustainable business growth. We abide by the principles of honesty and professionalism in all our business dealings. The Group's oil mills, for example, practise fairness in the grading and pricing of fruits received from smallholders, strictly adhering to the Malaysian Palm Oil Board's guidelines.

The Group takes steps to provide timely and equal dissemination of material information to its shareholders and the general public, with a key priority being the promotion of good investor relations. The Company's Annual General Meeting is a principal forum for dialogue with shareholders on operational and corporate matters. Announcements of quarterly results and major corporate developments are followed by briefings for analysts and fund managers through conference calls or presentations.

The Group's corporate website, **www.genting.com** is a source of information on corporate and business activities. Annual reports, press releases, quarterly results, announcements and investor presentations are made publicly available on the website. The Group participates regularly in international and local investor forums. The Group also participates in events and road shows organised by Malaysian Investor Relations Association ("MIRA").

The Group's Human Resources Occupational, Safety and Health ("OSH") team has implemented several initiatives such as Emergency Response and Preparedness ("ERP") awareness and competency skills training, in collaboration with the Fire Unit. An emergency response team (ERT) is prepared to handle urgent situations. OSH also developed an action plan to handle and monitor Influenza A (H1N1) pandemic outbreak by complying with the guidelines from the Ministry of Health, with thermal scanners stationed at strategic areas.

In March 2009, GENM was awarded ISO 14001 and OHSAS 18001 of quality management system certifications for Maxims Genting, Highlands Hotel, Resort Hotel, Theme Park Hotel, First World Hotel, Theme Park Operations, Security Department, Warehouse/ Receiving Department, Human Resources Department, Transport Department and Group Centralised Procurement Department.

eGenting was certified with the CMMi programme level 3 assessment

The Research and Development team has attained the International Standard of ISO9001:2000 certification as part of its on-going commitment to provide high quality in IT-related systems, whereas the data centres achieved the International Standard of ISO27001 certification, ensuring that the team maintains the best practice in information security management system.

The software development team participated in the Capability Maturity Model Integration ("CMMi"), one of the world's best integrated approaches to process improvement. The team achieved a Level 3 assessment in 2009, a distinction shared by a select few companies in Malaysia.

WRC was certified with the Quality Management System Standard ISO 9001:2008 as part of the on-going commitment to provide high quality customer service. Regular customer satisfaction surveys were conducted in 2009 to ensure that we maintain high service standards for customers.

Genting Annual Dinner and Dance 2009 on 17 December 2009, a night of fun and entertainment.

Tan Sri Lim Kok Thay presenting the 15-year Long Service Award to Tun Mohammed Hanif, Deputy Chairman at the Genting Annual Dinner & Dance 2009.

WORKPLACE

The Group adopts a corporate philosophy that values employees and emphasises the development of human resources. Over the years, the Group has expanded to comprise a global team of dedicated and motivated professional managers who have blended modern management techniques with traditional values of hard work, perseverance and integrity.

As at 31 December 2009, the Group has 35,749 employees, and 1,401 employees were honoured with Long Service Awards for 5, 10, 15, 20, 25, 30 and 35 years of service.

The Genting Annual Dinner and Dance 2009 was held on 17 December 2009, combining the Long Service Awards ceremony with an entertaining night for the employees based in Wisma Genting, the Group's corporate head office.

Various training and conferences and team-building events were held in 2009, including GENM's 21st Senior Managers' Conference at Sentosa Resort & Spa in Singapore with the theme "Branding and Leadership in a New Competitive Environment" and GENM's 16th Human Resources Conference 2009 themed "Championing HR Fundamentals" held at Awana Genting Highlands. Team building workshops, annual family day events, Employees' Appreciation Night and Genting Employees' Carnival were also held by the business divisions of the Group to foster team spirit amongst executives and staff.

The Group provides a supportive working culture through training & development programmes, safety and health procedures and regulations as well as internal events and communication.

In 2009, 19 management trainees graduated and joined GENM as permanent employees while 10 middle management personnel graduated from advanced management courses through programmes of the Malaysian Association of Hotels Training and Education Center (MAHTEC). Furthermore, three Hotel Industry Apprenticeship Scheme (HIAS) students completed their training and were offered employment at the hotels in RWG.

During the year, GENM awarded scholarships to 21 deserving employees including candidates from MAHTEC, Kolej Antarabangsa Genting Inti (KAGI) and Institute of Charted Accountants in England and Wales (ICAEW). The company also recruited six Management Trainees to undergo one-year training with the Human Resources ("HR") Department.

The Group conducts safety, health and environmental training programmes to create awareness and to instill consciousness and sound practices within its workforce. In January 2009, an official Environmental, Health and Safety ("EHS") policy was internally endorsed towards an environmental-friendly, healthy and safe workplace for all employees.

The GENM's Occupational Safety and Health ("OSH") Section had recorded a 90% attendance for the EHS Awareness Training Programme by all staff whose divisions are certified by 31 December 2009. The NIOSH-Genting Safety Passport (NGSP) Programme between the National Institute of Occupational Safety and Health (NIOSH) and GENM is being carried out to instill awareness amongst contractors on OSH.

The Group also developed action plans in relation to the Influenza A (H1N1) outbreak in compliance with the guidelines from the Ministry of Health in Malaysia. Steps taken included awareness-creation (through memos, posters, notice board announcements and intranet), constant monitoring of the situation, flu vaccinations and placement of thermal scanners at strategic areas in RWG.

GENM's 21st Senior Managers' Conference held in Singapore on 5 - 6 October 2009

Students Educational Visit from University Tun Hussein Onn Malaysia on 23 October 2009.

RWS attracted thousands of job seekers at the Career Fair 2009 at Suntec Singapore.

A regional auditions tour was launched in April 2009, in search of the best talents for Universal Studios Singapore.

Keeping employees informed via internal newsletter: RWG's Resort Living, RWS's aRWSome and Genting UK's Straight Talking.

The Group maintains a regular communication channel with employees through an internal communication network that includes newsletters, the intranet portal, internal notice boards and e-Kiosks.

The 10th Collective Agreement was signed in November 2009 between GENM and the Resorts World Employees' Union, entitling staff members to higher salary adjustments, additional allowances and hospitalisation benefits. The HR team continues to foster employee welfare and development to provide a wholesome work life for all employees.

In Singapore, the mega recruitment drive for RWS began with its first mass walk-in interviews in August 2009. Numerous roadshows, career fairs, engagements with schools, partnerships and internship programmes with local polytechnics, Singapore's Workforce Development Authority and many other organisations were undertaken in 2009. Career opportunities are also made available via www.rwsentosa.com. The recruitment campaigns received enthusiastic response and to date, RWS has more than 9,000 employees in this family.

In preparation for the opening of RWS, a series of accredited and nationally recognised training programmes were conducted, with some 50 modules focusing on customer service. As at 31 December 2009, some 1,300 croupiers had completed their training in Singapore and in Genting-owned casino properties in Malaysia and the Philippines.

Another 1,000 team members were trained in skills related to theme park operations. Of these, 108 underwent a short stint at Universal Orlando Resort in the United States, while 1,800 employees in the hospitality and F&B departments received hands-on training.

As an incentive for good work performance, a total of 15.7 million shares of Genting Singapore were awarded to employees and directors of the Group, under the approved Genting Singapore Performance Share Scheme in 2009.

COMMUNITY

The Group's community investment contribution are in line with our philosophy to contribute to the betterment of the society in which we operate. They fall within a clear set of priority areas.

Infrastructure Support and Services to Local Communities: The Group's contribution reaches out to different sectors of community, irrespective of race, creed and religion. In 2009, the Group contributed to Women's Aid Organisation, Malaysian Paediatric Foundation, Hospis Malaysia, Alzheimer Disease Foundation, Malaysian Liver Foundation, Tunku Azizah Fertility Foundation, Gujerati Association W.P & Selangor, Divine Live Society and others. The Group also donated to St. John Ambulance for its 24-Hour Highway Emergency Ambulance Service, and to help equip ambulances with medical necessities.

The Group embarked on a year-long road safety campaign with the Ministry of Transport, Ministry of Education, Road Safety Department and the Road Safety Marshal Club - 'Kempen Topi Keledar Kanak-Kanak Genting'. Some 4,500 primary school students from nine states were educated on various road safety practices such as crossing the road safely, adhering to traffic and road signs, fastening seat belts and on proper helmet usage. All the students were presented with a SIRIM-approved helmet.

Awana Langkawi conducted public health checks for its local community during Health Day, as well as a safety talk during Safety and Career Week.

Signing of the 10th collective agreement between GENM and Resorts World Employees' Union on 4 November 2009.

GENS contributing to the Singapore Red Cross Society Charity Bazaar on 25 October 2009.

Wisma Genting Charity Week in Malaysia on 7-11 December 2009.

RWS team hosting under-privileged children with a movie screening of Transformers in Singapore.

Launch of Genting Resource Centre at MIM, Malaysia on 30 September 2009.

In October 2009, GENS took part in Singapore Red Cross International Bazaar 2009 by setting up a dessert stall. The stall was managed by Puan Sri Cecilia Lim, the wife of our Chairman together with volunteers comprising employees and friends of the Group. GENS supported this caring and humanitarian effort by matching dollar-for-dollar of the sale proceeds, with a total amount of S$20,000 raised for the Singapore Red Cross Society to benefit the local community.

Underprivileged and Disability Groups: The Group strives to care and provide for the underprivileged and disabled in the community.

In 2009, the Company organised the second Wisma Genting Charity Week which was held from 7 to 11 December 2009. The Genting employees, tenants and guests of Wisma Genting came out in good support of this event and raised RM10,555 in sales proceeds. The Company then matched "Ringgit-for-Ringgit" for every Ringgit value raised at the event, bringing the total amount raised to RM21,110. The funds raised for this event benefited four charity organisations, namely United Voice, Cheshire Home Selangor, Hope Worldwide and Harvest Centre. Various items were sold, ranging from freshly made pop corn, cakes, clothing and many more. The event was made merrier by the personal contribution and volunteering support from the employees of the Genting Group. The Coffee Bean & Tea Leaf at Wisma Genting also supported by donating RM1.00 for every beverage sold at their outlet on the final day of the event.

In Malaysia, the Group hosted over 3,000 underprivileged children and senior citizens from 59 schools and organisations for festive celebrations at RWG in 2009. A fairytale Christmas party themed "Your Christmas Wish Comes True" was organised where special children, their parents and minders received presents that were entirely sponsored by Group employees. The Group also organised two Hollywood blockbuster movies for 265 underprivileged children from six schools. The Group donated RM268,000 to 67 charitable organisations ranging from welfare homes to non-governmental organisations during the Festive Season Contribution. In addition, the Group donated a custom-made wheelchair to 9-year-old Adam Firdaus who suffers from cerebral palsy.

In Singapore, RWS organised its second annual aRWSome Kids' Date in June 2009, to raise funds for charity and at the same time brought cheer to under-privileged children by hosting a movie screening for them. The efforts raised S$30,000 for The ST School Pocket Money Fund. Some 300 children from community groups Mendaki, Sinda and CDAC attended the event. During the year, many employees of RWS participated in the employee volunteer programme despite their busy work schedule, making good efforts of their time and resources to help the community.

In August 2009, RWS participated in the People's Association (PA) corporate partnership scheme, committing over S$1 million in event and venue sponsorship to enable PA to facilitate a number of pro-family activities at RWS.

Education: The Group places paramount importance in enhancing the quality of education in Malaysia and has supported various educational institutions in cash and kind.

The Company contributed RM500,000 to Malaysian Institute of Management ("MIM") to upgrade its library named 'Genting Resource Centre'. Officially launched on 30 September 2009, the library is equipped with the latest online and printed management books and publications, making it the most up-to-date management library in the country.

Youth Development: The Group initiated a year-long Wiz Kids programme for 40 orphans at Badan Amal Nur Zaharah, Janda Baik to promote character development, self-esteem and perseverance. A selected number of orphans, as Wiz Kids, were rewarded with a shopping trip. The Group also contributed to Hindu Sevai Sangam for its motivational camp which seeks to inculcate good habits amongst youths in the community.

During the year, the Company also hosted educational visit by students from Swinburne University of Technology International Business Students and University Tun Hussein Onn Malaysia.

Hosting 400 less fortunate children at RWG during the Hari Raya and Deepavali celebrations in Malaysia on 27 October 2009.

RWG hosting special children for a Fairytale Christmas Party themed "Your Christmas Wish Comes True" on 18 December 2009.

Participating for the fifth consecutive year in the charity-based Kuala Lumpur Rat Race on 11 August 2009.

ChildAid Charity Concert held in RWS, Singapore on 19 - 21 December 2009.

Sports: The Group contributes substantially to organisations for various sporting events, including being a main sponsor and official partner of the King of Mountain (KOM) jersey for the Le Tour de Langkawi. The Group also contributed to the Selangor Tennis Association for its Junior Development Programme 2009 and to the Pahang Hockey Association and Football Association of Malaysia.

Culture and Arts: The Group works alongside with the Ministry of Information, Communication and Culture to promote the Malaysian culture, performing arts, and to provide youths with a platform to showcase their talents. The Group hosted three showcases of "Orkestra Simfoni Remaja"- a programme under the "Pusat Pemuzik Budaya" of Istana Budaya and the Ministry of Information, Communication and Culture. For the second time, the Group hosted the Team Malaysia 2009 of World Championship of Performing Arts for a two-day showcase at Times Square, First World Plaza and Merdeka Stage, Outdoor Theme Park.

In December 2009, RWS held its very first event, ChildAid, at the Festive Grand theatre. Staged over three days to a full house audience, the ChildAid charity concert was organised by The Straits Times and The Business Times, two leading national dailies in the stable of Singapore Press Holdings. The concert, which celebrated its fifth anniversary, showcased the best of Singapore's young musical talents in support of two charities - The ST School Pocket Money Fund and The BT Budding Artists Fund. As the venue and production partner for the concert, the company supported this worthy cause by providing expertise in the field of stage production and choreography. ChildAid 2009 raised a record of over S$1 million to help needy children.

The Group via GENM established the GENM We CARE Team and Awana We CARE Team to encourage community service by employees. With 630 members, the teams organised numerous volunteering initiatives such as providing maintenance and repair works, gardening, cleaning, interactive activities and food distribution at Badan Amal Nur Zaharah, Selangor Family Aid Association and Lanchang Che Wong Orang Asli community. The team organised Chinese New Year celebration with 60 senior citizens at Ampang Old Folks Home receiving "Ang Pow" donations that came from personal contribution of the Group's management and staff. The team also had "Berbuka Puasa" with the Orang Asli community at Kampung Sungai Gapoi, Karak with the Minister of Health as the guest of honour. At the event, 'Duit Raya', hampers and goodies were presented to the underprivileged. Various community service activities were also organised at Awana Hotels & Resorts. Awana Genting Highlands We CARE Team had "Berbuka Puasa" with 70 orphans from Pusat Kebajikan Kemahiran Serendah and donated food and conducted "gotong-royong" at Patus Orang Asli Settlement at Kuala Lipis. Awana Kijal We CARE Team conducted a beach-cleaning "gotong-royong" with the Malaysian Army and had "Berbuka Puasa" with 30 orphans from Kompleks Penyayang Kemaman. Awana Porto Malai We CARE Team regularly provides food and house maintenance for underprivileged individuals.

In the UK, the Group is committed to contribute to public education on responsible gaming, research into the prevention and treatment of problem gambling and the identification and treatment of problem gamblers. Its voluntary contribution to the Gambling Research, Education and Treatment Foundation ("GREaT") supports these commitments by helping to fund research works by UK universities, education initiatives and registered charities. Genting UK is accredited by GamCare for high standards of socially responsible practices. Apart from charitable donations to GREaT, Genting UK also supports fundraising for national charities and various charitable events.

Awana Genting Highlands We CARE Team with orphans from Badan Amal Nur Zaharah home.

Awana Porto Malai We CARE Team adopted a poor family.

Awana Kijal We CARE Team conducted a beach-cleaning "gotong-royong" with the Malaysian Army.

CORPORATE GOVERNANCE

It is the policy of the Company to manage the affairs of the Group in accordance with the appropriate standards for good corporate governance. Set out below is a statement on how the Company has applied the principles and complied with the best practices as set out in the Malaysian Code on Corporate Governance ("the Code").

A. DIRECTORS

(i) The Board

The Board has overall responsibility for the proper conduct of the Company's business. The Board meets on a quarterly basis and additionally as required. The Board has a formal schedule of matters specifically reserved for its decision, including overall strategic direction, annual operating plan, capital expenditure plan, acquisitions and disposals, major capital projects and the monitoring of the Group's operating and financial performance.

Formal Board Committees established by the Board in accordance with the Code namely the Audit Committee, Nomination Committee and Remuneration Committee assist the Board in the discharge of its duties.

During the year under review, six meetings of the Board were held and all Directors have complied with the requirement in respect of board meeting attendance as provided in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The details of Directors' attendances are set out below:

Name of Directors	Number of Meetings Attended
Tan Sri Lim Kok Thay	5 out of 6
Tun Mohammed Hanif bin Omar	6 out of 6
Tan Sri Mohd Amin bin Osman	6 out of 6
Dato' Dr. R. Thillainathan	6 out of 6
Mr Quah Chek Tin	6 out of 6
Dato' Paduka Nik Hashim bin Nik Yusoff	6 out of 6
Tan Sri Dr. Lin See Yan	5 out of 6
Mr Chin Kwai Yoong	6 out of 6

(ii) Board Balance

The Board has eight members, comprising three executive Directors and five independent non-executive Directors. The Directors have wide ranging experience and all have occupied or are currently occupying senior positions in the public and/or private sectors. The independent non-executive Directors provide a strong independent element on the Board with Tan Sri Dr. Lin See Yan as the senior independent non-executive Director to whom concerns may be conveyed. Four out of five of the independent non-executive Directors participate in the Audit Committee. Two of the five independent non-executive Directors also participate in the Remuneration and Nomination Committees as members of these Committees.

The Board is mindful of the dual roles of Chairman and Chief Executive held by Tan Sri Lim Kok Thay but is of the view that there are sufficient experienced and independent–minded Directors on the Board to provide the assurance that there is sufficient check and balance. Also, the dual roles have to a certain extent been balanced by the presence of Tun Mohammed Hanif bin Omar as Deputy Chairman.

A brief profile of each of the Directors is presented on pages 8 to 10 of this Annual Report.

(iii) Supply of Information

Notice of meetings, setting out the agenda and accompanied by the relevant Board papers are given to the Directors in sufficient time to enable the Directors to peruse, obtain additional information and/or seek further clarification on the matters to be deliberated.

As a Group practice, any Director who wishes to seek independent professional advice in the furtherance of his duties may do so at the Group's expense. Directors have access to all information and records of the Company and also the advice and services of the Company Secretary.

(iv) Appointments to the Board

The Nomination Committee comprising entirely of independent non-executive Directors is responsible for identifying and recommending to the Board suitable candidates for appointment to the Board and Board Committees.

On appointment, Directors are provided with information about the Group and are encouraged to visit the sites of the Group's operating units and meet with key senior executives.

The process of assessing the Directors is an on-going responsibility of the entire Board. The Board has put in place a formal evaluation process to assess the effectiveness of the Board as a whole, the Board Committees and the contribution and performance of each individual Director, including the independent non-executive Directors and chief executive officer on an annual basis.

In respect of the assessment for the financial year ended 31 December 2009, the Board was satisfied that the Board and Board Committees have discharged their duties and responsibilities effectively. The Board was also satisfied that the Board composition in terms of size, the balance between executive, non-executive and independent Directors and mix of skills was adequate.

All the Directors have attended the Mandatory Accreditation Programme and are also encouraged to attend courses whether in-house or external to help them in the discharge of their duties.

CORPORATE GOVERNANCE (cont'd)

The following are the courses and training programmes attended by the Directors in 2009:

	NAMES OF DIRECTORS							
COURSES	**Tan Sri Lim Kok Thay**	**Tun Mohammed Hanif bin Omar**	**Tan Sri Mohd Amin bin Osman**	**Dato' Dr. R. Thillainathan**	**Mr Quah Chek Tin**	**Dato' Paduka Nik Hashim bin Nik Yusoff**	**Tan Sri Dr. Lin See Yan**	**Mr Chin Kwai Yoong**
Corporate Responsibility - Are Companies meeting Stakeholders' Expectations? by YBhg Dato' Johan Raslan		√	√		√	√		
Financial Reporting During Financial Turbulence by Malaysian Institute of Accountants (MIA)		√			√			
The Economic Crisis of 2008/2009: Precipitator, Impact and Response by Professor Nabil N. El-Hage, Harvard Business School					√		√	
Directors Continuing Education Programme 2009 by F&N Holdings Bhd. & Guinness Anchor Berhad							√	
Changing Minds : The Art of Changing Our Own and Other People's Minds by Harvard Club of Malaysia					√		√	
Musharakah & Its Application in Islamic Finance by Dr. Mohd Daud Bakar & Dr. Syed Musa Alhabshi from Amanie Business Solution Sdn Bhd		√						
Invest Malaysia 2009				√				
Development and Challenges in Regional and Local Markets				√				
Main Market Technical Briefing				√				
Economic Downturn and Risk Oversight: Reassessing Risk in the Wake of Market Turmoil by KPMG Malaysia					√			
Dialogue with YBhg Dato' Mohd Razif by Association of Islamic Banking Institutions Malaysia & Bank Negara Malaysia		√						
The Global Economy In The Aftermath Of The Financial Crisis by Rating Agency of Malaysia							√	
Corporate Governance Guide - Towards Boardroom Excellence by MIA		√						
Forum on Private Pension Industry & Retirement Funds by SC				√				
Financial Institutions Directors' Education (FIDE) Programme by Bank Negara Malaysia & Perbadanan Insurans Deposit Malaysia (PIDM), in collaboration with the International Centre for Leadership in Finance (ICLIF)		√						
Creating Genomics-based Solutions				√				
Global Capital Markets Symposium, The Global Financial Crisis: The Way Ahead				√				
Corporate Governance Guide - Towards Boardroom Excellence by MIA			√	√	√	√		
The Non-Executive Director Development Series (NEDDS): Is It Worth The Risk?				√				
Advanced Negotiation							√	
From the Trenches : Insights and Perspectives from Malaysia's Industry Leaders by Perdana Leadership Foundation.		√						
Corporate Governance Revisited by Bursa Malaysia			√					
Latest On Media Outlook by PricewaterhouseCoopers								√
Board Evaluation by YBhg Dato' Johan Raslan	√	√	√	√	√	√	√	√
Senior Managers' Conference on Branding & Leadership in a New Competitive Environment by Genting Malaysia Berhad	√	√	√		√	√	√	√
Governance Expectations of International Fund Managers by Bursa Malaysia Berhad		√						
Development in the Changing World by Sir John Reginald Hartnell Bond, Chairman of Vodafone Group		√						
How Leaders Build Value: Using People, Organisation and Other Intangibles To Get Bottom Line Results by Prof Dave Ulrich							√	
Workshop (Board Retreat) by Straits Trading Co. Ltd							√	
Multilateral Trading Facility, Alternative Trading System and Dark Pools - Challenges and Opportunities				√				
CR Overview and Identifying CR Risk and Opportunity for Companies					√			
Briefing on Financial Reporting Standards by Messrs Ernst & Young					√			
Investment Analysis & Financial Management Seminar				√				
Persatuan Alumni Perkhidmatan Tadbir dan Diplomatik or PTD Alumni Economic Forum on Tenth Malaysia Plan: New Paradigm - Rising to the Challenges				√				
The 2010 Budget by KassimChan Tax Services Sdn Bhd			√		√			
The ASEAN Capital Market Forum - Group of Experts Meeting on ACMF's proposed work program				√				
Insights & Opportunities on Global Equity Market by Robert Barnes, MD, Equities, UBS				√				
Business and Brand Leadership: A new Approach to Success for Asian Business by Martin Roll of Venture Republic Pte Ltd								√
Financial Instruments Accounting by Soo Hoo Khoo Yean of PricewaterhouseCoopers								√
Towards Business Excellence by Salwana & Rahim Associates								√
FRS 139 Implementation Plan organised by Measat Global Berhad and conducted by PricewaterhouseCoopers		√						

CORPORATE GOVERNANCE (cont'd)

(v) Re-election

The Articles of Association of the Company provides that at least one-third of the Directors are subject to retirement by rotation at each Annual General Meeting and that all Directors shall retire once in every three years. A retiring Director is eligible for re-election. The Articles of Association also provides that a Director who is appointed by the Board in the course of the year shall be subject to re-election at the next Annual General Meeting to be held following his appointment.

Directors over seventy years of age are required to submit themselves for re-appointment annually in accordance with Section 129(6) of the Companies Act, 1965.

B. DIRECTORS' REMUNERATION

The Remuneration Committee comprising two independent non-executive Directors and one executive Director is responsible for making recommendations to the Board on the remuneration packages of executive Directors and members of Board Committees. In making recommendations to the Board, information provided by independent consultants and appropriate survey data are taken into consideration. The Board as a whole, determines the level of fees of non-executive Directors and executive Directors. Directors' fees are approved at the Annual General Meeting by the shareholders. Directors do not participate in decisions regarding their own remuneration packages.

During the financial year ended 31 December 2009, the terms of reference of the Remuneration Committee was revised by the Board to include the administration of the Executive Share Option Scheme for Eligible Executives of Genting Berhad and its subsidiaries.

The Remuneration Committee met twice during the financial year.

Details of the Directors' remuneration are set out in the Audited Financial Statements on page 81 of this Annual Report. In the interest of security, additional information have not been provided other than the details stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

C. SHAREHOLDERS

The Group acknowledges the importance of timely and equal dissemination of material information to the shareholders, investors and public at large. The Company's Annual General Meeting remains the principal forum for dialogue with shareholders. Shareholders are encouraged to participate in the proceedings and ask questions about the resolutions being proposed and the operations of the Group.

The Group maintains a corporate website at www.genting.com which provides information relating to annual reports, press releases, quarterly results, announcements and investor presentations.

The Group also participates in investor forums held locally and abroad and also organises briefings and meetings with analysts and fund managers to give them a better understanding of the businesses of the Group.

D. ACCOUNTABILITY AND AUDIT

(i) Financial Reporting

The Board aims to ensure that the quarterly reports, annual financial statements as well as the annual review of operations in the annual report are presented in a manner which provides a balanced and understandable assessment of the Company's performance and prospect.

The Directors are also required by the Companies Act, 1965 to prepare financial statements for each financial year which have been made out in accordance with the Malaysian Accounting Standards Board Approved Accounting Standards in Malaysia for Entities Other Than Private Entities and 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.

A statement by the Board of its responsibilities for preparing the financial statements is set out on page 119 of this Annual Report.

(ii) Internal Control

The Board is responsible for the Group's system of internal control and risk management and for reviewing its adequacy and integrity. While acknowledging their responsibility for the system of internal control, the Directors are aware that such a system is designed to manage rather than eliminate risks and therefore cannot provide an absolute assurance against material misstatement or loss.

To assist the Board in maintaining a sound system of internal control for the purposes of safeguarding shareholders' investment and the Group's assets, the Group has in place, an adequately resourced internal audit department. The activities of this department which reports regularly to the Audit Committee provides the Board with much of the assurance it requires regarding the adequacy and integrity of the system of internal control. As proper risk management is a significant component of a sound system of internal control, the Group has also put in place a risk management process to help the Board in identifying, evaluating and managing risks.

(iii) Relationship with Auditors

The Company through the Audit Committee, has an appropriate and transparent relationship with the external auditors. In the course of audit of the Group's financial statements, the external auditors have highlighted to the Audit Committee and the Board, matters that require the Board's attention. All Audit Committee meetings are attended by the external auditors for purposes of presenting their audit plan and report and for presenting their comments on the audited financial statements.

E. OTHER INFORMATION

(i) Material Contracts

Material Contracts of the Company and its subsidiaries involving Directors and major shareholders either subsisting at the end of the financial year or entered into since the end of the previous financial year are disclosed in Note 44 to the financial statements under "Significant Related Party Transactions and Balances" on pages 107 to 108 of this Annual Report.

(ii) Share Buy-Back

The details of the Company's Share Buy Back exercises for the financial year ended 31 December 2009 are as follows:

Schedule of Share Buy-Back for the financial year ended 31 December 2009:

Month	No. of Shares Purchased & Retained As Treasury Shares	Purchase Price Per Share Lowest (RM)	Purchase Price Per Share Highest (RM)	Average Cost Per Share* (RM)	Total Consideration (RM)
March 2009	100,000	3.40	3.40	3.41	341,322
September 2009	60,000	6.59	6.63	6.64	398,356
	160,000				739,678

* Inclusive of transaction charges

During the financial year, all the shares purchased by the Company were retained as treasury shares. As at 31 December 2009, the number of treasury shares was 8,752,900.

The Statement on Corporate Governance is made in accordance with the resolution of the Board of Directors.

AUDIT COMMITTEE REPORT

AUDIT COMMITTEE

The Audit Committee ("Committee") was established on 26 July 1994 to serve as a Committee of the Board.

MEMBERSHIP

The present members of the Committee comprise:

Tan Sri Dr. Lin See Yan	Chairman/Independent Non-Executive Director
Dato' Paduka Nik Hashim bin Nik Yusoff	Member/Independent Non-Executive Director
Mr Quah Chek Tin	Member/Independent Non-Executive Director
Mr Chin Kwai Yoong	Member/Independent Non-Executive Director

ATTENDANCE AT MEETINGS DURING THE FINANCIAL YEAR 2009

The Committee held a total of eight (8) meetings. Details of attendance of the Committee members are as follows:

Name of Member	Number of Meetings Attended*
Tan Sri Dr. Lin See Yan	8 out of 8
Dato' Paduka Nik Hashim bin Nik Yusoff	8 out of 8
Mr Quah Chek Tin	8 out of 8
Mr Chin Kwai Yoong	8 out of 8

* The total number of meetings is inclusive of the special meetings held between members of the Committee who are non-executive Directors of the Company and representatives of the external auditors, PricewaterhouseCoopers without the presence of any Executive Director.

SUMMARY OF ACTIVITIES DURING THE FINANCIAL YEAR 2009

The Committee carried out its duties in accordance with its Terms of Reference.

The main activities carried out by the Committee were as follows:

i) reviewed the internal audit plan for the Company and the Group and authorised resources to address risk areas that have been identified;

ii) reviewed the internal audit reports for the Company and the Group;

iii) reviewed the external audit plan for the Company and the Group with the external auditors;

iv) reviewed the external audit reports for the Company and the Group with the external auditors;

v) reviewed the quarterly reports of the Company and of the Group, focusing particularly on:

   (a) changes in or implementation of major accounting policy changes;

   (b) significant and unusual events; and

   (c) compliance with accounting standards and other legal requirements;

vi) reviewed related party transactions of the Company and of the Group;

vii) reviewed the proposed audit fees for the external auditors in respect of their audit of the Company and the Group;

viii) considered the re-appointment of the external auditors;

ix) reviewed the Financial Statements of the Company and the Group for the financial year ended 31 December 2008; and

x) reviewed the reports submitted by the Risk and Business Continuity Management Committee of the Company.

INTERNAL AUDIT FUNCTION AND RISK MANAGEMENT PROCESS

The Group has an adequately resourced internal audit department to assist the Board in maintaining a sound system of internal control. The internal audit department reports to the Committee and is independent of the activities it audits. The primary role of the department is to undertake regular and systematic review of the systems of internal control so as to provide sufficient assurance that the Group has sound systems of internal control and that established policies and procedures are adhered to and continue to be effective and satisfactory.

During the financial year ended 31 December 2009, the Internal Audit Department carried out its duties covering operation audit, information system audit and compliance audit.

On a quarterly basis, audit reports and the plan status are submitted for review and approval by the Committee. Included in the reports are recommended corrective measures on risks identified, if any, for implementation by Management.

The total costs incurred by the Internal Audit Department for the internal audit function of the Company and of the Group for the financial year ended 31 December 2009 amounted to RM0.3 million and RM5.4 million respectively.

As proper risk management is a significant component of a sound system of internal control, the Group has also put in place a risk management process to help the Board in identifying, evaluating and managing risks. The implementation and maintenance of the risk management process is carried out by the respective Risk and Business Continuity Management Committees in the Group.

TERMS OF REFERENCE

The Committee is governed by the following terms of reference:

1. Composition

(i) The Committee shall be appointed by the Board from amongst the Directors excluding Alternate Directors; shall consist of not less than three members, all of whom are non-executive Directors with a majority of them being independent Directors; and 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:

AUDIT COMMITTEE REPORT (cont'd)

(aa) he must have passed the examinations specified in Part I of the First Schedule of the Accountants Act 1967; or

(bb) he must be a member of one of the associations of accountants specified in Part II of the First Schedule of the Accountants Act 1967; or

(c) fulfils such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad ("Bursa Securities").

The Chairman shall be an independent Director elected by the members of the Committee.

(ii) In the event of any vacancy in the Committee resulting in the non-compliance of paragraph (i) above, the Board must fill the vacancy within 3 months.

(iii) The term of office and performance of the Committee and each of its members shall be reviewed by the Board at least once every 3 years to determine whether the Committee and its members have carried out their duties in accordance with their terms of reference.

2. Authority

The Committee is granted the authority to investigate any activity of the Company and its subsidiaries within its terms of reference, and all employees are directed to co-operate as requested by members of the Committee. The Committee is empowered to obtain independent professional or other advice and retain persons having special competence as necessary to assist the Committee in fulfilling its responsibility.

3. Responsibility

The Committee is to serve as a focal point for communication between non-Committee Directors, the external auditors, internal auditors and the Management on matters in connection with financial accounting, reporting and controls. The Committee is to assist the Board in fulfilling its fiduciary responsibilities as to accounting policies and reporting practices of the Company and all subsidiaries and the sufficiency of auditing relative thereto. It is to be the Board's principal agent in assuring the independence of the Company's external auditors, the integrity of the Management and the adequacy of disclosures to shareholders.

If the Committee is of the view that a matter reported to the Board has not been satisfactorily resolved resulting in a breach of the Bursa Securities' Main Market Listing Requirements, the Committee shall promptly report such matter to Bursa Securities.

4. Functions

The functions of the Committee are to:

i) review with the external auditors, their audit plan;

ii) review with the external auditors, their evaluation of the system of internal accounting controls;

iii) review with the external auditors, their audit report and management letter (if any);

iv) review the assistance given by the Company's officers to the external auditors;

v) review 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;

vi) review 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;

vii) review the quarterly results and year end financial statements, prior to the approval by the Board, focusing particularly on:

(a) changes in or implementation of major accounting policy changes;

(b) significant and unusual events; and

(c) compliance with accounting standards and other legal requirements;

viii) review any related party transaction and conflict of interest situation that may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions of Management integrity; and

ix) consider the nomination, appointment and re-appointment of external auditors; their audit fees; and any questions on resignation, suitability and dismissal.

5. Meetings

i) The Committee is to meet at least four times a year and as many times as the Committee deems necessary.

ii) In order to form a quorum for any meeting of the Committee, the majority of members present must be independent.

iii) The meetings and proceedings of the Committee are governed by the provisions of the Articles of Association of the Company regulating the meetings and proceedings of the Board so far as the same are applicable.

iv) The head of finance and the head of internal audit shall normally attend meetings of the Committee. The presence of a representative of the external auditors will be requested if required.

v) Upon request by the external auditors, the Chairman of the Committee shall convene a meeting of the Committee to consider any matters the external auditors believe should be brought to the attention of the Directors or Shareholders of the Company.

vi) At least twice a year, the Committee shall meet with the external auditors without the presence of any executive Director.

vii) Whenever deemed necessary, meetings can be convened with the external auditors, internal auditors or both, excluding the attendance of other directors and employees.

6. Secretary and Minutes

The Secretary of the Committee shall be the Company Secretary. Minutes of each meeting are to be prepared and sent to the Committee members, and the Company's Directors who are not members of the Committee.

This Audit Committee Report is made in accordance with the resolution of the Board of Directors.

STATEMENT ON INTERNAL CONTROL

The Board's Responsibilities

In relation to internal control, pursuant to the requirements under the Malaysian Code on Corporate Governance for companies listed on the Bursa Malaysia Securities Berhad ("Bursa Securities"), the Board of Directors ("the Board") acknowledges their responsibility under the Bursa Securities Listing Requirements to: -

- Identify principal risks and ensure implementation of appropriate control measures to manage the risks.
- Review the adequacy and integrity of the internal control system and management information systems and systems for compliance with applicable laws, regulations, rules, directives and guidelines.

It should be noted that an internal control system is designed to manage risks rather than eliminate them, and can provide only reasonable but not absolute assurance against any material misstatement or loss.

The Board confirms that there is an ongoing risk management process established to identify, evaluate, and manage significant risks to effectively mitigate the risks that may impede the achievement of Genting Group of companies' ("the Group") business and corporate objectives. The Board reviews the process on a regular basis to ensure proper management of risks and measures are taken to mitigate any weaknesses in the control environment.

The Risk Management Process

The Group employs the Control Self-Assessment ("CSA") to formalise the risk management process at the business/operating unit level. With the CSA, departments/business areas of the Group are required to identify and evaluate controls within key functions/activities of their business processes. The risks to the Group's strategic objectives are assessed at the Group and individual company level.

The Risk and Business Continuity Management Committees ("RBCMCs") established at Genting Berhad ("GENT") and its principal subsidiaries are responsible for ensuring the effectiveness of the risk management process and implementation of risk management policies in their respective companies. The RBCMC of GENT comprises senior management of the Group and is chaired by the President and Chief Operating Officer of GENT, whereas the RBCMCs of the principal subsidiaries comprise their respective senior management headed by their respective Chief Financial Officers.

The key aspects of the risk management process are:-

- Business/Operations Heads undertake to update their risk profiles on a six monthly basis from the previous update and issue a letter of assurance to confirm that they have reviewed the risk profiles, risk reports and related business processes and are also monitoring the implementation of action plans.
- The risk profiles, control procedures and status of the action plans are reviewed on a regular basis by the Head -Risk Management with the Business/ Operations Heads.
- Management of the respective companies is provided with reports to enable them to review, discuss and monitor the risk profiles and implementation of action plans.
- On a quarterly basis the RBCMC of the respective companies meet to review status of risk reviews, the significant risks identified and the progress of the implementation of action plans. Consequently a risk management report summarizing the significant risks and/or status of action plans of the respective companies are presented quarterly to the respective Audit Committees for review, deliberation and recommendation for endorsement by the respective Boards of Directors.

The Internal Control Processes

The other key aspects of the internal control process are:-

- The Board and the Audit Committee meet every quarter to discuss matters raised by Management, Internal Audit and the external auditors on business and operational matters including potential risks and control issues.
- The Board has delegated the responsibilities to various committees established by the Board and Management of the holding company and subsidiaries to implement and monitor the Board's policies on controls.
- Delegation of authority including authorization limits at various levels of Management and those requiring the Board's approval are documented and designed to ensure accountability and responsibility.
- Internal procedures and policies are documented in manuals, which are reviewed and revised periodically to meet changing business, operational and statutory reporting needs.
- Performance and cash flow reports are provided to Management and the Group Executive Committee to facilitate review and monitoring of financial performance and cash flow position.
- Business/operating units present their annual budget, which includes the financial and operating targets, capital expenditure proposals and performance indicators for review by the Group Executive Committee and the Board.
- A half yearly review of the annual budget is undertaken by Management to identify and where appropriate, to address significant variances from the budget.

Some weaknesses in internal control were identified for the year under review but these are not deemed significant and hence have not been included in this statement, as these weaknesses have not materially impacted the business or operations of the Group. Nevertheless, measures have been or are being taken to address these weaknesses.

Business continuity management is regarded an integral part of the Group's risk management process. In this regard to minimise potential disruptions to business and operations either due to failure of critical IT systems and/or operational processes, some of the subsidiaries and key operating units have implemented business continuity plans while others are in the process of implementing them.

The Board in issuing this statement has taken into consideration the representations made by the Group's principal subsidiary and associated companies in respect of their state of internal control.

The Internal Audit Function

The Internal Audit Division ("Internal Audit") is responsible for undertaking regular and systematic review of the internal controls to provide the Audit Committee and the Board with sufficient assurance that the systems of internal control are effective in addressing the risks identified. Internal Audit functions independently of the activities they audit.

On a quarterly basis, Internal Audit submits audit reports and plan status for review and approval by the Audit Committee. Included in the reports are recommended corrective measures on risks identified, if any, for implementation by Management.

This Statement on Internal Control is made in accordance with the resolution of the Board of Directors.

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965

The Directors of GENTING BERHAD have pleasure in submitting their report together with their statement pursuant to Section 169(15) of the Companies Act, 1965 therein and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2009.

PRINCIPAL ACTIVITIES

The Company is principally an investment holding and management company.

The principal activities of the subsidiaries include leisure and hospitality, gaming and entertainment businesses, plantation, the generation and supply of electric power, property development and management, tours and travel related services, genomics research and development, investments and oil and gas exploration, development and production activities.

The principal activities of the associates include the generation and supply of electric power, resort, property investment and property development.

Details of the principal activities of the subsidiaries and associates are set out in Note 45 to the financial statements.

Apart from the above, there have been no other significant changes in the nature of the activities of the Group and of the Company during the financial year.

FINANCIAL RESULTS

	Group RM Million	Company RM Million
Profit before taxation	2,528.4	908.6
Taxation	(745.6)	(184.4)
Profit for the financial year	1,782.8	724.2

TREASURY SHARES

The shareholders of the Company had granted a mandate to the Company to repurchase its own shares at the Annual General Meeting of the Company held on 17 June 2009.

During the financial year, the Company repurchased 160,000 ordinary shares of 10 sen each of its issued share capital from the open market at an average price of RM4.62 per share. The share buy back transactions were financed by internally generated funds. As at 31 December 2009, the total number of shares purchased was 8,752,900 and held as treasury shares in accordance with the requirement of Section 67A of the Companies Act, 1965.

DIVIDENDS

Dividends paid by the Company since the end of the previous financial year were:

(i) a final dividend of 4.0 sen less 25% tax per ordinary share of 10 sen each amounting to RM110,860,406.89, in respect of the financial year ended 31 December 2008 was paid on 27 July 2009; and

(ii) an interim dividend of 3.0 sen less 25% tax per ordinary share of 10 sen each amounting to RM83,154,112.80, in respect of the financial year ended 31 December 2009 was paid on 26 October 2009.

The Directors recommend payment of a final dividend of 4.2 sen less 25% tax per ordinary share of 10 sen each in respect of the financial year ended 31 December 2009 to be paid to shareholders registered in the Register of Members on a date to be determined later by the Directors. Based on the issued shares (less treasury shares) of the Company as at the date of this report, the final dividend would amount to RM116.4 million.

RESERVES AND PROVISIONS

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

ISSUE OF SHARES, DEBENTURES AND SHARE OPTIONS

During the financial year, 1,027,000 new ordinary shares of 10 sen each fully paid at the subscription price of RM2.868 per share were issued by virtue of the exercise of options to take up unissued ordinary shares of the Company by executive employees pursuant to The Executive Share Option Scheme for Eligible Executives of Genting Berhad and its subsidiaries ("Scheme").

All the abovementioned ordinary shares rank pari passu with the then existing ordinary shares of the Company. These options were granted prior to the current financial year.

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

ISSUE OF SHARES, DEBENTURES AND SHARE OPTIONS (cont'd)

There were no issue of debentures during the financial year.

The following Options to take up unissued ordinary shares in the Company, which have been granted to executive employees of the Group as specified in the Scheme, were outstanding as at 31 December 2009:

Option Number	Option Expiry Date	Subscription Price per Share RM	No. of Unissued Shares
1/2002	11 August 2012	2.868	14,592,000
2/2002	11 August 2012	2.616	50,000
			14,642,000

(a) The expiry date of the Options on 11 August 2012 shall apply unless the Options have ceased by reason of non compliance by the grantee with the terms and conditions under which the Options were granted pursuant to the Scheme.

(b) (i) The Options granted can only be exercised by the Grantee in the third year from the Date of Offer and the number of new Shares comprised in the Options which a Grantee can subscribe for from the third year onwards shall at all times be subject to the following maximum:

Percentage of new Shares comprised in the Options exercisable each year from the Date of Offer

Year 1	Year 2	Year 3	Year 4	Year 5
-	-	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares

Year 6	Year 7	Year 8	Year 9	Year 10
12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% or balance of all options allotted

(ii) Any new Shares comprised in an Option which is exercisable in a particular year but has not been exercised in that year, can be exercised in subsequent years within the Option Period, subject to the Scheme remaining in force.

(iii) In the event that an Eligible Executive becomes a Grantee after the first year of the Scheme, the Grantee shall always observe the two-year incubation period and the Options granted can only be exercised in the third year from the Date of Offer subject to the maximum percentage of new Shares comprised in the Options exercisable as stipulated above.

(c) The persons to whom the Options have been issued have no right to participate by virtue of the Options in any share issue of any other company.

DIRECTORATE

The Directors who served since the date of the last report are:

Tan Sri Lim Kok Thay*
Tun Mohammed Hanif bin Omar
Tan Sri Mohd Amin bin Osman
Dato' Dr. R. Thillainathan
Mr Quah Chek Tin
Dato' Paduka Nik Hashim bin Nik Yusoff*
Tan Sri Dr. Lin See Yan*
Mr Chin Kwai Yoong

*Also members of the Remuneration Committee

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

DIRECTORATE (cont'd)

According to the Register of Directors' Shareholdings, the following persons who were Directors of the Company at the end of the financial year have interests in shares of the Company and Genting Malaysia Berhad (formerly known as Resorts World Bhd), a company which is 48.65% owned by the Company, Genting Plantations Berhad (formerly known as Asiatic Development Berhad) and Genting Singapore PLC, both of which are subsidiaries of the Company as set out below:

Interest in the Company

Shareholdings in which the Directors have direct interests	**1.1.2009**	**Acquired/ (Disposed)**	**31.12.2009**
	(Number of ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	10,369,000	-	10,369,000
Tun Mohammed Hanif bin Omar	101,000	-	101,000
Tan Sri Mohd Amin bin Osman	1,204,600	-	1,204,600
Mr Quah Chek Tin	5,000	-	5,000

Interest of Spouse/Child of the Directors *	**1.1.2009**	**Acquired/ (Disposed)**	**31.12.2009**
	(Number of ordinary shares of 10 sen each)		
Tan Sri Mohd Amin bin Osman	60,000	-	60,000
Dato' Dr. R. Thillainathan	295,000	-	295,000
Mr Quah Chek Tin	630,000	-	630,000

Share Option in the names of Directors	**1.1.2009**	**Offered/ (Exercised)**	**31.12.2009**
	(Number of unissued ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	2,500,000	-	2,500,000
Tun Mohammed Hanif bin Omar	1,555,000	-	1,555,000
Tan Sri Mohd Amin bin Osman	1,240,000	-	1,240,000
Dato' Dr. R. Thillainathan	610,000	-	610,000
Mr Quah Chek Tin	1,240,000	-	1,240,000

Interest in Genting Malaysia Berhad

Shareholdings in which the Directors have direct interests	**1.1.2009**	**Acquired/ (Disposed)**	**31.12.2009**
	(Number of ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	1,660,000	-	1,660,000
Tun Mohammed Hanif bin Omar	5,000	-	5,000
Tan Sri Mohd Amin bin Osman	540,000	-	540,000
Tan Sri Dr. Lin See Yan	450,000	-	450,000
Mr Quah Chek Tin	5,000	-	5,000

Interest of Spouse/Child of a Director *	**1.1.2009**	**Acquired/ (Disposed)**	**31.12.2009**
	(Number of ordinary shares of 10 sen each)		
Tan Sri Mohd Amin bin Osman	180,000	-	180,000

Share Option in the names of Directors	**1.1.2009**	**Offered/ (Exercised)**	**31.12.2009**
	(Number of unissued ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	2,340,000	-	2,340,000
Tun Mohammed Hanif bin Omar	2,185,000	-	2,185,000

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

DIRECTORATE (cont'd)

Interest in Genting Plantations Berhad

Shareholdings in which the Directors have direct interests	1.1.2009	Acquired/ (Disposed)	31.12.2009
	(Number of ordinary shares of 50 sen each)		
Tan Sri Lim Kok Thay	369,000	-	369,000
Tan Sri Mohd Amin bin Osman	989,000	-	989,000

Interest of Spouse/Child of the Directors*	1.1.2009	Acquired/ (Disposed)	31.12.2009
	(Number of ordinary shares of 50 sen each)		
Tan Sri Mohd Amin bin Osman	80,000	-	80,000
Dato' Dr. R. Thillainathan	10,000	-	10,000

Interest in Genting Singapore PLC ("GENS")

Shareholdings in which the Directors have direct interests	1.1.2009	Acquired/ (Disposed)	31.12.2009
	(Number of ordinary shares)		
Tan Sri Lim Kok Thay	198,000	39,600	237,600
Tan Sri Mohd Amin bin Osman	196,000	379,000	575,000
Dato' Dr. R. Thillainathan	-	669,000	669,000
Tan Sri Dr. Lin See Yan	45,000	5,000	50,000
Mr Quah Chek Tin	-	669,000	669,000

Interest of Spouse/Child of the Director*	1.1.2009	Acquired/ (Disposed)	31.12.2009
	(Number of ordinary shares)		
Tan Sri Mohd Amin bin Osman	8,400	-	8,400

Share Option in the names of Directors	1.1.2009	Offered/ (Exercised)	19.10.2009	Adjusted pursuant to the Rights Issue on 20.10.2009	Offered/ (Exercised)	31.12.2009
	(Number of unissued ordinary shares)					
Tan Sri Lim Kok Thay	5,658,536	-	5,658,536	5,941,463	-	5,941,463
Tun Mohammed Hanif bin Omar	1,131,707	-	1,131,707	1,188,292	-	1,188,292
Tan Sri Mohd Amin bin Osman	989,707	(283,000)	706,707	742,042	-	742,042
Dato' Dr. R. Thillainathan	1,697,560	-	1,697,560	1,782,438	(669,000)	1,113,438
Mr Quah Chek Tin	1,697,560	-	1,697,560	1,782,438	(669,000)	1,113,438
Dato' Paduka Nik Hashim bin Nik Yusoff	989,707	-	989,707	1,039,192	-	1,039,192
Tan Sri Dr. Lin See Yan	1,131,707	-	1,131,707	1,188,292	-	1,188,292

Performance Shares in the name of a Director	Balance as at 1.1.2009	Awarded	Vested/ (Cancelled)	31.12.2009
	(Number of unissued ordinary shares)			
Tan Sri Lim Kok Thay	750,000#	750,000#	-	1,500,000#

Legend:

* Disclosure pursuant to Section 134(12) (c) of the Companies Act, 1965 as amended by the Companies (Amendment) Act 2007 which took effect on 15 August 2007.

\# Represents the right of the participant to receive ordinary shares, upon the participant satisfying the criteria set out in the Performance Share Scheme of GENS and upon satisfying such conditions as may be imposed.

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

DIRECTORATE (cont'd)

Apart from the above disclosures:

(a) the Directors of the Company do not have any other interests in shares in the Company and in shares in other related corporations of the Company either at the beginning or end of the financial year; and

(b) neither during nor at the end of the financial year, was the Company a party to any arrangement whose object is to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Since the end of the previous financial year, no Director of the Company has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by the Directors and the provision for Directors' retirement gratuities shown in the financial statements) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which he is a member or with a company in which he has a substantial financial interest except for any benefit which may be deemed to have arisen by virtue of the following transactions:

(i) A company in which Tan Sri Lim Kok Thay is a director and a substantial shareholder has appointed Genting Plantations (WM) Sdn Bhd (formerly known as Asiatic Plantations (WM) Sdn Bhd), a wholly owned subsidiary of Genting Plantations Berhad, which in turn is a 54.64% owned subsidiary of the Company to provide plantation advisory services.

(ii) A corporation in which Tan Sri Lim Kok Thay and his spouse are directors and which is wholly owned indirectly by them has rented its property to Genting Singapore PLC ("GENS"), an indirect 51.77% owned subsidiary of the Company.

(iii) A corporation which is owned by the family of Tan Sri Lim Kok Thay has been appointed by Resorts World at Sentosa Pte Ltd, an indirect wholly owned subsidiary of GENS to provide professional design consultancy and master-planning services for the Resorts World Sentosa integrated resort in Singapore.

(iv) Tan Sri Mohd Amin bin Osman has been retained by Genting Malaysia Berhad, a company which is 48.65% owned by the Company to provide advisory services.

(v) Transactions made by the Company or its related corporations with certain corporations referred to in Note 44 in which the nature of relationships of Tan Sri Lim Kok Thay are disclosed therein.

Dato' Dr. R. Thillainathan is due to retire by rotation at the forthcoming Annual General Meeting ("AGM") in accordance with Article 99 of the Articles of Association of the Company and he, being eligible, has offered himself for re-election.

Tun Mohammed Hanif bin Omar, Tan Sri Mohd Amin bin Osman, Dato' Paduka Nik Hashim bin Nik Yusoff and Tan Sri Dr. Lin See Yan will retire pursuant to Section 129 of the Companies Act, 1965 at the forthcoming AGM and that separate resolutions will be proposed for their re-appointment as Directors at the AGM under the provision of Section 129(6) of the said Act to hold office until the next AGM of the Company.

OTHER STATUTORY INFORMATION

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 allowances for doubtful debts, and satisfied themselves that all known bad debts had been written off and adequate allowance had been made for doubtful debts; and

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

At the date of this report, the Directors are not aware of any circumstances:

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

(ii) which would render the values attributed to the current assets in the financial statements of the Group or of the Company misleading;

(iii) which have arisen which render adherence to the existing methods of valuation of assets or liabilities in the financial statements of the Group and of the Company misleading or inappropriate; and

(iv) not otherwise dealt with in this report or in the financial statements of the Group and of the Company, that would render any amount stated in the respective financial statements misleading.

At the date of this report there does not exist:

(i) any charge on the assets of the Group or of the Company that 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 that has arisen since the end of the financial year.

No contingent or other liability of the Group or of the Company has become enforceable, or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the Directors, will or may substantially affect the ability of the Group or of the Company to meet their obligations as and when they fall due.

In the opinion of the Directors:

(i) the results of the operations of the Group and of the Company for the financial year have not been substantially affected by any item, transaction or event of a material and unusual nature except for those disclosed in the financial statements; 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 and of the Company for the financial year in which this report is made.

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

STATEMENT BY DIRECTORS PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965

In the opinion of the Directors, the financial statements set out on pages 56 to 118 are drawn up so as to give a true and fair view of the state of affairs of the Group and of the Company as at 31 December 2009 and of the results and the cash flows of the Group and of the Company for the financial year ended on that date in accordance with the MASB Approved Accounting Standards in Malaysia for Entities Other Than Private Entities and comply with the provisions of the Companies Act, 1965.

AUDITORS

The auditors, PricewaterhouseCoopers, have expressed their willingness to continue in office.

On behalf of the Board,

TAN SRI LIM KOK THAY
Chairman and Chief Executive

TUN MOHAMMED HANIF BIN OMAR
Deputy Chairman

Kuala Lumpur
25 February 2010

INCOME STATEMENTS

for the Financial Year Ended 31 December 2009

Amounts in RM million unless otherwise stated

		Group		Company	
	Note(s)	**2009**	2008	**2009**	2008
Revenue	5 & 6	**8,893.6**	9,082.5	**819.2**	806.0
Cost of sales	7	**(5,341.1)**	(5,537.9)	**(69.1)**	(59.0)
Gross profit		**3,552.5**	3,544.6	**750.1**	747.0
Other income					
- net gain on disposal/deemed disposal/dilution of shareholdings		**33.0**	45.1	**213.3**	31.3
- others		**244.5**	373.3	**57.2**	269.0
Selling and distribution costs		**(115.1)**	(97.1)	**-**	-
Administration expenses		**(605.3)**	(370.3)	**(16.7)**	(16.2)
Other expenses	8				
- impairment losses		**(157.0)**	(1,178.0)	**(10.8)**	(107.6)
- others		**(183.2)**	(387.7)	**(10.8)**	(26.8)
		2,769.4	1,929.9	**982.3**	896.7
Finance cost		**(261.4)**	(269.4)	**(73.7)**	(60.3)
Share of results in jointly controlled entities		**(22.1)**	(1.6)	**-**	-
Share of results in associates		**42.5**	75.9	**-**	-
Profit before taxation	5, 9,10 & 11	**2,528.4**	1,734.8	**908.6**	836.4
Taxation	12	**(745.6)**	(751.4)	**(184.4)**	(195.7)
Profit for the financial year		**1,782.8**	983.4	**724.2**	640.7
Attributable to:					
Equity holders of the Company		**1,044.3**	569.3	**724.2**	640.7
Minority interests		**738.5**	414.1	**-**	-
		1,782.8	983.4	**724.2**	640.7
Earnings per share for profit attributable to the equity holders of the Company:					
- basic (sen)	13	**28.26**	15.38		
- diluted (sen)	13	**28.13**	15.32		
Gross dividends per share (sen)	14	**7.2**	7.0		

BALANCE SHEETS

as at 31 December 2009

Amounts in RM million unless otherwise stated

	Note	Group 2009	Group 2008	Company 2009	Company 2008
ASSETS					
Non-Current Assets					
Property, plant and equipment	15	**16,450.0**	10,691.6	**4.4**	5.0
Land held for property development	16	**582.4**	579.9	**-**	-
Investment properties	17	**25.1**	26.0	**-**	-
Plantation development	18	**650.4**	518.3	**-**	-
Leasehold land use rights	19	**1,902.4**	1,850.9	**-**	-
Intangible assets	20	**3,914.1**	3,523.1	**-**	-
Exploration costs	21	**420.6**	420.0	**-**	-
Subsidiaries	22	**-**	-	**8,278.3**	6,527.9
Amounts due from subsidiaries	22	**-**	-	**967.2**	931.7
Jointly controlled entities	23	**52.1**	71.2	**-**	-
Associates	24	**672.8**	622.1	**-**	-
Available-for-sale financial asset	25	**1,270.1**	415.0	**-**	-
Other long term investments	26	**681.0**	435.2	**-**	-
Long term receivables	29	**239.5**	102.4	**-**	-
Deferred tax assets	27	**94.0**	61.7	**9.2**	7.4
		26,954.5	19,317.4	**9,259.1**	7,472.0
Current Assets					
Property development costs	16	**45.0**	54.0	**-**	-
Inventories	28	**387.1**	376.1	**-**	-
Trade and other receivables	29	**977.0**	951.8	**0.7**	0.7
Current tax assets		**119.7**	138.1	**19.2**	19.2
Amounts due from subsidiaries	22	**-**	-	**411.3**	527.9
Amounts due from jointly controlled entities	23	**13.5**	11.3	**-**	-
Restricted cash	31	**297.5**	135.4	**-**	-
Short term investments	30	**3,231.1**	2,529.4	**448.1**	284.8
Bank balances and deposits	31	**11,475.6**	6,937.2	**126.8**	25.5
		16,546.5	11,133.3	**1,006.1**	858.1
Total Assets		**43,501.0**	30,450.7	**10,265.2**	8,330.1
EQUITY AND LIABILITIES					
Equity Attributable To Equity Holders Of The Company					
SHARE CAPITAL	32	**370.5**	370.4	**370.5**	370.4
TREASURY SHARES	33	**(43.0)**	(42.3)	**(43.0)**	(42.3)
RESERVES	34	**13,559.6**	12,113.9	**7,379.4**	6,846.3
		13,887.1	12,442.0	**7,706.9**	7,174.4
Minority Interests		**11,825.3**	8,971.4	**-**	-
Total Equity		**25,712.4**	21,413.4	**7,706.9**	7,174.4
Non-Current Liabilities					
Long term borrowings	35	**12,659.5**	5,414.3	**-**	-
Amounts due to subsidiaries	22	**-**	-	**2,438.3**	1,041.1
Deferred tax liabilities	27	**1,307.9**	1,226.6	**-**	-
Provisions	36	**123.6**	103.1	**54.1**	49.0
Other liabilities	37	**261.5**	87.7	**-**	-
		14,352.5	6,831.7	**2,492.4**	1,090.1
Current Liabilities					
Trade and other payables	38	**2,381.9**	1,512.2	**19.8**	16.6
Amounts due to subsidiaries	22	**-**	-	**16.3**	16.8
Amount due to a jointly controlled entity	23	**2.3**	-	**-**	-
Short term borrowings	35	**852.5**	442.3	**-**	-
Taxation		**199.4**	251.1	**29.8**	32.2
		3,436.1	2,205.6	**65.9**	65.6
Total Liabilities		**17,788.6**	9,037.3	**2,558.3**	1,155.7
Total Equity And Liabilities		**43,501.0**	30,450.7	**10,265.2**	8,330.1
NET ASSETS PER SHARE		**RM3.76**	RM3.37		

The notes set out on pages 64 to 118 form part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY

for the Financial Year Ended 31 December 2009

Amounts in RM million unless otherwise stated

	Attributable to equity holders of the Company									
		← Non–Distributable →								
Group	**Share Capital**	**Share Premium**	**Revaluation Reserve**	**Fair Value Reserve**	**Reserve on Exchange Differences**	**Retained Earnings**	**Treasury Shares**	**Total**	**Minority Interests**	**Total Equity**
At 1 January 2009	**370.4**	**1,152.1**	**303.4**	**-**	**(397.0)**	**11,055.4**	**(42.3)**	**12,442.0**	**8,971.4**	**21,413.4**
Foreign exchange differences recognised directly in equity	-	-	-	-	173.9	-	-	173.9	167.6	341.5
Available-for-sale financial asset - fair value movement	-	-	-	432.0	-	-	-	432.0	455.9	887.9
Changes in share of associate's reserves	-	-	-	-	-	0.4	-	0.4	-	0.4
Others	-	-	(0.7)	-	-	(3.5)	-	(4.2)	(3.5)	(7.7)
Net (expenses)/income recognised directly in equity	-	-	(0.7)	432.0	173.9	(3.1)	-	602.1	620.0	1,222.1
Profit for the financial year	-	-	-	-	-	1,044.3	-	1,044.3	738.5	1,782.8
Total recognised income and expense for the year	-	-	(0.7)	432.0	173.9	1,041.2	-	1,646.4	1,358.5	3,004.9
Effects arising from changes in composition of the Group recognised in the income statement	-	-	-	-	-	-	-	-	143.1	143.1
Effects of share-based payment	-	-	-	-	-	-	-	-	28.8	28.8
Effects of issue of shares by subsidiaries	-	-	-	-	-	(9.6)	-	(9.6)	1,697.5	1,687.9
Issue of shares	0.1	2.9	-	-	-	-	-	3.0	-	3.0
Buy-back of shares	-	-	-	-	-	-	(0.7)	(0.7)	(63.6)	(64.3)
Dividend paid to minority shareholders	-	-	-	-	-	-	-	-	(310.4)	(310.4)
Appropriation:										
Final dividend paid for financial year ended 31 December 2008 (4.0 sen less 25% income tax)	-	-	-	-	-	(110.9)	-	(110.9)	-	(110.9)
Interim dividend paid for financial year ended 31 December 2009 (3.0 sen less 25% income tax)	-	-	-	-	-	(83.1)	-	(83.1)	-	(83.1)
Balance at 31 December 2009	**370.5**	**1,155.0**	**302.7**	**432.0**	**(223.1)**	**11,893.0**	**(43.0)**	**13,887.1**	**11,825.3**	**25,712.4**

STATEMENTS OF CHANGES IN EQUITY (cont'd)

for the Financial Year Ended 31 December 2009

Amounts in RM million unless otherwise stated

	Attributable to equity holders of the Company									
		← Non–Distributable →								
Group	**Share Capital**	**Share Premium**	**Revaluation Reserve**	**Fair Value Reserve**	**Reserve on Exchange Differences**	**Retained Earnings**	**Treasury Shares**	**Total**	**Minority Interests**	**Total Equity**
At 1 January 2008	370.4	1,151.4	305.6	170.3	(143.0)	10,507.5	(7.2)	12,355.0	9,182.3	21,537.3
Foreign exchange differences recognised directly in equity	-	-	-	-	(230.4)	-	-	(230.4)	(261.8)	(492.2)
Effects arising from changes in composition of the Group recognised directly in equity	-	-	-	-	(23.6)	184.6	-	161.0	72.3	233.3
Available-for-sale financial asset										
- effects of shareholding movement	-	-	-	(1.0)	-	-	-	(1.0)	1.0	-
- fair value movement	-	-	-	(547.8)	-	-	-	(547.8)	(583.2)	(1,131.0)
Changes in share of associate's reserves	-	-	-	-	-	0.7	-	0.7	-	0.7
Others	-	-	(2.2)	-	-	(6.9)	-	(9.1)	(7.7)	(16.8)
Net (expenses)/income recognised directly in equity	-	-	(2.2)	(548.8)	(254.0)	178.4	-	(626.6)	(779.4)	(1,406.0)
Profit for the financial year	-	-	-	-	-	569.3	-	569.3	414.1	983.4
Impairment loss charged to income statement	-	-	-	378.5	-	-	-	378.5	403.0	781.5
Total recognised income and expense for the year	-	-	(2.2)	(170.3)	(254.0)	747.7	-	321.2	37.7	358.9
Effects arising from changes in composition of the Group recognised in the income statement	-	-	-	-	-	-	-	-	35.4	35.4
Effects of share-based payment	-	-	-	-	-	-	-	-	5.3	5.3
Effects of issue of shares by subsidiaries	-	-	-	-	-	-	-	-	155.0	155.0
Issue of shares	-	0.7	-	-	-	-	-	0.7	-	0.7
Buy-back of shares	-	-	-	-	-	-	(35.1)	(35.1)	(120.5)	(155.6)
Dividend paid to minority shareholders	-	-	-	-	-	-	-	-	(323.8)	(323.8)
Appropriation:										
Final dividend paid for financial year ended 31 December 2007 (4.3 sen less 26% income tax)	-	-	-	-	-	(117.7)	-	(117.7)	-	(117.7)
Interim dividend paid for financial year ended 31 December 2008 (3.0 sen less 26% income tax)	-	-	-	-	-	(82.1)	-	(82.1)	-	(82.1)
Balance at 31 December 2008	370.4	1,152.1	303.4	-	(397.0)	11,055.4	(42.3)	12,442.0	8,971.4	21,413.4

STATEMENTS OF CHANGES IN EQUITY (cont'd)

for the Financial Year Ended 31 December 2009

Amounts in RM million unless otherwise stated

		← Non- →	←Distributable→		
		Distributable			
Company	**Share Capital**	**Share Premium**	**Retained Earnings**	**Treasury Shares**	**Total**
At 1 January 2009	**370.4**	**1,152.1**	**5,694.2**	**(42.3)**	**7,174.4**
Issue of shares (see Note 32)	**0.1**	**2.9**	**-**	**-**	**3.0**
Buy-back of shares	**-**	**-**	**-**	**(0.7)**	**(0.7)**
Profit for the financial year	**-**	**-**	**724.2**	**-**	**724.2**
Appropriation:					
Final dividend paid for financial year ended 31 December 2008 (4.0 sen less 25% income tax)	**-**	**-**	**(110.9)**	**-**	**(110.9)**
Interim dividend paid for financial year ended 31 December 2008 (3.0 sen less 25% income tax)	**-**	**-**	**(83.1)**	**-**	**(83.1)**
Balance at 31 December 2009	**370.5**	**1,155.0**	**6,224.4**	**(43.0)**	**7,706.9**
Company					
At 1 January 2008	370.4	1,151.4	5,253.3	(7.2)	6,767.9
Issue of shares (see Note 32)	-	0.7	-	-	0.7
Buy-back of shares	-	-	-	(35.1)	(35.1)
Profit for the financial year	-	-	640.7	-	640.7
Appropriation:					
Final dividend paid for financial year ended 31 December 2007 (4.3 sen less 26% income tax)	-	-	(117.7)	-	(117.7)
Interim dividend paid for financial year ended 31 December 2008 (3.0 sen less 26% income tax)	-	-	(82.1)	-	(82.1)
Balance at 31 December 2008	370.4	1,152.1	5,694.2	(42.3)	7,174.4

CASH FLOW STATEMENTS

for the Financial Year Ended 31 December 2009

Amounts in RM million unless otherwise stated

	Group		Company	
	2009	2008	**2009**	2008
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before taxation	**2,528.4**	1,734.8	**908.6**	836.4
Adjustments for:				
Depreciation and amortisation	**699.6**	641.2	**1.2**	1.0
Finance cost	**261.4**	269.4	**73.7**	60.3
Impairment losses	**157.0**	1,178.0	**10.8**	107.6
Net provision for retirement gratuities	**26.8**	6.4	**7.5**	2.7
Provision for share-based payment	**23.3**	4.0	**-**	-
Share of results in jointly controlled entities	**22.1**	1.6	**-**	-
Net allowance for doubtful debts	**10.0**	3.0	**-**	-
Property, plant and equipment ("PPE") written off	**2.2**	10.3	**-**	-
Net loss/(gain) on disposal of PPE and plantation development	**0.1**	5.1	**-**	(0.1)
Dividend income	**(0.5)**	(0.5)	**(244.1)**	(247.1)
Additional compensation arising from acquisition of freehold land	**(2.6)**	(2.5)	**-**	-
Net gain on disposal of land held for property development	**(2.9)**	-	**-**	-
Net bad debts (recovered)/written off	**(7.7)**	52.2	**-**	-
Net unrealised exchange (gain)/loss	**(11.8)**	52.7	**0.8**	3.5
Net (write-back of)/allowance for diminution in value of investments	**(22.7)**	62.1	**-**	-
Investment income	**(24.5)**	-	**-**	-
Net (gain)/loss on disposal/dilution of shareholdings arising from:				
- deemed disposal	**(33.0)**	(45.1)	**-**	-
- others	**1.7**	1.4	**(213.3)**	(31.3)
Net gain on disposal of investments	**(37.3)**	(5.5)	**-**	-
Share of results in associates	**(42.5)**	(75.9)	**-**	-
Interest income	**(124.9)**	(215.5)	**(54.9)**	(58.4)
Net gain on disposal of investment property	**-**	(0.6)	**-**	-
Net gain on disposal of leasehold land use rights	**-**	(1.3)	**-**	-
Fair value gain on deemed distribution arising from investment in subsidiary	**-**	-	**-**	(207.6)
Waiver of amounts due by subsidiaries	**-**	-	**1.0**	19.4
Reversal of provision for contingent losses	**-**	-	**(2.3)**	(2.6)
Other non-cash items	**3.7**	2.6	**-**	-
	897.5	1,943.1	**(419.6)**	(352.6)
Operating profit before changes in working capital	**3,425.9**	3,677.9	**489.0**	483.8
Working capital changes:				
Property development costs	**11.1**	(23.1)	**-**	-
Inventories	**(10.6)**	(55.5)	**-**	-
Receivables	**(276.7)**	(324.8)	**-**	(0.1)
Payables	**223.0**	126.1	**3.2**	1.7
Amounts due from associates	**-**	0.1	**-**	-
Amounts due from jointly controlled entities	**(1.9)**	(9.1)	**-**	-
Amounts due to jointly controlled entities	**2.2**	-	**-**	-
Amounts due from subsidiaries	**-**	-	**8.7**	(4.7)
	(52.9)	(286.3)	**11.9**	(3.1)

CASH FLOW STATEMENTS (cont'd)

for the Financial Year Ended 31 December 2009

Amounts in RM million unless otherwise stated

	Group		Company	
	2009	2008	**2009**	2008
Cash generated from operations	**3,373.0**	3,391.6	**500.9**	480.7
Taxation paid	**(863.3)**	(885.8)	**(130.3)**	(134.5)
Payment of retirement gratuities and other provision	**(7.8)**	(11.7)	**(0.1)**	(4.7)
Advance membership fees	**0.6**	1.0	**-**	-
Taxation refund	**49.3**	23.0	**-**	-
	(821.2)	(873.5)	**(130.4)**	(139.2)
NET CASH FLOW FROM OPERATING ACTIVITIES	**2,551.8**	2,518.1	**370.5**	341.5
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of PPE	**(5,205.1)**	(2,500.2)	**(0.6)**	(0.5)
Purchase of investments	**(949.6)**	(303.6)	**(1,776.3)**	(386.9)
Purchase of plantation development	**(92.8)**	(42.8)	**-**	-
Exploration cost incurred	**(79.8)**	(92.6)	**-**	-
Purchase of intangible assets	**(48.8)**	(77.8)	**-**	-
Purchase of leasehold land use rights	**(23.5)**	(6.2)	**-**	-
Investment in associates	**(10.0)**	(8.7)	**-**	-
Costs incurred on land held for property development	**(7.3)**	(2.8)	**-**	-
Acquisition of subsidiary *	**(6.8)**	(17.0)	**-**	-
Dividends received	**0.4**	0.4	**185.8**	182.8
Dividends received from associates	**2.6**	5.9	**-**	-
Proceeds from disposal of PPE and plantation development	**6.5**	44.9	**-**	0.1
Proceeds from disposal of land held for property development	**7.5**	-	**-**	-
Investment income received	**17.8**	-	**-**	-
Interest received	**123.0**	222.3	**8.7**	14.5
Proceeds from disposal of investments	**573.5**	18.1	**228.6**	-
Investment in jointly controlled entities	**-**	(60.8)	**-**	-
Purchase of investment properties	**-**	(0.1)	**-**	-
Proceeds from disposal of investment property	**-**	1.4	**-**	-
Proceeds from disposal of leasehold land use rights	**-**	2.5	**-**	-
Return of foreign subsidiary's shareholders' loan	**-**	14.7	**-**	-
Net proceeds from subsidiary's disposal of long term investment	**-**	179.1	**-**	-
Net repayment of advances by subsidiaries	**-**	-	**43.0**	-
Net advances to subsidiaries	**-**	-	**-**	(141.9)
NET CASH USED IN INVESTING ACTIVITIES	**(5,692.4)**	(2,623.3)	**(1,310.8)**	(331.9)

CASH FLOW STATEMENTS (cont'd)

for the Financial Year Ended 31 December 2009

Amounts in RM million unless otherwise stated

	Group		Company	
	2009	2008	**2009**	2008
CASH FLOWS FROM FINANCING ACTIVITIES				
Repayment of borrowings	**(2,131.4)**	(1,587.5)	**-**	-
Finance cost paid	**(412.3)**	(406.6)	**(10.2)**	(0.1)
Dividends paid to minority shareholders	**(310.4)**	(323.8)	**-**	-
Dividends paid	**(194.0)**	(199.8)	**(194.0)**	(199.8)
Buy-back of shares	**(80.7)**	(185.5)	**(0.7)**	(35.1)
Settlement and buy-back of Exchangeable Notes	**-**	(134.1)	**-**	-
Redemption of Zero Coupon Convertible Notes	**-**	(4.7)	**-**	-
Proceeds from issue of shares	**3.0**	0.7	**3.0**	0.7
Proceeds from issue of Medium Term Notes	**1,450.0**	-	**-**	-
Proceeds from issue of shares to minority shareholders	**1,689.6**	11.0	**-**	-
Proceeds from bank borrowings	**8,183.6**	2,663.3	**-**	-
Repayment of borrowing to subsidiary	**-**	-	**-**	(9.2)
Borrowings from subsidiaries	**-**	-	**1,407.6**	-
NET CASH FLOW FROM FINANCING ACTIVITIES	**8,197.4**	(167.0)	**1,205.7**	(243.5)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	**5,056.8**	(272.2)	**265.4**	(233.9)
CASH AND CASH EQUIVALENTS AT BEGINNING OF FINANCIAL YEAR	**9,303.3**	9,312.2	**310.3**	544.2
EFFECT OF CURRENCY TRANSLATION	**32.5**	263.3	**(0.8)**	-
CASH AND CASH EQUIVALENTS AT END OF FINANCIAL YEAR	**14,392.6**	9,303.3	**574.9**	310.3
ANALYSIS OF CASH AND CASH EQUIVALENTS				
Bank balances and deposits (see Note 31)	**11,475.6**	6,937.2	**126.8**	25.5
Money market instruments (see Note 30)	**2,917.0**	2,366.1	**448.1**	284.8
	14,392.6	9,303.3	**574.9**	310.3

a) ANALYSIS OF THE ACQUISITION OF SUBSIDIARY

Fair values of net assets acquired and net cash outflow on acquisition of subsidiary as disclosed in Note 42 (a) are analysed as follows:

	2009
Leasehold land use rights	**(17.2)**
Property, plant and equipment	**(0.2)**
Other receivables	**(0.1)**
Cash and bank balances	**(0.3)**
Other payables	**1.3**
Minority interests	**8.7**
Identifiable net assets acquired	**(7.8)**
Less: Other direct costs payable related to the acquisition	**0.7**
Cost of acquisition paid *	**(7.1)**
Less: Cash and bank balances acquired	**0.3**
Net cash outflow on acquisition of subsidiary	**(6.8)**
* Analysed as follows:	
Purchase consideration settled in cash for subscribing of shares	**(0.2)**
Other direct costs related to the acquisition settled in cash	**(6.9)**
	(7.1)

The GENP Group has completed its purchase price allocation exercise on the acquisition of the above subsidiary and has accounted for the fair value adjustments on 19 March 2009 accordingly.

The revenue and net loss of the acquired subsidiary included in the consolidated income statement of the GENP Group for the period from 19 March 2009 to 31 December 2009 amounted to Nil and RM96,000 respectively. Had the acquisition taken effect on 1 January 2009, the revenue and net loss of the acquired subsidiary included in the consolidated income statement of the GENP Group would be Nil and RM96,000 respectively. These amounts have been calculated using the Group's accounting policies.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2009

Amounts in RM million unless otherwise stated

1. PRINCIPAL ACTIVITIES

The Company is principally an investment holding and management company.

The principal activities of the subsidiaries include leisure and hospitality, gaming and entertainment businesses, plantation, the generation and supply of electric power, property development and management, tours and travel related services, genomics research and development, investments and oil and gas exploration, development and production activities.

The principal activities of the associates include the generation and supply of electric power, resort, property investment and property development.

Details of the principal activities of the subsidiaries and associates are set out in Note 45 to the financial statements.

There have been no significant changes in the nature of the activities of the Group and of the Company during the financial year.

2. BASIS OF PREPARATION

The financial statements of the Group and the Company have been prepared in accordance with and comply with Financial Reporting Standards ("FRS"), the Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards in Malaysia for Entities Other Than Private Entities and the provisions of the Companies Act, 1965. The bases of measurement applied to assets and liabilities include cost, amortised cost, lower of cost and net realisable value, revalued amount and fair value.

The preparation of financial statements in conformity with FRS and the provisions of the Companies Act, 1965 requires the Directors to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported financial year. It also requires Directors to exercise their judgements in the process of applying the Company's accounting policies. Although these judgements and estimates are based on Directors' best knowledge of current events and actions, actual results could differ from those judgements and estimates.

Judgements and estimations

In the process of applying the Group's accounting policies, management makes judgements and estimates that can significantly affect the amount recognised in the financial statements. These judgements and estimates include:

i) Provision for taxation

The Group is subject to income taxes in numerous jurisdictions in which the Group operates. Significant judgement is required in determining the provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for tax based on estimates of assessment of the tax liability due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

ii) Exploration costs

Exploration cost is accounted for in accordance with the full cost method. Under this method, all costs relating to the exploration activities are capitalised when incurred.

Exploration cost is written off to the income statement when:

- it is determined that further exploration activities will not yield commercial quantities of reserves, no further exploration drilling is planned and there is no existing production in the block or field; or
- the petroleum contract has expired or is surrendered.

In making decisions about whether to continue to capitalise exploration drilling costs, it is necessary to make judgements about the satisfaction of the above conditions after technical, commercial and management reviews. The Group is committed to continue exploring and developing these interests.

The Group decided not to proceed with further exploration work on one of the Group's oil and gas projects during the current financial year and consequently, capitalised costs of RM75.7 million were charged out to the Income Statement and recognised as impairment loss.

iii) Impairment of intangible assets and property, plant and equipment

The Group tests intangible assets for impairment annually in accordance with its accounting policy. The calculations require the use of estimates as set out in Note 20.

The Group recognised impairment loss on property, plant and equipment as set out in Note 15.

iv) Impairment of Available-for-sale financial asset

The Group had accounted for its investment in Genting Hong Kong Limited (formerly known as Star Cruises Limited) ("Genting HK") as an "Available-for-sale financial asset" ("AFS") in compliance with FRS 139: Financial Instrument: Recognition and Measurement, which is measured at its fair value based on Genting HK's quoted share prices. Any gain or loss arising from a change in the fair value of the AFS has been recognised directly in equity, through the statement of changes in equity.

Pursuant to paragraph 61 of FRS 139, a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost is objective evidence of impairment. Consequently, the fair value loss of RM30.4 million in the investment in Genting HK is recognised as an impairment loss in the income statement. The fair value of RM30.4 million represents the decline in Genting HK's share price to USD0.08 per share as at 31 March 2009 from the Group's carrying value of USD0.085 per share as at 31 December 2008.

Subsequently, Genting HK's share price rose to USD0.26 per share as at 31 December 2009 from the Group's carrying value of USD0.08 per share as at 31 March 2009. Consequently, the Group share of this fair value gain of RM432.0 million in the investment in Genting HK was recognised directly in equity through the statement of changes in equity.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

2. BASIS OF PREPARATION (cont'd)

Judgements and estimations (cont'd)

v) Impairment of long term investment

In August 2009, Walker Digital Gaming, LLC ("WDG") restructured its business operations. Arising from this, the Group reviewed its long term investment in WDG for potential impairment. Consequently, an impairment loss of RM48.6 million, which is the excess of the carrying value over the recoverable amount, has been charged to the Income Statement.

The recoverable amount was determined based on the value in use ("VIU") calculation. The key assumptions used for VIU calculation include:

No. of financial years projected	10 years
Growth rate	1%
Discount rate	15%

The discount rate used is assumed to reflect specific risks relating to the relevant industries. If the discount rate used is 1% lower with all other variables being held constant, the impairment for the GENM Group will be lower by RM24.3 million. If the discount rate used is 1% higher with all other variables being held constant, the impairment loss for the GENM Group will be higher by RM17.3 million.

Standards, amendments to published standards and interpretations to existing standards that are applicable and effective

There are no new accounting standards, amendments to published standards and interpretations to existing standards that are applicable for the Group and Company's financial year ended 31 December 2009.

Accounting policies adopted by the Group and the Company have been applied consistently in dealing with items that are considered material in relation to the financial statements, unless otherwise stated.

Standards, amendments to published standards and interpretations to existing standards that are not yet effective and have not been early adopted

The new standards, amendments and IC Interpretations that are applicable to the Group and the Company, but which the Group and the Company have not early adopted, are as follows:

- Revised FRS 3 "Business Combinations" (effective prospectively from 1 July 2010). The revised standard continues to apply the acquisition method to business combinations, with some significant changes. For example, all payments to purchase a business are to be recorded at fair value at the acquisition date, with contingent payments classified as debt subsequently re-measured through the income statement. There is a choice on an acquisition-by-acquisition basis to measure the non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets. All acquisition-related costs should be expensed. The Group will apply this revised standard prospectively from 1 January 2011.

- FRS 8 "Operating Segments" (effective for annual period beginning on or after 1 July 2009) replaces FRS 114_{2004} Segment Reporting. The new standard requires a 'management approach', under which segment information is reported in a manner that is consistent with the internal reporting provided to the chief operating decision-maker. Prior year comparatives must be restated. The Group will apply this standard from financial periods beginning on 1 January 2010. It is envisaged that more details will be available and reported in a manner that is more consistent with the internal management reporting.

- Revised FRS 101 "Presentation of Financial Statements" (effective from 1 January 2010). The revised standard prohibits the presentation of items of income and expenses (that is, "non-owner changes in equity") in the statement of changes in equity, requiring "non-owner changes in equity" to be presented separately from owner changes in equity. All non-owner changes in equity are required to be shown in a performance statement, but entities can choose whether to present one performance statement (the statement of comprehensive income) or two statements (the income statement and statement of comprehensive income). Where entities restate or reclassify comparative information, they will be required to present a restated balance sheet as at the beginning of the comparative period in addition to the current requirement to present balance sheets at the end of the current period and comparative period. The Group will apply revised FRS 101 from 1 January 2010.

- FRS 123 "Borrowing Costs" (effective from 1 January 2010). The standard replaces FRS 123_{2004} and requires an entity to capitalise borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset (one that takes a substantial period of time to get ready for use or sale) as part of the cost of that asset. The option of immediately expensing those borrowing cost is removed. There is no impact to the Group as the Group is currently capitalising its borrowing costs on qualifying assets.

- Amendments to FRS 1 "First Time Adoption of Financial Reporting Standards" and FRS 127 "Consolidated and Separate Financial Statements: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate" (effective from 1 January 2010). The amendments allow first-time adopters to use a deemed cost of either fair value or the carrying amount under previous accounting practice to measure the initial cost of investments in subsidiaries, jointly controlled entities and associates in the separate financial statements. The amendments also remove the definition of the cost method from FRS 127 and require investors to present dividends as income in the separate financial statements.

- Amendments to FRS 2 "Share-based Payment – Vesting Conditions and Cancellations" (effective from 1 January 2010). The amendments deal with vesting conditions and cancellations. It clarifies that vesting conditions are service conditions and performance conditions only. Other features of a share-based payment are not vesting conditions. These features would need to be included in the grant date fair value for transactions with employees and others providing similar services; they would not impact the number of awards expected to vest or valuation thereof subsequent to grant date. All cancellations, whether by the entity or by other parties, should receive the same accounting treatment.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

2. BASIS OF PREPARATION (cont'd)

Standards, amendments to published standards and interpretations to existing standards that are not yet effective and have not been early adopted (cont'd)

- Revised FRS 127 "Consolidated and Separate Financial Statements" (effective prospectively from 1 July 2010). The revised standard requires the effects of all transactions with non-controlling interests to be recorded in equity if there is no change in control and these transactions will no longer result in goodwill or gains and losses. The standard also specifies the accounting when control is lost. Any remaining interest in the entity is re-measured to fair value, and a gain or loss is recognised in profit or loss. The Group will apply this revised standard prospectively from 1 January 2011.

- Amendments to FRS 132 "Financial Instruments: Presentation" and FRS 101 (as revised in 2009) "Presentation of Financial Statements – Puttable Financial Instruments and Obligations Arising on Liquidation" (effective from 1 January 2010). The amendments require entities to classify puttable financial instruments and instruments that impose on the entity an obligation to deliver to another party a pro rata share of the net assets of the entity only on liquidation as entity if they have particular features and meet specific conditions.

- IC Interpretation 10 "Interim Financial Reporting and Impairment" (effective from 1 January 2010). IC Interpretation 10 prohibits the impairment losses recognised in an interim period on goodwill and investments in equity instruments and in financial assets carried at cost to be reversed at a subsequent balance sheet date.

- IC Interpretation 11 "FRS 2 – Group and Treasury Share Transactions" (effective from 1 January 2010). IC Interpretation 11 provides guidance on whether share-based transactions involving treasury shares or involving group entities should be accounted for as equity-settled or cash-settled share-based payment transactions in the stand-alone accounts of the parent and group companies.

- IC Interpretation 13 "Customer Loyalty Programmes" (effective from 1 January 2010). IC Interpretation 13 clarifies that where goods or services are sold together with a customer loyalty incentive (for example, loyalty points or free products), the arrangement is a multiple-element arrangement and the revenue in respect of consideration receivable from the customer is allocated between the components of the arrangement using fair values. The Group is currently assessing the impact of this interpretation on the financial statements.

- IC Interpretation 14 "FRS 119 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction" (effective from 1 January 2010). IC Interpretation 14 provides guidance on assessing the limit in FRS 119 on the amount of the surplus that can be recognised as an asset.

- IC Interpretation 15 "Agreements for Construction of Real Estates" (effective from 1 July 2010). IC Interpretation 15 clarifies whether FRS 118 "Revenue" or FRS 111 "Construction Contracts" should be applied to particular transactions. It is likely to result in FRS 118 being applied to a wider range of transactions. IC Interpretation 15 will result in a change in accounting policy for revenue recognition for property development activities of the Group from percentage of completion method to completion method where revenue can only be recognised when the Group has transferred control and the significant risks and rewards of ownership of the completed properties to the buyer. The Group will re-examine and, where applicable, retrospectively restate the revenue recognition for agreements that are in progress as at 1 January 2011 upon adoption of IC Interpretation 15.

- IC Interpretation 17 "Distribution of Non-cash Assets to Owners" (effective from 1 July 2010). IC Interpretation 17 provides guidance on accounting for arrangements whereby an entity distributes non-cash assets to shareholders either as a distribution of reserves or as dividends. FRS 5 has also been amended to require that assets are classified as held for distribution only when they are available for distribution in their present condition and the distribution is highly probable.

The above new standards, amendments and IC Interpretations are not expected to have any material impact on the Group's and Company's financial statements apart from IC Interpretation 13 which is currently under assessment.

The following standards will be effective for annual period beginning on or after 1 January 2010. The Group has applied the transitional provision in the respective standards which exempts entities from disclosing the possible impact arising from the initial application of the standard on the financial statements of the Group and Company.

- FRS 139 "Financial Instruments: Recognition and Measurement". The standard establishes the principles for recognition and measurement of financial assets, financial liabilities and some contracts to buy and sell non-financial items. Hedge accounting is permitted under strict circumstances. The amendments to FRS 139 provide further guidance on eligible hedged items. The amendment provides guidance for two situations. On the designation of a one-sided risk in a hedged item, the amendment concludes that a purchased option designated in its entirety as the hedging instrument of a one-sided risk will not be perfectly effective. The designation of inflation as a hedged risk or portion is not permitted unless in particular situations. The improvement to FRS 139 clarifies that the scope exemption in FRS 139 only applies to forward contracts but not options for business combinations that are firmly committed to being completed within a reasonable timeframe.

- FRS 7 "Financial Instruments: Disclosures". The standard provides information to users of financial statements about an entity's exposure to risks and how the entity manages those risks. The improvement FRS 7 clarifies that entities must not present total interest income and expense as a net amount within finance costs on the face of the income statement.

- IC Interpretation 9 "Reassessment of Embedded Derivatives". IC Interpretation 9 requires an entity to assess whether an embedded derivative is required to be separated from the host contract and accounted for as a derivative when the entity first becomes a party to the contract. Subsequent reassessment is prohibited unless there is a change in the terms of the contract that significantly modifies the cash flows that otherwise would be required under the contract, in which case reassessment is required.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

2. BASIS OF PREPARATION (cont'd)

The following amendments are part of the MASB's improvements project that are relevant and effective for annual periods beginning on or after 1 January 2010

- FRS 5 "Non-Current Assets Held for Sale and Discontinued Operations" clarifies the disclosures required when accounting for non-current assets (or disposal groups) that are classified as held for sale and discontinued operations.
- FRS 8 "Operating Segments" clarifies that entities will only need to disclose information about segment assets if that information is regularly reviewed by the chief operating decision maker.
- FRS 101 "Presentation of Financial Statements" (as revised in 2009) widens the scope of the standard to allow current/non-current classification of a derivative and clarifies how to classify the liability component of a convertible instrument.
- FRS 107 "Statement of Cash Flows" clarifies that only expenditure resulting in a recognised asset can be categorised as a cash flow from investing activities.
- FRS 108 "Accounting Policies, Changes in Accounting Estimates and Errors" clarifies the use of implementation guidance in the standard.
- FRS 110 "Events after the Reporting Period" confirms that dividends are liabilities when the company is obliged to pay.
- FRS 116 "Property, Plant and Equipment" clarifies how certain entities present the sale of assets held for rental.
- FRS 117 "Leases". The amendment does not require for the land and building elements of a lease of land and building to be considered separately for the purpose of lease classification. As a result, the amendment permits the prepaid lease payments to be classified as property, plant and equipment.
- FRS 118 "Revenue" replaces the term 'direct costs' with 'transaction costs' and clarifies the distinction between when an entity is acting as a 'principal' and an 'agent'.
- FRS 119 "Employee Benefits" clarifies the terms 'curtailments' and 'negative past service cost', changes the definition of 'return on plan assets' and replacement of term 'fall due'.
- FRS 120 "Accounting for Government Grants and Disclosures of Government Assistance" clarifies the accounting for government loans with a below-market rate of interest.
- FRS 123 "Borrowing Costs" changes the definition of borrowing costs.
- FRS 127 "Consolidated and Separate Financial Statements" clarifies the accounting for an investment in a subsidiary held for sale.
- FRS 128 "Investments in Associates", FRS 7 "Financial Instruments: Disclosure", FRS 132 "Financial Instruments: Disclosure and Presentation", FRS 131 "Interests in Joint Ventures" clarifies the accounting for an impairment on an investment in associate and only certain disclosures are required when investments in associates or interests in jointly controlled entities are accounted for at fair value through profit or loss.
- FRS 134 "Interim Financial Reporting" clarifies the presentation of earnings per share information.
- FRS 136 "Impairment of Assets" clarifies on the disclosure of estimates used to determine recoverable amount and that entities must assess their goodwill impairment within cash-generating units at or below the operating segment level.
- FRS 138 "Intangible Assets" clarifies:
  - the term 'as incurred' in relation to capitalised advertising and promotional costs;
  - that the unit of production method of amortisation is allowed;
  - that if two intangible assets which cannot be separated are acquired in a business combination, the entity should recognise them as one asset and measure them using a combined fair value; and
  - on how to determine the fair value of intangible assets acquired in a business combination.
- FRS 140 "Investment Property" clarifies the accounting for investment property held under lease and changes the accounting for property not yet used as investment property.

The above amendments are not expected to have any material impact on the Group's and Company's financial statements.

The following amendments are part of the MASB's improvements project that are relevant and effective for annual periods beginning on or after 1 July 2010

- FRS 2 "Share-based Payment" clarifies that the following transactions are outside the scope of FRS 2 and revised FRS 3:
  - contributions by a business on the formation of joint venture; and
  - common control transactions.
- FRS 5 "Non-current Asset Held for Sale and Discontinued Operations" clarifies how the assets and liabilities of a subsidiary are classified in the event of a plan to sell the controlling interest in a subsidiary.
- FRS 138 "Intangible Assets" clarifies that a group of complementary intangible assets acquired in a business combination is recognised as a single asset if the individual asset has similar useful lives.
- IC Interpretation 9 "Reassessment of Embedded Derivatives" clarifies which standard (revised FRS 3 or FRS 139) applies to contracts with embedded derivatives.
- IC Interpretation 16 "Hedges of a Net Investment in a Foreign Operation" clarifies that hedging instruments may be held anywhere within a group of entities.

The above amendments are not expected to have any material impact on the Group's and Company's financial statements.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

3. SIGNIFICANT ACCOUNTING POLICIES

Basis of Consolidation

Investments in subsidiaries are eliminated on consolidation while investments in jointly controlled entities and associates are accounted for by the equity method of accounting.

a) Subsidiaries

The consolidated financial statements include the audited financial statements of the Company and all its subsidiaries made up to the end of the financial year. Subsidiaries are those companies in which the Group has power to exercise control over the financial and operating policies so as to obtain benefits from their activities.

Subsidiaries are consolidated from the date on which effective control is transferred to the Group and are no longer consolidated from the date that control ceases. Subsidiaries are consolidated using the purchase method of accounting whereby the results of subsidiaries acquired or disposed of during the financial year are included from the date of acquisition up to the date when control ceases. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the Group's share of the fair value of the identifiable net assets of the subsidiary acquired at the date of acquisition is reflected as goodwill. See accounting policy note on treatment of goodwill.

Negative goodwill represents the excess of the fair value of the Group's share of the net assets acquired over the cost of acquisition and prior to 1 January 2006, the negative goodwill is credited to retained earnings in the year of acquisition. Negative goodwill arising from new acquisition on or after 1 January 2006, is recognised directly in the income statement.

All material intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless cost cannot be recovered. Where necessary, accounting policies for subsidiaries have been changed to ensure consistency with the policies adopted by the Group.

The gain or loss on disposal of a subsidiary is the difference between net disposal proceeds or market value and the Group's share of its net assets together with any balance of goodwill on acquisition and exchange differences which were not previously recognised in the consolidated income statement.

Minority interest is measured at the minorities' share of the fair value of the identifiable assets and liabilities of the acquiree as at the date of acquisition and the minorities' share of movements in the acquiree's net assets since that date.

b) Jointly Controlled Entities

Jointly controlled entities are corporations, partnerships or other entities over which there is contractually agreed sharing of control by the Group with one or more parties.

The Group's interests in jointly controlled entities are accounted for in the consolidated financial statements by the equity method of accounting. Equity accounting involves recognising the Group's share of the post acquisition results of jointly controlled entities in the income statement and its share of post acquisition movements within reserves in reserves. The Group's interest in jointly controlled entities is stated at cost net of goodwill written off, for acquisitions prior to 1 January 2004, plus adjustments to reflect changes in the Group's share of the net assets of the jointly controlled entities. The cumulative post acquisition movements are adjusted against the cost of the investment and includes goodwill on acquisition less impairment losses, where applicable. See accounting policy note on impairment of assets.

The Group recognises the portion of gains or losses on the sale of assets by the Group to the joint venture that is attributable to the other parties in the ventures. The Group does not recognise its share of profits or losses from the joint venture until it resells the assets to an independent party. However, if a loss on the transaction provides evidence of a reduction in the net realisable value of current assets or an impairment loss, the loss is recognised immediately.

Where necessary, in applying the equity method, adjustments have been made to the financial statements of jointly controlled entities to ensure consistency of accounting policies with those of the Group.

c) Associates

Associates are companies in which the Group exercises significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the associates but not control over those policies.

Investments in associates are accounted for by the equity method of accounting and are initially recognised at cost. Equity accounting involves recognising in the income statement the Group's share of the associates' results for the financial year. The Group's interest in associates is stated at cost net of goodwill written off, for acquisitions prior to 1 January 2004, plus adjustments to reflect changes in the Group's share of the net assets of the associates. Equity accounting is discontinued when the carrying amount of the investment in an associate reaches zero, unless the Group has incurred obligation or made payment on behalf of the associate.

The Group's investments in associates include goodwill (net of any accumulated impairment loss) identified on acquisition.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the assets transferred.

Where necessary, in applying the equity method, adjustments have been made to the financial statements of associates to ensure consistency of accounting policies with those of the Group.

Property, Plant and Equipment

Property, plant and equipment are tangible items that:

i) are held for use in the production or supply of goods or services, or for administrative purposes; and
ii) are expected to be used during more than one period.

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses except for certain properties which were revalued before 1998. In accordance with the transitional provision allowed by MASB upon first adoption of IAS 16, Property, Plant and Equipment, the valuation of these assets have not been updated, and they continue to be stated at their existing carrying amounts less accumulated depreciation, amortisation and impairment losses.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Property, Plant and Equipment (cont'd)

Cost includes expenditure that is directly attributable to the acquisition of the items.

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. All other repairs and maintenance are charged to the income statement during the financial period that they are incurred.

Freehold land and property, plant and equipment which are under construction are not depreciated. Depreciation on assets under construction commences when the assets are ready for their intended use.

The depreciable amount of an item of property, plant and equipment is determined as the difference between the cost less its residual value. The residual value is the estimated amount that the Group expects to obtain from disposal of the asset, after deducting the estimated cost of disposal, if the asset is already of the age and in the condition expected at the end of its useful life.

The Group depreciates other assets based on their consumption pattern and is applied separately to each significant component.

Depreciation on other assets is calculated using the straight-line method to allocate their cost or revalued amounts to their residual values over their estimated useful lives, as follows:

	Years
Buildings and improvements	2 – 50
Plant, equipment and vehicles	2 – 20

The assets' residual values and useful lives are reviewed annually and revised if appropriate.

Where an indication of impairments exists, the carrying amount of the asset is assessed and written down immediately to its recoverable amount. See accounting policy note on impairment of assets.

Gains and losses on disposals are determined by comparing proceeds with the carrying amounts and are included in the income statement. On disposal of revalued assets, amounts in the revaluation reserve relating to those assets are transferred to retained earnings.

Investment Properties

Investment properties consist of investments in land and buildings that are held for long term rental yield and/or for capital appreciation and are not occupied by the Group.

Investment in freehold land is stated at cost. Other investment properties are stated at cost less accumulated depreciation and impairment losses. Depreciation for other investment properties is calculated using the straight-line method to allocate their cost over their estimated economic lives as follows:

	Years
Buildings and improvements	5 - 50

Where an indication of impairment exists, the carrying amount of the asset is assessed and written down immediately to its recoverable amount. See accounting policy note on impairment of non-financial assets.

Gains and losses on disposal are determined by comparing net disposal proceeds with carrying amount and are included in the income statement.

Leasehold Land Use Rights

Leasehold land that normally has a finite economic life and title is not expected to pass to the lessee by the end of the lease term is treated as an operating lease. The payment made on entering into or acquiring a leasehold land is accounted as leasehold land use rights (referred to as prepaid lease payments in FRS 117, Leases) that are amortised over the lease term in accordance with the pattern of benefits provided.

The Group had previously classified the leasehold land use rights within its property, plant and equipment. On adoption of FRS 117, Leases, the Group treats such a lease as an operating lease, with the unamortised carrying amount classified as leasehold land use rights.

Plantation Development

Plantation development comprises cost of planting and development on oil palms and other plantation crops.

Cost of new planting and development of plantation crops are capitalised from the stage of land clearing up to the stage of maturity. The cost of new planting capitalised is not amortised. However, where the cost of new planting is incurred on leasehold land which has unexpired period shorter than the crop's economic life, the cost is amortised over the remaining period of the lease on a straight line basis.

Replanting expenditure is charged to the income statement in the financial year in which the expenditure is incurred.

Property Development Activities

a) Land Held for Property Development

Land held for property development consists of land on which no significant development work has been undertaken or where development activities are not expected to be completed within the normal operating cycle. Such land is classified as non-current asset and is stated at cost less accumulated impairment losses, if any.

Cost comprises cost of land and all related cost incurred on activities necessary to prepare the land for its intended use. Where the Group had previously recorded the land at revalued amount, it continues to retain this amount as its surrogate cost as allowed by $FRS201_{2004}$ Property Development Activities. Where an indication of impairment exists, the carrying amount of the asset is assessed and written down immediately to its recoverable amount. See accounting policy note on impairment of assets.

Land held for property development is transferred to property development costs and included under current assets when development activities have commenced and where the development activities can be completed within the normal operating cycle.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Property Development Activities (cont'd)

b) Property Development Costs

Property development costs comprise costs associated with the acquisition of land and all costs directly attributable to development activities or costs that can be allocated on a reasonable basis to these activities.

When the outcome of the development activity can be estimated reliably, property development revenue and expenses are recognised by using the percentage of completion method in respect of sales where agreements have been finalised. Under this method, profits are recognised as the property development activity progresses. The stage of completion is determined based on proportion of property development costs incurred for work performed up to the balance sheet date over the estimated total property development cost to completion.

When the 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 of recovery, and property development costs on the development units sold are recognised as an expense when incurred. Foreseeable losses, if any, arising when it is probable that total property development costs (including expected defect liability expenditure) will exceed total property development revenue, are recognised immediately in the income statement.

Property development costs not recognised as an expense is recognised as an asset and is stated at the lower of cost and net realisable value. Upon completion of development, the unsold completed development properties are transferred to inventories.

Where revenue recognised in the income statement exceeds billings to purchasers, the balance is shown as accrued billings under trade and other receivables (within current assets). Where billings to purchasers exceed revenue recognised in the income statement, the balance is shown as progress billings under trade and other payables (within current liabilities).

Available-For-Sale Financial Asset

Pursuant to paragraphs 18 and 19 of FRS 128, Investments in Associates, in the event the Group ceased to have significant influence over its associates, the Group shall discontinue the use of equity method from the date that it ceases to have significant influence over the associate and shall account for the investment in accordance with FRS 139, Financial Instruments: Recognition and Measurement, from that date.

The carrying amount of the investment at the date of recognition shall be regarded as its cost on initial measurement as an AFS. After the initial measurement, the Group measure the AFS at its fair values based on quoted prices in an active market.

Any gain or loss arising from a change in the fair value of the AFS is recognised directly in equity as Fair Value Reserve, except for impairment losses and foreign exchange gains and losses, if any, until the AFS is derecognised, at which time the cumulative gain or loss previously recognised in equity shall be recognised in income statement.

When a decline in the fair value of the AFS has been recognised directly in equity and there is objective evidence that the asset is impaired, the cumulative loss that had been recognised directly in equity shall be removed from Fair Value Reserve and recognised in income statement even though the AFS has not been derecognised. Impairment losses are incurred if and only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. The amount of cumulative loss is measured as the difference between the carrying amount and current fair value, less any impairment loss on that AFS previously recognised in income statement including any related foreign exchange component. Impairment losses recognised in the income statement on such amount are not subsequently reversed through income statement.

Investments

Investments in non-current investments other than investments in subsidiaries, jointly controlled entities, associates and available-for-sale financial assets are stated at cost and an allowance for diminution in value is made where, in the opinion of the Directors, there is a decline other than temporary in the value of such investments. Such a decline is recognised as an expense in the period in which it is identified.

Short term quoted investments are stated at the lower of cost and market value, determined on a portfolio basis by comparing aggregate cost against aggregate market value. Market value is calculated by reference to quoted selling prices at the close of business on the balance sheet date. Money market instruments are stated at the lower of cost and net realisable value.

On disposal of an investment, the difference between net disposal proceeds and its carrying amount is charged/credited to the income statement.

Intangible Assets

a) Goodwill

Goodwill represents the excess of the cost of acquisition over the Group's share of the fair value of the identifiable net assets of the subsidiaries at the date of acquisition. Goodwill is stated at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed.

Goodwill is allocated to cash-generating units for the purpose of annual impairment testing. The allocation is made to those cash generating units or groups of cash generating units that are expected to benefit from the business combination in which the goodwill arose.

b) Licences

Casino licences

The Group capitalises purchased casino licences. The amount capitalised is the difference between the price paid for a casino including the associated licence and the fair value of a similar property without a casino licence. Casino licences have indefinite useful lives as based on all relevant factors there is no foreseeable limit to the period over which the licences are expected to generate cash inflows. Each licence is reviewed annually for impairment and as such is stated at cost less any accumulated impairment losses.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Intangible Assets (cont'd)

Theme park licences

Theme park licences are initially recognised at cost and subsequently carried at cost less accumulated amortisation and accumulated impairment losses. Such cost is amortised using the straight line method over the shorter of its estimated useful life and periods of contractual right. The amortisation period and amortisation method are reviewed at each balance sheet date. The effects of any revision are recognised in the income statements when changes arise. Amortisation expense incurred during the construction period is capitalised as part of construction-in-progress. Where an indication of impairment exists, the carrying amount of licence is assessed and written down immediately to its recoverable amount.

c) Royalty

Royalty expenditure is stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated using the straight line method over the estimated useful lives, not exceeding a period of 20 years.

d) Trademark

Trademark is stated at cost less any accumulated impairment losses. Trademark has an indefinite useful life as it is maintained through continuous marketing and upgrading. See accounting policy on impairment of non-financial assets.

e) Rights

Acquired licences of independent power plant are stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated using the straight line method over the licensing agreement periods.

f) Research and Development Expenditure

Research expenditure is recognised as an expense when incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets when the following criteria are fulfilled:

(i) It is technically feasible to complete the intangible asset so that it will be available for use or sale;

(ii) Management intends to complete the intangible asset and use or sell it;

(iii) There is an ability to use or sell the intangible asset;

(iv) It can be demonstrated that the intangible asset will generate probable future economic benefits;

(v) Adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available; and

(vi) The expenditure attributable to the intangible asset during its development can be reliably measured.

Collaborations and alliances are maintained with third parties for provision of research and development expertise and capacity in genomics for the achievement of performance milestones. Milestones payments are capitalised to the extent that the capitalisation criteria in FRS 138 – Intangible Assets are met. Judgement is involved in determining whether amount paid meets the performance milestones so as to enable the amount to be capitalised as intangible assets.

Other development expenditures that do not meet these criteria are recognised as an expense when incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use or sale, on a straight-line basis over the estimated useful lives, not exceeding twenty years.

Intangible assets are tested for impairment annually, in accordance with FRS 136. See accounting policy note on impairment of non-financial assets.

Exploration Cost

Exploration cost is accounted for in accordance with the full cost method. Under this method, all costs relating to the exploration activities are capitalised when incurred. Exploration cost is written off to the income statement when:

– it is determined that further exploration activities will not yield commercial quantities of reserves, no further exploration drilling is planned and there is no existing production in the block or field; or

– the petroleum contract has expired or is surrendered.

Exploration cost is stated net of impairment loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost includes, where relevant, appropriate proportions of overheads and is determined on a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less costs of completion and selling expenses. The cost of unsold properties comprises cost associated with the acquisition of land, direct costs and an appropriate proportion of allocated costs attributable to property development activities.

Non-Current Assets Held for Sale

Non-current assets are classified as assets held for sale and stated at the lower of carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sale transaction rather than a continuing use.

Receivables

Receivables are carried at estimated realisable value. In estimating realisable value, an allowance is made for doubtful receivables based on a review of all outstanding amounts at the financial year end. Bad debts are written off to the income statement during the financial year in which they are identified.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Cash and Cash Equivalents

Cash and cash equivalents include cash and bank balances (net of bank overdrafts), deposits and other short term, highly liquid investments that are readily convertible to known amounts of cash and are subject to insignificant risk of changes in value. Bank overdrafts are included within short term borrowings in the current liabilities and money market instruments are included within short term investments in current assets in the balance sheet.

Finance Leases

Leases of property, plant and equipment where the Group assumes substantially all the benefits and risks of ownership are classified as finance leases. The Group adopts the following accounting policy in respect of accounting by a lessee.

Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased property and the present value of the minimum lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a periodic constant rate of interest on the balance outstanding. The corresponding rental obligations, net of finance charges, are included in borrowings. The interest element of the finance charge incurred on qualifying assets are capitalised until the assets are ready for their intended use after which such expense is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Property, plant and equipment acquired under finance leases is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Share Capital

Ordinary shares are classified as equity when there is no contractual obligation to deliver cash or other financial assets to another entity or to exchange financial assets or liabilities with another entity that are potentially unfavourable to the issuer.

Incremental costs directly attributable to the issue of new shares, options or for the acquisition of a business are shown in equity as a deduction, net of tax, from the proceeds.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

Treasury Shares

A purchase by the Company or its subsidiaries of its own equity shares is accounted for under the treasury stock method. Under this method, the shares repurchased and held as treasury shares is measured and carried at the cost of repurchase (including any directly attributable incremental external costs, net of tax) on initial recognition and subsequently. On presentation in the balance sheet, the carrying amount of the treasury shares is offset against equity. Where treasury shares are distributed as share dividends, the cost of the treasury shares is applied in the reduction of the share premium account or the distributable reserves, or both. Where treasury shares are reissued by re-sale in the open market, the difference between the sales consideration and the carrying amount of the treasury shares is shown as the movement in equity. As treasury shares, the rights attached as to voting, dividends and participation in other distribution are suspended.

Borrowings

Borrowings are recognised initially based on proceeds received. Subsequently, borrowings are stated at amortised cost using the effective interest method; any difference between the amount recorded as borrowings and the associated redemption value is recognised in the income statement over the period of the borrowings.

Costs incurred on borrowings to finance qualifying assets are capitalised until the assets are ready for their intended use after which such expenses are charged to the income statement. All other borrowing costs are charged to the income statement.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

Impairment of Non-Financial Assets

The carrying amounts of assets, with the exception of inventories, assets arising from construction contracts, deferred tax assets and financial assets (excluding investments in subsidiaries, jointly controlled entities and associates), are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If such indication exists, an impairment review is performed to assess whether the carrying amount of the asset is fully recoverable.

Irrespective of whether there is any indication of impairment, the Group also:

a) tests intangible assets with indefinite useful life for impairment annually by comparing its carrying amount with its recoverable amount.
b) tests goodwill acquired in a business combination for impairment annually.

Impairment loss is recognised when the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and its value in use, which is measured by reference to discounted future cash flows. Recoverable amounts are estimated for individual assets, or if it is not possible, for the cash generating unit.

An impairment loss is charged to the income statement, unless the asset is carried at revalued amount, in which case the impairment loss is used to reduce the revaluation surplus.

Assets other than goodwill that have suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

An impairment loss is reversed only to the extent of previously recognised impairment losses for the same asset unless the asset is carrying at revalued amount, in which case the reversal is treated as an increase to revaluation reserve. An impairment loss recognised for goodwill will not be reversed in a subsequent period.

Contingent Liabilities and Contingent Assets

The Group does not recognise a contingent liability but discloses its existence in the financial statements, except in a business combination. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. When a change in the probability of an outflow of economic resources occurs, so that the outflow is probable, it will then be recognised as a provision.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Contingent Liabilities and Contingent Assets (cont'd)

A contingent asset is a possible asset that arises from past events whose existence will be confirmed by uncertain future events beyond the control of the Group. The Group does not recognise contingent assets but discloses their existence where inflows of economic benefits are probable, but not virtually certain. When inflow of economic resources is virtually certain, the asset is recognised.

In the acquisition of subsidiaries by the Group under a business combination, the contingent liabilities assumed are measured initially at their fair value at the acquisition date, irrespective of the extent of any minority interest.

The Group recognises separately the contingent liabilities of the acquirees as part of allocating the cost of a business combination where the fair values can be measured reliably. Where the fair values cannot be measured reliably, the resulting effect will be reflected in the goodwill arising from the acquisitions.

Subsequent to the initial recognition, the Group measures the contingent liabilities that are recognised separately at the date of acquisition at the higher of the amount that would be recognised in accordance with the provisions of FRS 137 and the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with FRS 118.

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate can be made of the amount of the obligation.

Income Taxes

a) Current Taxation

Current taxation is determined according to the tax laws of each jurisdiction in which the Group operates and includes all taxes based upon the taxable income and is measured using the tax rates which are applicable at the balance sheet date.

b) Deferred Taxation

Deferred tax liabilities and/or assets are recognised, using liability method, on temporary differences between the carrying amounts of assets and liabilities in the financial statements and their related tax bases. However, deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the deferred tax assets can be utilised. Deferred tax liability in respect of asset revaluations is also recognised. Deferred tax liabilities and assets are measured at the tax rates that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax is recognised on temporary differences arising on investments in subsidiaries, jointly controlled entities and associates except where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Discontinued Operations

A discontinued operation is a component of the Group's business that represents a separate major line of business or geographical area of operations that has been disposed of or is held for sale, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. When an operation is classified as a discontinued operation, the comparative income statement is restated as if the operation had been discontinued from the start of the comparative period.

Employee Benefits

a) Short Term Employee Benefits

Short term employee benefits include wages, salaries, bonus, social security contributions and paid annual leave. These benefits are accrued when incurred and are measured on an undiscounted basis.

b) Post-Employment Benefits

Defined contribution plans

Post-employment benefits include defined contribution plans under which the Group pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods. These benefits are accrued when incurred.

c) Long Term Employee Benefits

Long term employee benefits include retirement gratuities payable under a retirement gratuity scheme which was established in 1991 by the Board of Directors for Executives and Executive Directors of the Company and certain subsidiaries. The level of retirement gratuities payable is determined by the Board of Directors in relation to the past services rendered and it does not take into account the employee's service to be rendered in later years up to retirement. The gratuity, which is calculated based either on length of service and basic salary as at the reporting date or on the basis of emoluments earned in the immediate past three years, is a vested benefit when the employee reaches retirement age.

The present value of the retirement gratuities is determined by discounting the amount payable by reference to market yields at the balance sheet date on high quality corporate bonds which have terms to maturity approximating the terms of the related liability. Employee turnover is also factored in arriving at the level of the retirement gratuities payable. The differences arising from the application of such discounting as well as any past service costs and the effects of any curtailments or settlements, if any, are recognised immediately in the income statement.

Such retirement gratuities payable are classified as current liabilities where it is probable that a payment will be made within the next twelve months and also provided that the amount has been approved for payment by the Board of Directors.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Employee Benefits (cont'd)

d) Share-based compensation

The Company together with its listed subsidiaries, each operates an equity-settled, share-based compensation plan, where share options are issued by the respective companies to their respective eligible executives and directors.

The fair value of employee services rendered in exchange for the grant of the share options is recognised as an expense over the vesting period. The total amount to be expensed in the income statement over the vesting period is determined by reference to the fair value of each share option granted at the grant date and the number of share options vested by vesting date, with a corresponding increase in equity. At each balance sheet date, the respective companies will revise its estimates of the number of share options that are expected to become exercisable. The option reserves in respect of options which have lapsed are transferred to retained earnings.

The proceeds received net of any directly attributable transaction costs are credited to share capital and share premium when the options are exercised.

Revenue Recognition

Sales are recognised upon delivery of products or performance of services, net of sales tax and discounts, and after eliminating sales within the Group.

The sales relating to property development projects are recognised progressively as the project activity progresses and are in respect of sales where agreements have been finalised. The recognition of sales is based on the percentage of completion method and is consistent with the method adopted for profit recognition.

Sales of short term investments are accounted net of the cost of the respective investments when the contracts are executed.

Casino revenue represents net house takings. The casino licence in Malaysia is renewable every three months.

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

Dividends

Dividends on ordinary shares are accounted for in shareholders' equity as an appropriation of retained earnings and accrued as a liability in the financial year in which the obligation to pay is established.

Interest income

Interest income is recognised on an accrual basis, when it is determined that such income will accrue to the Group.

Foreign currency translation

a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities 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 the Company's functional and presentation currency.

b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. At the balance sheet date, non-monetary items are translated at balance sheet date using historical rates or rates prevailing when the fair value of the assets are determined. Monetary items are translated at the closing rate. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities at the closing rate are recognised in the income statement. However, the exchange differences arising on monetary items that form part of the net investment in the foreign operations are recognised directly in equity in the consolidated financial statements until the disposal of the foreign operations in which case they are recognised as gain or loss in the consolidated income statement.

c) Group companies

On consolidation the results and financial position of all the Group's entities which have a functional currency different from that of the Group's presentation currency are translated into the Group's presentation currency as follows:

i) assets and liabilities, including goodwill and fair value adjustments arising from business combinations completed on/after 1 January 2006, for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and

iii) all resulting exchange differences are recognised as a separate component of equity.

Financial Instruments

A financial instrument is any contract that gives rise to both a financial asset of one enterprise and a financial liability or equity instrument of another enterprise.

A financial asset is any asset that is cash, a contractual right to receive cash or another financial asset from another enterprise, a contractual right to exchange financial instruments with another enterprise under conditions that are potentially favourable, or an equity instrument of another enterprise.

A financial liability is any liability that is a contractual obligation to deliver cash or another financial asset to another enterprise, or to exchange financial instruments with another enterprise under conditions that are potentially unfavourable.

a) Financial instruments recognised on the balance sheet

The recognition method adopted for financial instruments that are recognised on the balance sheet are disclosed separately in the individual policy statements associated with the relevant financial instrument.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial Instruments (cont'd)

b) Financial instruments not recognised on the balance sheet

The Group, in managing its interest and currency exposures, enters into foreign currency forward contracts, interest rate swap and currency swap agreements. These instruments are not recognised in the financial statements on inception.

As foreign currency forward contracts are entered into to cover the Group's commitments in foreign currencies, the closing rates are used to translate the underlying foreign currency transactions into Ringgit Malaysia.

The related interest differentials under the swap agreements for interest rate swaps are recognised over the terms of the agreements in interest expense.

The underlying foreign currency assets or liabilities, which are effectively hedged by currency swap agreements, and designated as a hedge, are translated in the respective hedged currencies, at their closing rates.

The Group has put and call option agreements as disclosed in Note 39(d) to the financial statements. This instrument is not recognised in the financial statements on inception.

c) Fair value estimation for disclosure purpose

The fair value of publicly traded securities is based on quoted market prices at the balance sheet date. For non-traded financial instruments, the Group uses various methods and makes assumptions that are based on market conditions. Comparisons are made to similar instruments that are publicly traded and estimates based on discounted cash flow techniques are also used. For other long term financial assets and liabilities, fair value is estimated by discounting future contractual cash flows at appropriate interest rates.

The book values of financial assets and liabilities with maturities of less than one year are assumed to approximate their fair values.

Segmental Reporting

The Group adopts business segment analysis as its primary reporting format and geographical segment analysis as its secondary reporting format.

Revenues are attributed to geographical segments based on location of customers where sale is transacted. Assets are allocated based on location of assets.

Segment revenues and expenses are those directly attributable to the segments and include any joint revenue and expenses where a reasonable basis of allocation exists. Segment assets include all assets used by the segment and consist principally of property, plant and equipment net of accumulated depreciation, amortisation and impairment loss, plantation development, investment properties, leasehold land use rights, land held for property development, property development costs, inventories and receivables. Segment liabilities comprise operating liabilities. Both segment assets and liabilities do not include income tax assets and liabilities and interest bearing instruments.

4. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's overall financial risk management objective is to optimise the value creation for shareholders. The Group seeks to minimise the potential adverse impacts arising from fluctuations in foreign currency exchange and interest rates and the unpredictability of the financial markets.

The Group operates within clearly defined guidelines that are approved by the Board of Directors and do not trade in financial instruments. Financial risk management is carried out through risk reviews conducted at all significant operational units. This process is further enhanced by effective internal controls, a group-wide insurance programme and adherence to the financial risk management policies.

The main areas of financial risks faced by the Group are as follows:

Foreign currency exchange risk
The Group is exposed to foreign currency exchange risk when subsidiaries enter into transactions that are not denominated in their functional currencies. The Group attempts to significantly limit its exposure for committed transactions by entering into forward foreign currency exchange contracts within the constraints of market and government regulations.

Interest rate risk
Interest rate risks mainly arise from the Group's borrowings. The Group manages this risk through the use of fixed and floating rate debt and derivative financial instruments. Derivative financial instruments are used, where appropriate, to generate the desired interest rate profile.

Market risk
The Group, in the normal course of business, is exposed to market risks in respect of its equity investments and volatility in market prices of palm products. The Group manages its risk through established guidelines and policies.

Credit risk
Exposure to credit risk arises mainly from sales made on deferred credit terms. Credit terms offered by the Group range from 1 day to 120 days from date of transaction. Risks arising therefrom are minimised through effective monitoring of receivables and suspension of sales to customers which accounts exceed the stipulated credit terms. Credit limits are set and credit history are reviewed to minimise potential losses.

The Group avoids, where possible, any significant exposure to a single customer. However, in the ordinary course of business, certain subsidiaries in the Group's Power Division has trade receivables that are solely from their offtakers, the provincial or national electricity utility companies. As such, the counter party risk is considered to be minimal.

The Group also seeks to invest cash assets safely and profitably and buys insurance to protect itself against insurable risks. In this regard, counterparties are assessed for credit risk and limits are set to minimise any potential losses. The Group's cash and cash equivalents and short-term deposits are placed with creditworthy financial institutions and the risks arising therefrom are minimised in view of the financial strength of these financial institutions.

Liquidity risk
The Group practises prudent liquidity risk management to minimise the mismatch of financial assets and liabilities. The Group's cash flow is reviewed regularly to ensure that the Group is able to settle its commitments when they fall due.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

5. SEGMENT ANALYSIS

a) Primary segment - by activity:

2009	Leisure & Hospitality	Plantation	Property	Oil & Gas	Power	Others	Eliminations	Total
Revenue								
External	**6,016.9**	**675.4**	**96.6**	**143.4**	**1,871.0**	**90.3**	**-**	**8,893.6**
Inter segment	**3.7**	**-**	**15.4**	**-**	**-**	**73.5**	**(92.6)**	**-**
	6,020.6	**675.4**	**112.0**	**143.4**	**1,871.0**	**163.8**	**(92.6)**	**8,893.6**
Results								
Segment profit	**1,996.3**	**285.0**	**21.2**	**4.6**	**363.1**	**112.5**	**(14.2)**	**2,768.5**
Net gain on disposal/deemed disposal/dilution of shareholdings	**-**	**-**	**-**	**-**	**-**	**33.0**	**-**	**33.0**
Impairment losses	**(2.3)**	**-**	**-**	**(75.7)**	**-**	**(79.0)**	**-**	**(157.0)**
Interest income								**124.9**
Finance cost								**(261.4)**
Share of results in jointly controlled entities	**(21.7)**	**-**	**-**	**-**	**-**	**(0.4)**	**-**	**(22.1)**
Share of results in associates	**0.2**	**5.5**	**-**	**-**	**39.2**	**(2.4)**	**-**	**42.5**
Profit before taxation								**2,528.4**
Taxation								**(745.6)**
Profit for the financial year								**1,782.8**

2008	Leisure & Hospitality	Plantation	Property	Oil & Gas	Power	Others	Eliminations	Total
Revenue								
External	6,251.0	936.5	117.6	182.7	1,564.0	30.7	-	9,082.5
Inter segment	3.9	-	17.6	-	-	77.9	(99.4)	-
	6,254.9	936.5	135.2	182.7	1,564.0	108.6	(99.4)	9,082.5
Results								
Segment profit/(loss)	2,229.3	458.4	25.9	73.5	193.6	(57.4)	(76.0)	2,847.3
Net gain on disposal/deemed disposal/dilution of shareholdings	-	-	-	-	-	45.1	-	45.1
Impairment losses	(1,017.5)	-	-	-	(56.7)	(103.8)	-	(1,178.0)
Interest income								215.5
Finance cost								(269.4)
Share of results in jointly controlled entities	(2.2)	-	-	-	-	0.6	-	(1.6)
Share of results in associates	17.9	2.8	-	-	55.2	-	-	75.9
Profit before taxation								1,734.8
Taxation								(751.4)
Profit for the financial year								983.4

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

5. SEGMENT ANALYSIS (cont'd)

a) Primary segment - by activity: (cont'd)

2009	Leisure & Hospitality	Plantation	Property	Oil & Gas	Power	Others	Eliminations	Total
Other Information:								
Assets								
Segment assets	**21,042.1**	**1,783.3**	**1,085.8**	**746.5**	**3,349.1**	**2,260.9**	**(311.8)**	**29,955.9**
Interest bearing instruments								**12,606.5**
Jointly controlled entities	**48.7**	**-**	**-**	**-**	**-**	**3.4**	**-**	**52.1**
Associates	**344.9**	**12.9**	**2.6**	**-**	**291.1**	**21.3**	**-**	**672.8**
Unallocated corporate assets								**213.7**
Total assets								**43,501.0**
Liabilities								
Segment liabilities	**2,296.1**	**167.6**	**34.8**	**118.8**	**201.5**	**278.2**	**(311.8)**	**2,785.2**
Interest bearing instruments								**13,473.3**
Unallocated corporate liabilities								**1,530.1**
Total liabilities								**17,788.6**
Other Disclosures								
Capital expenditure *	**6,097.5**	**237.7**	**1.4**	**66.0**	**48.0**	**6.5**	**-**	**6,457.1**
Depreciation & amortisation	**358.5**	**23.8**	**6.1**	**43.0**	**264.9**	**3.4**	**-**	**699.7**
Impairment losses	**2.3**	**-**	**-**	**75.7**	**-**	**79.0**	**-**	**157.0**
Other significant non-cash charges	**19.5**	**0.7**	**-**	**0.1**	**6.9**	**5.1**	**-**	**32.3**
2008								
Other Information:								
Assets								
Segment assets	15,455.3	1,286.5	1,066.8	647.3	3,769.9	987.3	(679.0)	22,534.1
Interest bearing instruments								7,023.6
Jointly controlled entities	67.4	-	-	-	-	3.8	-	71.2
Associates	348.7	10.0	2.6	-	252.1	8.7	-	622.1
Unallocated corporate assets								199.7
Total assets								30,450.7
Liabilities								
Segment liabilities	1,277.9	82.6	127.0	91.2	617.4	180.9	(679.0)	1,698.0
Interest bearing instruments								5,861.6
Unallocated corporate liabilities								1,477.7
Total liabilities								9,037.3
Other Disclosures								
Capital expenditure *	2,374.7	116.3	2.3	78.5	38.7	0.6	-	2,611.1
Depreciation & amortisation	357.3	20.1	6.1	23.3	232.3	2.1	-	641.2
Impairment losses	1,017.5	-	-	-	56.7	103.8	-	1,178.0
Other significant non-cash charges	57.9	2.1	1.3	-	0.4	62.0	-	123.7

* Includes capital expenditure in respect of property, plant and equipment, investment properties, plantation development and leasehold land use rights.

b) Secondary segment - by geographical location

	Revenue		Assets		Capital expenditure	
	2009	2008	**2009**	2008	**2009**	2008
Malaysia	**6,661.9**	6,861.0	**13,408.0**	12,359.9	**191.5**	327.8
Singapore	**1.0**	1.6	**19,764.1**	9,112.4	**5,947.9**	2,080.9
Asia Pacific (excluding Malaysia & Singapore)	**1,085.1**	831.9	**4,320.7**	3,736.7	**290.5**	147.1
United Kingdom/Europe *	**1,085.4**	1,388.0	**4,633.7**	4,232.5	**27.2**	55.3
Other countries	**60.2**	-	**649.6**	315.9	**-**	-
	8,893.6	9,082.5	**42,776.1**	29,757.4	**6,457.1**	2,611.1
Jointly controlled entities	**-**	-	**52.1**	71.2	**-**	-
Associates	**-**	-	**672.8**	622.1	**-**	-
	8,893.6	9,082.5	**43,501.0**	30,450.7	**6,457.1**	2,611.1

* More than 90% is derived from United Kingdom.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

5. SEGMENT ANALYSIS (cont'd)

The Group is organised into five main business segments:

Leisure & Hospitality	-	this division includes the hotel, gaming and entertainment businesses, tours & travel related services and other support services.
Plantation	-	this division is involved mainly in oil palm plantations, palm oil milling and related activities.
Property	-	this division is involved in property development activities.
Oil & Gas	-	this division is involved in oil & gas exploration, development, production and sale of crude oil.
Power	-	this division is involved in the generation and supply of electric power.

All other immaterial business segments including investments in equities are aggregated and disclosed under "Others" as they are not of a sufficient size to be reported separately.

Geographically, the Group operates in Asia Pacific and United Kingdom/Europe. The main business segments of the Group are concentrated in Malaysia. Included in the United Kingdom/Europe region is the Group's casino operations and its investment in shares of quoted corporations. The assets in the Asia Pacific region (excluding Malaysia & Singapore) mainly comprise interest bearing investments and power businesses, whilst the assets in the United Kingdom/Europe region mainly comprise gaming and entertainment businesses.

6. REVENUE

	Group		Company	
	2009	2008	**2009**	2008
Rendering of services:				
Leisure & hospitality	**6,016.9**	6,251.0	**-**	-
Rental and property management income	**17.7**	19.4	**-**	-
Fees from management and licensing services	**-**	-	**562.8**	548.4
Other services	**27.7**	24.8	**12.3**	10.5
Sale of goods:				
Plantation produce	**675.4**	936.5	**-**	-
Properties and progressive sales on property development projects	**78.9**	98.2	**-**	-
Crude oil	**143.4**	182.7	**-**	-
Electricity	**1,752.0**	1,534.3	**-**	-
Coal	**91.9**	-	**-**	-
Others	**27.1**	29.7	**-**	-
Net gain on sale of investments	**36.8**	5.4	**-**	-
Investment income	**25.8**	0.5	**244.1**	247.1
	8,893.6	9,082.5	**819.2**	806.0

7. COST OF SALES

	Group		Company	
	2009	2008	**2009**	2008
Cost of inventories recognised as an expense	**2,032.5**	1,930.7	**-**	-
Cost of services and other operating costs	**3,308.6**	3,607.2	**69.1**	59.0
	5,341.1	5,537.9	**69.1**	59.0

Included in other operating costs are gaming related expenses amounting to RM1,320.8 million (2008: RM1,366.5 million) for the Group and Nil (2008: Nil) for the Company.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

8. OTHER EXPENSES

The Group's other expenses for the current financial year included impairment losses of RM79.0 million on GENM Group's investment in Available-for-sale financial asset and other long term investment, RM75.7 million on the Group's exploration costs and RM2.3 million on other assets.

In the previous financial year ended 31 December 2008, the Group's other expenses included impairment losses of RM781.5 million on GENM Group's investment in Available-for-sale financial asset, RM236.0 million on goodwill arising on the acquisition of Genting UK Plc (formerly known as Genting Stanley Plc) ("Genting UK") and RM160.5 million on the Group's power plant in China and other investments.

The Company's other expenses for the current financial year included an impairment loss of RM10.8 million (2008: RM107.6 million) on investment in a wholly owned subsidiary.

9. PROFIT BEFORE TAXATION

Profit before taxation has been determined after inclusion of the following charges and credits. The expenses by nature of the Group are also disclosed in the charges below:

	Group		Company	
	2009 RM'000	2008 RM'000	**2009 RM'000**	2008 RM'000
Charges:				
Depreciation of property, plant and equipment	**687,121**	624,516	**1,156**	1,027
Depreciation of investment properties	**1,013**	875	**-**	-
Amortisation of plantation development	**7**	7	**-**	-
Amortisation of leasehold land use rights	**7,190**	6,183	**-**	-
Amortisation of intangible assets	**4,336**	9,669	**-**	-
Directors' remuneration excluding estimated money value of benefits-in-kind (see Note 11)	**91,440**	80,943	**43,258**	38,289
Impairment of property, plant and equipment and leasehold land use rights included in:				
- Other expenses	**2,310**	53,177	**-**	-
Impairment of intangible assets included in:				
- Other expenses	**-**	238,015	**-**	-
Impairment of investments included in:				
- Other expenses	**79,006**	886,836	**-**	-
Impairment of exploration costs included in				
- Other expenses	**75,660**	-	**-**	-
Impairment of investment in a subsidiary included in:				
- Other expenses	**-**	-	**10,758**	107,629
Net loss on disposal of property, plant and equipment	**294**	5,111	**-**	-
Property, plant and equipment written off	**2,254**	10,331	**2**	-
Net allowance for diminution in value of investments	**-**	62,073	**-**	-
Net allowance for doubtful debts	**10,603**	2,989	**-**	-
Net bad debts written off	**-**	52,234	**-**	-
Replanting expenditure	**7,246**	6,718	**-**	-
Hire of equipment	**19,231**	18,170	**-**	-
Rental of land and buildings	**68,197**	63,220	**-**	-
Finance cost	**261,410**	269,399	**-**	-
Net exchange losses - realised	**-**	-	**-**	1
Net exchange losses - unrealised	**-**	52,723	**895**	3,544
Auditors' remuneration				
- Payable to auditors	**2,007**	1,408	**45**	45
- Payable to member firms of an organisation to which the auditors is also a member	**3,002**	3,432	**-**	-
Expenditure paid to subsidiaries:				
- Finance cost	**-**	-	**73,671**	60,359
- Rental of land and buildings	**-**	-	**2,196**	2,225
- Rental of equipment	**-**	-	**2,424**	1,584
- Service fees	**-**	-	**1,050**	1,168
Employee benefits expense (see Note 10)	**1,500,519**	1,404,157	**69,185**	59,022
Waiver of net amount due from wholly owned subsidiaries	**-**	-	**1,048**	19,444
Repair and maintenance	**149,157**	152,578	**576**	608
Utilities	**80,325**	87,577	**208**	181
Legal and professional fees	**61,151**	59,076	**10,507**	7,932
Transportation costs	**59,183**	78,679	**-**	-

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

9. PROFIT BEFORE TAXATION (cont'd)

	Group		Company	
	2009 RM'000	2008 RM'000	**2009 RM'000**	2008 RM'000
Credits:				
Interest income	**124,919**	215,540	**8,677**	14,065
Net gain on disposal of plantation development	**246**	-	**3**	101
Net gain on disposal of leasehold land use rights	**-**	1,270	**-**	-
Gain on disposal of investment property	**-**	644	**-**	-
Net gain on disposal of long term investments	**-**	5,457	**-**	-
Net gain on disposal of short term investments	**37,341**	-	**-**	-
Net write back of allowances for diminution in value of investments	**22,696**	-	**-**	-
Net bad debts recovered	**7,617**	-	**-**	-
Rental income from land and buildings	**66,209**	65,884	**-**	-
Net surplus arising from compensation in respect of land acquired by the Government	**2,589**	2,505	**-**	-
Net gain on disposal of land held for property development	**2,919**	-	**-**	-
Net exchange gains - realised	**12,555**	23,603	**1**	-
Net exchange gains - unrealised	**11,822**	-	**-**	-
Dividends (gross) from:				
- Quoted foreign corporations	**459**	452	**-**	-
Income from subsidiaries:				
- Gain on disposal of long term investment (see Note 22)	**-**	-	**213,341**	31,302
- Management and licensing fees	**-**	-	**562,682**	548,237
- Fair value gain on deemed distribution	**-**	-	**-**	207,606
- Gross dividends	**-**	-	**244,057**	247,086
- Interest income	**-**	-	**46,220**	44,318
- Shared services fees	**-**	-	**12,322**	10,498
- Royalty	**-**	-	**171**	152
Other information:				
Non statutory audit fees				
- payable to auditors	**1,012**	1,408	**95**	103
- payable to member firms of an organisation to which the auditors is also a member	**3,291**	920	**336**	372

10. EMPLOYEE BENEFITS EXPENSE

	Group		Company	
	2009 RM'000	2008 RM'000	**2009 RM'000**	2008 RM'000
Wages, salaries and bonuses	**1,201,754**	1,157,629	**52,896**	46,804
Defined contribution plan	**89,216**	78,865	**6,915**	6,139
Other short term employee benefits	**159,516**	157,274	**1,862**	3,402
Share-based payments	**23,263**	3,954	**-**	-
Provision for retirement gratuities	**26,770**	6,435	**7,512**	2,677
	1,500,519	1,404,157	**69,185**	59,022

Employee benefits expense, as shown above, includes the remuneration of Executive Directors.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

11. DIRECTORS' REMUNERATION

	Group		Company	
	2009 RM'000	2008 RM'000	**2009 RM'000**	2008 RM'000
Non-Executive Directors:				
Fees	**836**	791	**561**	528
Ex-gratia	**80**	191	**80**	191
Executive Directors:				
Fees	**759**	719	**316**	299
Salaries & bonuses	**68,467**	65,382	**32,038**	30,372
Defined contribution plan	**8,999**	8,651	**4,443**	4,212
Other short term employee benefits	**556**	1,292	**61**	853
Provision for retirement gratuities	**11,743**	3,917	**5,759**	1,834
	90,524	79,961	**42,617**	37,570
Directors' remuneration excluding estimated money value of benefits-in-kind (see Note 9)	**91,440**	80,943	**43,258**	38,289
Estimated money value of benefits-in-kind (not charged to the income statements) in respect of Executive Directors	**670**	1,038	**47**	32
	92,110	81,981	**43,305**	38,321

Remuneration of Directors of the Company, in respect of services rendered to the Company and its subsidiaries is in the following bands:

Amounts in RM'000	**2009**	2008
	Number	
Non-Executive Directors:		
50 - 100	**1**	1
100 - 150	**2**	2
150 - 200	**-**	1
200 - 250	**1**	1
250 - 300	**1**	1
Executive Directors:		
1,350 - 1,400	**-**	1
1,450 - 1,500	**1**	-
2,000 - 2,050	**-**	1
2,100 - 2,150	**1**	-
77,650 - 77,700	**-**	1
87,600 - 87,650	**1**	-

Executive directors of the Company have been granted options under the Employees Share Option Scheme ("Scheme") on the same terms and conditions as those offered to other employees. Details of the Scheme are set out in Note 32. The unissued shares under the Scheme in respect of Directors are as follows:

		Number of shares				
Grant Date	**Subscription price per share RM**	**At 1 January '000**	**Offered and Accepted '000**	**Exercised '000**	**Lapsed '000**	**At 31 December '000**
Financial year ended 31.12.2009						
2 September 2002	**2.868**	**7,145**	**-**	**-**	**-**	**7,145**
Financial year ended 31.12.2008						
2 September 2002	2.868	7,145	-	**-**	-	7,145

	2009 '000	2008 '000
Number of share options vested at balance sheet date	**3,775**	2,045

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

12. TAXATION

	Group		Company	
	2009	2008	**2009**	2008
Current taxation charge:				
Malaysian taxation	**757.5**	816.1	**186.1**	195.2
Foreign taxation	**38.3**	43.9	**-**	-
	795.8	860.0	**186.1**	195.2
Deferred tax (credit)/charge	**(8.1)**	(100.6)	**(1.8)**	0.4
	787.7	759.4	**184.3**	195.6
Prior years' taxation:				
Income tax (over)/under provided	**(15.1)**	(15.2)	**0.1**	0.1
Deferred tax (over)/under provided	**(27.0)**	7.2	**-**	-
	745.6	751.4	**184.4**	195.7

The reconciliation between the average effective tax rate and the Malaysian tax rate is as follows:

	Group		Company	
	2009 %	2008 %	**2009 %**	2008 %
Malaysian tax rate	**25.0**	26.0	**25.0**	26.0
Tax effects of:				
- expenses not deductible for tax purposes	**6.0**	21.9	**2.8**	6.3
- over provision in prior years	**(1.7)**	(0.5)	**-**	-
- different tax regime	**0.9**	0.5	**-**	-
- tax incentive	**(0.6)**	(2.1)	**-**	-
- income not subject to tax	**-**	(1.2)	**(7.5)**	(8.9)
- others	**(0.1)**	(1.3)	**-**	-
Average effective tax rate	**29.5**	43.3	**20.3**	23.4

Subject to the agreement by the Inland Revenue Board, the Group has investment tax allowance of approximately RM1,304.4 million (2008: RM1,300.5 million) which is available to offset against future taxable profits of the respective companies of the Group.

Taxation is calculated at the Malaysian statutory tax rate of 25% (2008: 26%) on the estimated chargeable profit for the year of assessment 2009.

13. EARNINGS PER SHARE

The basic and diluted earnings per share of the Group are computed as follows:

a) Basic earnings per share:

Basic earnings per share of the Group is calculated by dividing the profit for the financial year by the weighted average number of ordinary shares in issue during the financial year.

	2009	2008
Profit for the financial year attributable to equity holders of the Company (RM million)	**1,044.3**	569.3
Weighted average number of ordinary shares in issue ('000)	**3,695,444**	3,700,385
Basic earnings per share (sen)	**28.26**	15.38

b) Diluted earnings per share:

For the diluted earnings per share calculation, the Group's profit for the financial year is reduced by the lower consolidated earnings from subsidiaries arising from the potential dilution of the Group's shareholdings in those subsidiaries that have issued potential ordinary shares that are dilutive. The weighted average number of ordinary shares in issue of the Company is also adjusted to assume conversion of all dilutive potential ordinary shares issued by the Company.

	2009	2008
Earnings adjusted as follows:		
Profit for the financial year attributable to equity holders of the Company (RM million)	**1,044.3**	569.3
Net impact on earnings on potential exercise of Employees Share Options awarded to executives of the Company's subsidiaries (RM million)	**(3.0)**	(1.3)
Adjusted earnings for the financial year (RM million)	**1,041.3**	568.0
Weighted average number of ordinary shares adjusted as follows:		
Weighted average number of ordinary shares in issue ('000)	**3,695,444**	3,700,385
Adjustment for share options granted to executives of the Company ('000)	**6,860**	7,729
Adjusted weighted average number of ordinary shares in issue ('000)	**3,702,304**	3,708,114
Diluted earnings per share (sen)	**28.13**	15.32

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

14. DIVIDENDS

	2009		2008	
	Gross dividend per share Sen	**Amount of dividend, net of tax RM million**	Gross dividend per share Sen	Amount of dividend, net of tax RM million
Interim dividend paid	**3.0**	**83.1**	3.0	82.1
Proposed final dividend	**4.2**	**116.4**	4.0	110.9
	7.2	**199.5**	7.0	193.0

At the forthcoming Annual General Meeting, a final dividend in respect of the financial year ended 31 December 2009 of 4.2 sen less 25% tax (2008: 4.0 sen less 25% tax) per ordinary share of 10 sen each amounting to RM116.4 million (2008: RM110.9 million) will be proposed for shareholders' approval. These financial statements do not reflect this final dividend which will be accrued as a liability upon approval by shareholders.

15. PROPERTY, PLANT AND EQUIPMENT

2009 Group	**Freehold land**	**Freehold buildings and improvements**	**Leasehold buildings and improvements**	**Plant, equipment and vehicles**	**Construction in progress**	**Total**
Net Book Value:						
At 1 January 2009	**434.5**	**3,073.6**	**758.7**	**3,617.1**	**2,807.7**	**10,691.6**
Additions	**16.9**	**8.3**	**27.3**	**323.1**	**5,926.9**	**6,302.5**
Disposals	**(0.2)**	**-**	**-**	**(3.6)**	**-**	**(3.8)**
Written off	**-**	**(0.2)**	**(0.2)**	**(1.9)**	**-**	**(2.3)**
Depreciation charged for the year	**(3.0)**	**(84.2)**	**(38.5)**	**(561.4)**	**-**	**(687.1)**
Assets of companies acquired	**-**	**-**	**-**	**0.2**	**-**	**0.2**
Reclassification/transfers	**11.9**	**52.4**	**(16.5)**	**123.3**	**(160.7)**	**10.4**
Currency fluctuations	**2.0**	**56.0**	**15.0**	**14.6**	**56.9**	**144.5**
Others	**-**	**2.7**	**(3.5)**	**(5.2)**	**-**	**(6.0)**
At 31 December 2009	**462.1**	**3,108.6**	**742.3**	**3,506.2**	**8,630.8**	**16,450.0**
At 31 December 2009:						
Cost or valuation	**487.0**	**4,022.6**	**945.8**	**7,074.6**	**8,631.3**	**21,161.3**
Accumulated depreciation	**(24.9)**	**(912.4)**	**(189.8)**	**(3,453.1)**	**-**	**(4,580.2)**
Accumulated impairment losses	**-**	**(1.6)**	**(13.7)**	**(115.3)**	**(0.5)**	**(131.1)**
Net book value	**462.1**	**3,108.6**	**742.3**	**3,506.2**	**8,630.8**	**16,450.0**
Comprising						
Cost	**226.3**	**3,827.1**	**911.8**	**7,063.2**	**8,631.3**	**20,659.7**
At valuation:						
- 1981	**48.3**	**-**	**-**	**-**	**-**	**48.3**
- 1982	**8.8**	**76.7**	**-**	**2.9**	**-**	**88.4**
- 1983	**105.1**	**2.3**	**-**	**-**	**-**	**107.4**
- 1986	**-**	**-**	**-**	**8.5**	**-**	**8.5**
- 1989	**83.3**	**115.8**	**-**	**-**	**-**	**199.1**
- 1991	**-**	**0.7**	**34.0**	**-**	**-**	**34.7**
- 1996	**15.2**	**-**	**-**	**-**	**-**	**15.2**
	487.0	**4,022.6**	**945.8**	**7,074.6**	**8,631.3**	**21,161.3**

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

15. PROPERTY, PLANT AND EQUIPMENT (cont'd)

2008 Group	Freehold land	Freehold buildings and improvements	Leasehold buildings and improvements	Plant, equipment and vehicles	Construction in progress	Total
Net Book Value:						
At 1 January 2008	323.9	3,305.2	854.5	3,775.1	644.3	8,903.0
Additions	11.5	15.4	10.6	266.4	2,258.1	2,562.0
Disposals	(0.5)	(34.3)	(5.7)	(7.0)	-	(47.5)
Written off	(0.2)	(0.4)	(0.1)	(0.8)	(8.8)	(10.3)
Depreciation charged for the year	(3.1)	(82.1)	(41.9)	(497.4)	-	(624.5)
Assets of companies acquired	1.1	0.3	-	3.4	0.2	5.0
Reclassification/transfers	105.4	39.6	(75.8)	69.0	(114.4)	23.8
Impairment losses	-	-	-	(53.2)	-	(53.2)
Currency fluctuations	(3.6)	(169.8)	23.7	57.8	22.2	(69.7)
Others	-	(0.3)	(6.6)	3.8	6.1	3.0
At 31 December 2008	434.5	3,073.6	758.7	3,617.1	2,807.7	10,691.6
At 31 December 2008:						
Cost or valuation	447.6	3,905.2	916.1	6,640.5	2,808.2	14,717.6
Accumulated depreciation	(13.1)	(830.0)	(143.8)	(2,907.4)	-	(3,894.3)
Accumulated impairment losses	-	(1.6)	(13.6)	(116.0)	(0.5)	(131.7)
Net book value	434.5	3,073.6	758.7	3,617.1	2,807.7	10,691.6
Comprising						
Cost	186.9	3,709.7	882.1	6,629.1	2,808.2	14,216.0
At valuation:						
- 1981	48.3	-	-	-	-	48.3
- 1982	8.8	76.7	-	2.9	-	88.4
- 1983	105.1	2.3	-	-	-	107.4
- 1986	-	-	-	8.5	-	8.5
- 1989	83.3	115.8	-	-	-	199.1
- 1991	-	0.7	34.0	-	-	34.7
- 1996	15.2	-	-	-	-	15.2
	447.6	3,905.2	916.1	6,640.5	2,808.2	14,717.6

Fixed assets have been revalued by the Directors based upon valuations carried out by independent firms of professional valuers using the fair market value basis except for assets revalued in 1991, which were based on the values determined by a regulatory authority in connection with a restructuring exercise. The net book value of the revalued assets of the Group would have amounted to RM237.9 million (2008: RM239.7 million) had such assets been stated in the financial statements at cost.

On 22 December 2005, a legal charge was created on the freehold land and buildings of a subsidiary of GENS with a carrying value of approximately RM30.8 million (2008: RM28.2 million) for all monies due or that become due to a mortgagee. The facility for which the legal charge had been created was not utilised as at 31 December 2009.

Property, plant and equipment and leasehold land use rights that have been pledged as collateral as at 31 December 2009 amounted to RM1.7 billion (2008: RM1.8 billion) equivalent and RM5.2 million (2008: RM5.6 million) equivalent respectively, for certain borrowings in the Group's power plant business.

The impairment loss in respect of property, plant and equipment in Meizhou Wan Power Plant is set out in Note 20(b).

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

15. PROPERTY, PLANT AND EQUIPMENT (cont'd)

2009 Company	Freehold buildings and improvements	Plant, equipment and vehicles	Construction in progress	Total
Net Book Value:				
At 1 January 2009	**1.0**	**3.9**	**0.1**	**5.0**
Additions	**-**	**0.6**	**-**	**0.6**
Depreciation	**(0.1)**	**(1.1)**	**-**	**(1.2)**
At 31 December 2009	**0.9**	**3.4**	**0.1**	**4.4**
At 31 December 2009:				
Cost	**8.8**	**14.5**	**0.1**	**23.5**
Accumulated depreciation	**(7.9)**	**(11.1)**	**-**	**(19.1)**
Net book value	**0.9**	**3.4**	**0.1**	**4.4**
2008 **Company**				
Net Book Value:				
At 1 January 2008	1.2	4.2	0.1	5.5
Additions	-	0.6	-	0.6
Depreciation	(0.2)	(0.9)	-	(1.1)
At 31 December 2008	1.0	3.9	0.1	5.0
At 31 December 2008:				
Cost	8.8	14.4	0.1	23.3
Accumulated depreciation	(7.8)	(10.5)	-	(18.3)
Net book value	1.0	3.9	0.1	5.0

16. PROPERTY DEVELOPMENT ACTIVITIES

			Group	
		2009		2008
(a) Land held for property development:				
Freehold land		**368.3**		373.7
Development cost		**214.1**		206.2
		582.4		579.9
Beginning of the financial year				
- freehold land	**373.7**		352.3	
- development costs	**206.2**	**579.9**	143.0	495.3
Costs incurred during the financial year				
- freehold land	**-**		0.9	
- development costs	**9.3**	**9.3**	3.4	4.3
Costs transferred (to)/from property development costs (see Note 16(b))				
- freehold land	**(0.8)**		20.5	
- development costs	**(1.4)**	**(2.2)**	59.8	80.3
Disposal of freehold land		**(4.6)**		-
End of the financial year		**582.4**		579.9

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

16. PROPERTY DEVELOPMENT ACTIVITIES (cont'd)

			Group	
		2009		2008
(b) Property development costs:				
Freehold land		**2.3**		4.5
Development costs		**101.3**		103.5
Accumulated costs charged to income statement		**(58.6)**		(54.0)
		45.0		54.0
Beginning of the financial year				
- freehold land	**4.5**		31.0	
- development costs	**103.5**		116.8	
- accumulated costs charged to income statement	**(54.0)**	**54.0**	(36.7)	111.1
Costs incurred during the financial year				
- transfer from/(to) land held for property development (see Note 16(a))	**2.2**		(80.3)	
- development costs	**60.8**	**63.0**	90.9	10.6
Costs charged to income statement		**(52.8)**		(67.3)
Costs transferred to inventories				
- freehold land	**(3.0)**		(6.0)	
- development costs	**(64.4)**		(42.8)	
- accumulated costs charged to income statement	**48.2**	**(19.2)**	48.4	(0.4)
End of the financial year		**45.0**		54.0

17. INVESTMENT PROPERTIES

	Group	
	2009	2008
Net Book Value:		
At 1 January	**26.0**	26.1
Additions	**-**	0.1
Disposals	**-**	(0.8)
Depreciation	**(1.0)**	(0.9)
Reclassifications/transfers	**0.1**	1.5
At 31 December	**25.1**	26.0
At 31 December:		
Cost	**39.7**	39.6
Accumulated depreciation	**(14.6)**	(13.6)
Net book value	**25.1**	26.0
Fair value at end of the financial year	**46.1**	47.9

The aggregate rental income and direct operating expenses arising from investment properties that generated rental income which was recognised during the financial year amounted to RM4.7 million and RM1.3 million respectively (2008: RM4.6 million and RM1.3 million).

The fair value of the properties was estimated based on the last transacted price of other units in the same properties.

18. PLANTATION DEVELOPMENT

	Group	
	2009	2008
Net Book Value:		
At 1 January	**518.3**	469.5
Additions	**120.9**	42.7
Disposals	**(0.1)**	(0.8)
Assets of companies acquired	**-**	8.4
Reclassifications/transfers	**(0.5)**	3.4
Currency fluctuations	**11.8**	(4.6)
Others	**-**	(0.3)
At 31 December	**650.4**	518.3

19. LEASEHOLD LAND USE RIGHTS

	Group	
	2009	2008
Net Book Value:		
At 1 January	**1,850.9**	1,767.9
Additions	**28.5**	6.2
Assets of companies acquired	**17.2**	23.6
Amortisation	**(7.2)**	(6.2)
Impairment losses	**(2.3)**	-
Reclassifications/transfers	**(18.4)**	(2.5)
Currency fluctuations	**33.7**	61.9
At 31 December	**1,902.4**	1,850.9
At 31 December:		
Cost	**2,026.2**	1,944.9
Accumulated amortisation	**(121.5)**	(94.0)
Accumulated impairment losses	**(2.3)**	-
Net book value	**1,902.4**	1,850.9
Analysed by:		
- unexpired period more than 50 years	**1,787.3**	1,788.7
- unexpired period less than 50 years	**115.1**	62.2
	1,902.4	1,850.9

Leasehold land use rights with an aggregate carrying value of RM32.5 million (2008: Nil) are pledged as securities for borrowings.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

20. INTANGIBLE ASSETS

Group	Goodwill	Casino licence	Rights	Trademark	Intellectual property development	Royalty	Other intangibles	Total
Net Book Value:								
At 1 January 2009	**891.2**	**2,370.0**	**64.4**	**69.7**	**81.1**	**-**	**46.7**	**3,523.1**
Exchange differences	**50.5**	**271.2**	**(0.4)**	**7.6**	**-**	**-**	**1.0**	**329.9**
Additions	**15.0**	**0.5**	**-**	**-**	**36.1**	**-**	**15.2**	**66.8**
Amortisation charge	**-**	**-**	**(4.0)**	**-**	**-**	**-**	**(0.3)**	**(4.3)**
Reclassification	**-**	**-**	**-**	**-**	**-**	**-**	**(1.4)**	**(1.4)**
At 31 December 2009	**956.7**	**2,641.7**	**60.0**	**77.3**	**117.2**	**-**	**61.2**	**3,914.1**
At 31 December 2009:								
Cost	**1,896.3**	**2,641.7**	**106.0**	**77.3**	**117.2**	**4.3**	**102.0**	**4,944.8**
Accumulated amortisation	**-**	**-**	**(39.0)**	**-**	**-**	**(0.4)**	**(7.7)**	**(47.1)**
Accumulated impairment losses	**(939.6)**	**-**	**(7.0)**	**-**	**-**	**(3.9)**	**(33.1)**	**(983.6)**
Net book value	**956.7**	**2,641.7**	**60.0**	**77.3**	**117.2**	**-**	**61.2**	**3,914.1**
Net book value:								
At 1 January 2008	1,246.2	3,254.6	68.7	93.6	17.0	-	9.3	4,689.4
Exchange differences	(153.4)	(849.4)	7.3	(23.9)	-	-	0.4	(1,019.0)
Additions	34.4	-	-	-	64.1	-	3.1	101.6
Amortisation charge	-	-	(9.6)	-	-	-	(0.1)	(9.7)
Reclassifications/transfers	-	(35.2)	-	-	-	-	34.0	(1.2)
Impairment charge	(236.0)	-	(2.0)	-	-	-	-	(238.0)
At 31 December 2008	891.2	2,370.0	64.4	69.7	81.1	-	46.7	3,523.1
At 31 December 2008:								
Cost	1,733.8	2,370.0	106.8	69.7	81.1	4.3	82.3	4,448.0
Accumulated amortisation	-	-	(35.4)	-	-	(0.4)	(5.9)	(41.7)
Accumulated impairment losses	(842.6)	-	(7.0)	-	-	(3.9)	(29.7)	(883.2)
Net book value	891.2	2,370.0	64.4	69.7	81.1	-	46.7	3,523.1

The intellectual property development comprises expenditure relating to the use of genomics-based techniques and other methods or tools thereof to increase the yields and profit streams principally from oil palm and other crops where it is reasonably anticipated that the costs will be recovered through commercialisation, sale and marketing of all the resulting products from the aforesaid development. Amortisation of these intellectual property development will commence when the asset is available for use or sale.

The remaining amortisation periods for rights at balance sheet date range from 1 to 16 years (2008: 1 to 17 years).

(a) Impairment tests for goodwill and other intangible assets with indefinite useful lives.

Goodwill and other intangible assets with indefinite useful lives are allocated to the Group's cash-generating units ("CGU") identified according to geographical area and business segments.

A segment-level summary of the GENS Group's net book value of goodwill and other intangible assets with indefinite useful lives allocation is as follows:

Group	2009	2008
Goodwill:		
United Kingdom ("UK")		
- London	**196.9**	176.6
- Provincial	**244.9**	219.8
Singapore	**203.1**	198.9
Other intangible assets:		
UK		
- London	**1,117.7**	1,002.4
- Provincial	**1,599.5**	1,434.6
- Isle of Man	**2.6**	2.6

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

20. INTANGIBLE ASSETS (cont'd)

a) Impairment tests for goodwill and other intangible assets with indefinite useful lives (cont'd)

Goodwill and other intangible assets with indefinite useful lives - UK

Goodwill and other intangible assets with indefinite useful lives that have been allocated to the UK Group were tested for impairment using the value-in-use method.

The recoverable amount of CGUs in UK was determined based on value-in-use calculations. Cash flow projections used in these calculations were based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period were extrapolated using the estimated growth rates stated below. The growth rate did not exceed the long-term average growth rate for the leisure and hospitality industry in which the CGUs operate.

Key assumptions used for value-in-use calculations include:

	Leisure and hospitality 2009		Leisure and hospitality 2008	
	London	**Provincial**	London	Provincial
Growth rate	**3.00%**	**3.00%**	3.00%	3.00%
Weighted average cost of capital ("WACC")	**7.61%**	**7.27%**	9.06%	9.85%
Cost of debt	**2.20%**	**2.20%**	6.50%	6.50%

The above assumptions were used in the review of both the London and Provincial CGUs within the leisure and hospitality business segment in the UK. The growth rates used were consistent with the forecasts included in industry reports. The WACC used is pre-tax and is assumed to reflect specific risks relating to the relevant segments.

The review indicated that the UK Group did not suffer any impairment loss in the current financial year (2008: RM236.0 million) on goodwill arising on the acquisition of Genting UK in 2006. The impairment charge suffered in 2008 was largely attributable to the adverse market conditions in UK and globally and was included within "Other expenses" in the income statement. The increase in gaming duty rates took the UK gaming industry by surprise as it was made without any prior consultation and indication.

If the cost of debt used to compute WACC is 1% higher for both London and Provincial (2008: 1%) with all other variables including tax rate being held constant, there is no impairment loss for the Group in the current financial year (2008: additional impairment loss of RM170.5 million).

If the cost of debt used to compute WACC is 1% lower for both London and Provincial (2008: 1%) with all other variables including tax rate being held constant, there is no impairment loss for the Group in the current financial year (2008: lower impairment loss of RM80.2 million).

Goodwill - Singapore

The goodwill attributed to the Singapore CGU mainly arises from the acquisition of 25% equity interest in Resorts World at Sentosa Pte Ltd ("RWSPL") which is developing an integrated resort in Singapore. The impairment test for goodwill relating to the Singapore CGU was assessed using the value-in-use method. Cash flow projections used in this calculation were based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period were extrapolated using the estimated growth rate stated below. The growth rate did not exceed the long term average growth rate for the leisure & hospitality industry in which the CGU operates.

Key assumptions used in the value-in-use calculation for 2009 include a growth rate, WACC and cost of debt of 3.00%, 7.72% and 2.34% respectively.

Based on the impairment test, no impairment is required for goodwill attributed to the Singapore CGU.

There will be no impact to the Group results after tax if the cost of debt used to compute WACC is 1% higher or lower with all other variables including tax rate being held constant.

The impairment test for goodwill relating to the Singapore CGU in 2008 was based on a valuation determined by an independent valuer.

Other intangible assets also include a theme park licence.

(b) Impairment loss – Meizhou Wan Power Plant

The Group performed an impairment assessment on the Group's power generation plant located in Meizhou Wan in the Fujian Province in China.

No impairment losses were recognised for the current year due to positive cash flow projections arising primarily from improving economic conditions. In the previous financial year ended 31 December 2008, an amount of RM55.2 million was recognised as impairment loss, mainly due to an impairment charge of RM53.2 million in respect of property, plant and equipment and an impairment charge of RM2.0 million in respect of intangible assets, arising from a deterioration in cash flow projections caused primarily by lower-than-expected tariff rates. This impairment loss was included within "Other Expenses" in the consolidated income statement.

For the purpose of this impairment assessment, Fujian Pacific Electric Company Ltd ("FPEC"), the company that owns Meizhou Wan Power Plant, has been identified as the cash-generating unit ("CGU"). The recoverable amount of the CGU is determined based on value-in-use, which is measured by reference to discounted future cash flows. These calculations use cash flow projections based on financial budget approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated with 0% growth rate till the expiry of the Power Purchase Agreement ("PPA") in June 2025. The discount rate used in the current year's estimate is 8.56% (2008: 10.24%).

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

20. INTANGIBLE ASSETS (cont'd)

(b) Impairment loss – Meizhou Wan Power Plant (cont'd)

If the tariff rate used in the computation of value-in-use is 1% lower than management's estimate, with all other variables including tax rate being held constant, there will be no impairment loss for the Group in the current financial year (2008: additional impairment loss of RM26.9 million). However, if the tariff rate used is 1% higher, the results after tax for the Group will be higher by RM97.0 million (2008: RM65.2 million), resulting in no impairment loss in the current financial year and a full reversal of impairment loss recognised in previous years.

If the pre-tax discount rate applied to the discounted net cash flow is 1% higher than management's estimate, with all other variables including tax rate being held constant, there will be no impairment loss for the Group in the current financial year (2008: additional impairment loss of RM86.8 million). However, if the pre-tax discount rate applied to the discounted net cash flow is 1% lower than management's estimate, with all other variables including tax rate being held constant, the results after tax for the Group will be higher by RM97.0 million (2008: RM90.1 million), resulting in no impairment loss in the current financial year and a full reversal of impairment loss recognised in previous years.

c) Amortisation charge included in the income statement is analysed as follows:

	Group	
	2009	2008
Cost of sales	**4.3**	9.6
Administration expenses	**-**	0.1
	4.3	9.7

21. EXPLORATION COSTS

	Group	
	2009	2008
Net book value:		
At 1 January	**420.0**	312.5
Exchange differences	**(3.5)**	14.9
Additions	**79.8**	92.6
Impairment loss	**(75.7)**	-
At 31 December	**420.6**	420.0
At 31 December		
Cost/net book value	**420.6**	420.0

Exploration costs comprise drilling, seismic and technical study expenditure. These costs remain capitalised as the Group is committed to continue exploring and developing these interests.

Impairment loss recognised during the current financial year is in respect of one of the Group's oil and gas project, in which the Group has decided not to proceed with further exploration work.

22. SUBSIDIARIES

	Company	
	2009	2008
Investment in subsidiaries:		
Quoted shares in Malaysia - at cost	**740.1**	740.1
Unquoted shares - at cost	**7,538.2**	5,787.8
	8,278.3	6,527.9
Market value of quoted shares	**10,368.4**	7,650.9
Amounts due from subsidiaries are unsecured and comprise:		
Current:		
Interest bearing	**-**	0.8
Interest free	**411.3**	527.1
	411.3	527.9
Non-current:		
Interest bearing	**966.3**	930.6
Interest free	**0.9**	1.1
	967.2	931.7
	1,378.5	1,459.6
Amounts due to subsidiaries are unsecured and comprise:		
Current:		
Interest free	**16.3**	16.8
Non-current:		
Interest bearing	**2,438.3**	1,041.1
	2,454.6	1,057.9

The subsidiaries are listed in Note 45.

(a) The interest free portion of the amount due from/to subsidiaries has no fixed repayment terms. During the financial year, the Company waived certain amounts due from its wholly owned subsidiaries, amounting to RM1.0 million (2008: RM19.4 million).

The interest bearing portion of the amounts due from subsidiaries bears interest at rates ranging from 5.9% to 6.8% (2008: 5.9% to 7.0%) per annum.

Included in the interest bearing amount due to subsidiaries are loans obtained by the Company from the following subsidiaries:

(i) USD300.0 million (RM1,030.7 million) (2008: USD300.0 million (RM1,041.1 million)) loan from Prime Holdings (Labuan) Limited ("PHLL"), a wholly owned subsidiary of the Company. The loan bears an effective interest rate of 5.9% (2008: 5.9%) per annum. Repayment terms for this loan are similar to the terms on the fixed rate notes facility obtained by PHLL.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

22. SUBSIDIARIES (cont'd)

(ii) RM1.41 billion loan from GB Services Berhad, a wholly owned subsidiary of the Company on 12 November 2009. The loan bears an effective interest rate of 5.3% per annum (see Note 35(h)). The entire principal amount of the loan shall be repaid by 8 November 2019 (the "Maturity Date") provided always that the entire principal amount or any portion thereof, and any accrued and unpaid interest thereon shall be immediately due and payable upon the earlier to occur of (i) the Maturity Date; or (ii) request(s) from GB Services Berhad for early prepayment of the loan or any portions thereof; or (iii) the acceleration of the loan.

The above loans have been used to finance the Group's investments overseas.

(b) As at 31 December 2009, the Company's percentage shareholding in GENM has increased to 48.7% compared to 48.4% as at 31 December 2008 mainly due to the effects of GENM's purchase of its own shares.

GENM's financial results continue to be consolidated with those of the Company as its subsidiary notwithstanding the Company's shareholding of less than 50% in GENM as the Company has control over GENM by virtue of its ability to manage the financial and operating policies of GENM pursuant to a 30 year Resort Management Agreement ("RMA") entered into in 1989 between the Company's wholly owned subsidiary, Genting Hotel & Resorts Management Sdn Bhd ("GHRM") and GENM. The RMA which cannot be unilaterally terminated by either party (except in limited circumstances, generally relating to default by a party continuing after a cure period or insolvency related events affecting a party) is renewable under the original terms and conditions at the end of the original term for 3 consecutive terms of 20 years each. Under the RMA, GHRM is appointed as the operator and manager of the gaming, hotel and resort related operations of GENM and which includes the supply of senior management and other personnel deemed necessary or appropriate by GHRM for the operation of GENM. A fee based on the gross revenue and the net operating income before fixed charges and taxation of GENM is payable by GENM to GHRM for services under the RMA.

In addition, the Company is the single largest shareholder of GENM and GENM also continues to regard the Company as its holding company by virtue of the Company being able to manage the financial and operating policies of GENM.

(c) On 8 December 2009, the Company entered into sale and purchase agreements with GENM for the disposal by the Company of the total issued and paid-up share capital of its wholly owned subsidiaries, Oakwood Sdn Bhd and Genting Highlands Tours and Promotion Sdn Bhd, to GENM for total cash considerations of RM212.7 million and RM15.9 million ("the Disposals") respectively. The Company recognised a gain on the disposals of RM213.3 million. The Disposals were completed on 11 December 2009.

(d) During the current financial year, the Company subscribed to 520,958 Convertible, Non-Cumulative Irredeemable Preference Shares of USD1 each issued by its wholly owned subsidiary, Genting Overseas Holdings Limited ("GOHL"), which amounted to RM1.7 billion.

23. JOINTLY CONTROLLED ENTITIES

	Group	
	2009	2008
Unquoted - at cost:		
Shares in foreign corporations	**85.1**	81.8
Shares in a Malaysian company	**1.0**	1.0
Group's share of post acquisition reserves	**(34.0)**	(11.6)
	52.1	71.2
Amounts due from jointly controlled entities	**88.8**	78.8
Amount due to a jointly controlled entity	**2.3**	-
Less: Balance included in long term receivables (see Note 29)	**(75.3)**	(67.5)
Balance included in current assets	**(13.5)**	(11.3)
Balance included in current liabilities	**(2.3)**	-
	-	-
	52.1	71.2

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

23. JOINTLY CONTROLLED ENTITIES (cont'd)

The Group's aggregate share of the income, expenses, assets and liabilities of the jointly controlled entities are as follows:

	2009	2008
Income	**20.9**	22.6
Expenses	**(43.0)**	(24.2)
Net loss	**(22.1)**	(1.6)
Non-current assets	**424.7**	330.9
Current assets	**42.2**	39.6
Current liabilities	**(97.8)**	(81.4)
Non-current liabilities	**(318.8)**	(219.7)
Net assets	**50.3**	69.4
Share of capital commitments	**-**	47.6

There are no contingent liabilities relating to the Group's interest in jointly controlled entities at the financial year end (2008: Nil).

Details of jointly controlled entities are as follows:

Names of Jointly Controlled Entities	**Effective percentage of ownership**		**Country of incorporation**	**Principal activities**
	2009	2008		
DCP (Sentosa) Pte Ltd	**43.1**	43.5	Singapore	Developer and operator of district cooling plant
Gemstones Investments Pte Ltd	**18.0**	18.1	Singapore	Investment holding
Genting INTI Education Sdn Bhd	**17.0**	17.0	Malaysia	Managing a college for education, tourism, leisure and hospitality
Kensington Hotel Pte Ltd	**18.0**	18.1	Singapore	Investment holding
Kensington Residential Pte Ltd	**18.0**	18.1	Singapore	Investment holding
KHS Management Limited	**18.0**	18.1	United Kingdom	Property management services
Mark Burnett Productions Asia Pte Ltd	**26.9**	27.2	Singapore	Development, production and distribution of television programmes
SGSI-Asiatic Limited	**27.3**	27.4	British Virgin Islands	Genomics research and development
WCI Intellectual Limited	**26.9**	27.2	Isle of Man	Dormant
WCI Management Limited	**26.9**	27.2	Isle of Man	Investment holding
WorldCard International Limited	**26.9**	27.2	Isle of Man	Investment holding
WorldCard (Hong Kong) Limited	**26.9**	27.2	Hong Kong, SAR	Provision of loyalty programme management services
WorldCard (Singapore) Pte Ltd	**26.9**	27.2	Singapore	Provision of loyalty programme management services
808 Holdings Pte Ltd	**18.0**	18.1	Singapore	Investment holding
818 Pte Ltd	**18.0**	18.1	Singapore	Investment holding
828 Pte Ltd	**18.0**	18.1	Singapore	Investment holding
838 Pte Ltd	**18.0**	18.1	Singapore	Investment holding

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

24. ASSOCIATES

	Group	
	2009	2008
Quoted - at cost:		
Shares in Malaysian company	**299.7**	299.7
Negative goodwill arising from acquisition	**13.8**	13.8
Group's share of post acquisition reserves	**31.4**	35.2
	344.9	348.7
Unquoted - at cost:		
Shares in foreign corporations	**135.3**	124.9
Shares in Malaysian companies	**2.1**	2.1
Group's share of post acquisition reserves	**190.5**	146.4
	327.9	273.4
	672.8	622.1
Market value of quoted shares	**180.7**	126.8

The Group's aggregate share of revenue, profit, assets and liabilities of associates is as follows:

	Group	
	2009	2008
Revenue	**354.3**	388.8
Net profit	**42.5**	75.9
Total assets	**1,147.7**	1,034.8
Total liabilities	**507.8**	436.9

The associates are listed in Note 45.

There are no contingent liabilities relating to the Group's interest in associates at the financial year end (2008: Nil).

25. AVAILABLE-FOR-SALE FINANCIAL ASSET

	Group	
	2009	2008
At 1 January	**415.0**	1,505.4
Foreign exchange differences	**(2.4)**	40.6
Increase/(Decrease) in fair value - recognised in equity	**887.9**	(1,131.0)
Impairment loss	**(30.4)**	-
At 31 December	**1,270.1**	415.0
Investment in foreign corporation		
- Quoted	**1,270.1**	415.0

There were no disposals of AFS in the current financial year. The impairment loss in the current financial year is set out in Note 2(iv).

The currency profile of the AFS as at the financial year end is as follows:

	Group	
	2009	2008
Denominated in:		
- Hong Kong Dollars	**258.5**	78.3
- United States Dollars	**1,011.6**	336.7
At 31 December	**1,270.1**	415.0

26. OTHER LONG TERM INVESTMENTS

	Group	
	2009	2008
Quoted shares in foreign corporations, at cost	**16.7**	218.4
Less: Amounts written down to-date	**-**	(101.9)
	16.7	116.5
Unquoted shares in Malaysian companies, at cost	**4.2**	4.2
Less: Amounts written down to-date	**(1.0)**	(1.0)
	3.2	3.2
Other unquoted investments outside Malaysia, at cost	**318.5**	317.3
Less: Amounts written down to-date	**(50.3)**	(1.8)
	268.2	315.5
Unquoted debt securities in foreign corporations, at cost	**392.1**	-
Add: Accretion of discount	**0.8**	-
	392.9	-
	681.0	435.2

The market value of the Group's investments in foreign quoted shares amounted to RM22.3 million (2008: RM45.7 million). It was not practicable within the constraints of cost to estimate reliably the fair values of the balance of unquoted shares which are carried in the financial statements as there are no comparable securities that are traded.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

27. DEFERRED TAXATION

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax relates to the same tax authority. The following amounts, determined after appropriate offsetting, are shown in the balance sheet:

	Group		Company	
	2009	2008	**2009**	2008
Deferred tax assets				
- subject to income tax (see (i) below)	**94.0**	61.7	**9.2**	7.4
Deferred tax liabilities				
- subject to income tax (see (ii) below)	**(1,307.9)**	(1,226.6)	**-**	-
Net deferred tax (liability)/asset	**(1,213.9)**	(1,164.9)	**9.2**	7.4
At 1 January:	**(1,164.9)**	(1,521.8)	**7.4**	7.8
Credited/(charged) to income statement (see Note 12)				
- property, plant and equipment	**11.1**	24.8	**-**	0.1
- provisions	**(6.5)**	8.7	**1.8**	(0.5)
- others (including discontinued operations)	**30.5**	59.9	**-**	-
	35.1	93.4	**1.8**	(0.4)
Currency translation differences	**(84.1)**	263.5	**-**	-
At 31 December	**(1,213.9)**	(1,164.9)	**9.2**	7.4
Subject to income tax:				
i) Deferred tax assets (before offsetting)				
- property, plant and equipment	**94.6**	146.3	**-**	-
- land held for property development	**4.4**	3.7	**-**	-
- provisions	**43.9**	44.9	**9.5**	7.7
- tax losses	**35.8**	25.5	**-**	-
- others	**21.4**	7.4	**-**	-
	200.1	227.8	**9.5**	7.7
- offsetting	**(106.1)**	(166.1)	**(0.3)**	(0.3)
Deferred tax assets (after offsetting)	**94.0**	61.7	**9.2**	7.4
ii) Deferred tax liabilities (before offsetting)				
- property, plant and equipment	**(450.9)**	(479.1)	**(0.3)**	(0.3)
- land held for property development	**(40.1)**	(40.1)	**-**	-
- intangible assets	**(883.2)**	(847.4)	**-**	-
- others	**(39.8)**	(26.1)	**-**	-
	(1,414.0)	(1,392.7)	**(0.3)**	(0.3)
- offsetting	**106.1**	166.1	**0.3**	0.3
Deferred tax liabilities (after offsetting)	**(1,307.9)**	(1,226.6)	**-**	-

The amount of unutilised tax losses and deductible temporary differences on property, plant and equipment (no expiry date) for which no deferred tax asset is recognised in the balance sheet are as follows:

	Group		Company	
	2009	2008	**2009**	2008
Unutilised tax losses	**68.6**	79.6	**-**	-
Property, plant and equipment	**85.6**	74.2	**-**	-
Provision	**5.1**	1.9	**-**	-
	159.3	155.7	**-**	-

In respect of the Group's unutilised Investment Tax Allowance ("ITA") (see Note 12) with regards to FRS 112 "Income Taxes", the Group will continue to recognise in the Income Statement, the tax impact arising from the ITA as and when it is utilised.

28. INVENTORIES

	Group	
	2009	2008
Stores and spares	**209.3**	223.8
Completed properties	**138.2**	125.7
Food, beverages and other hotel supplies	**31.0**	18.2
Produce stocks and finished goods	**8.6**	8.4
	387.1	376.1

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

29. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2009	2008	**2009**	2008
Current:				
Trade debtors	**451.2**	455.6	**-**	-
Other debtors	**223.7**	131.3	**0.3**	0.3
Less: Allowance for doubtful debts	**(11.7)**	(4.1)	**(0.2)**	(0.2)
	663.2	582.8	**0.1**	0.1
Accrued billings in respect of property development	**15.2**	9.0	**-**	-
Deposits	**78.0**	56.8	**0.6**	0.6
Prepayments	**220.6**	303.2	**-**	-
	977.0	951.8	**0.7**	0.7
Non-current:				
Trade debtors	**109.6**	11.4	**-**	-
Amount due from jointly controlled entities (see Note 23)	**75.3**	67.5	**-**	-
Other debtors	**54.6**	23.5	**-**	-
	239.5	102.4	**-**	-
	1,216.5	1,054.2	**0.7**	0.7

The maturity profile for non-current receivables are as follows:

	Group	
	2009	2008
More than one year and less than two years	**100.6**	71.5
More than two years and less than five years	**105.6**	19.4
More than 5 years	**33.3**	11.5
	239.5	102.4

The currency profile of trade and other receivables (excluding prepayments) as at the financial year end is as follows:

	Group		Company	
	2009	2008	**2009**	2008
Ringgit Malaysia	**408.9**	411.1	**0.7**	0.7
US Dollars	**86.5**	52.0	**-**	-
Singapore Dollars	**131.0**	24.1	**-**	-
Sterling Pound	**105.3**	104.2	**-**	-
Renminbi	**223.0**	146.4	**-**	-
Other currencies	**41.2**	13.2	**-**	-
	995.9	751.0	**0.7**	0.7

Credit terms offered by the Group in respect of trade receivables range from 1 day to 60 days (2008: 7 days to 120 days) from date of invoice.

Included in the prepayments and other receivables of the Group are prepayments for construction-in-progress and other related costs of RM197.7 million (2008: RM170.6 million) for the integrated resort in Singapore.

The fair values of the Group's non-current trade and other receivables amounted to approximately RM200.2 million (2008: RM95.3 million).

30. SHORT TERM INVESTMENTS

	Group		Company	
	2009	2008	**2009**	2008
Quoted - at cost:				
Shares in foreign corporations	**355.8**	245.8	**-**	-
Less: Allowance for diminution in value of investments	**(41.7)**	(82.5)	**-**	-
	314.1	163.3	**-**	-
Unquoted - at cost:				
Money market instruments (see Note 31)	**2,917.0**	2,366.1	**448.1**	284.8
	3,231.1	2,529.4	**448.1**	284.8
Market value of quoted shares:				
- Foreign corporations	**316.2**	164.8	**-**	-

Investment in money market instruments comprises negotiable certificates of deposit and bankers' acceptances. The money market instruments of the Group and the Company as at 31 December 2009, have maturity periods ranging between overnight and one month (2008: overnight and two months).

As at 31 December 2009, Palomino Limited, a wholly owned subsidiary of the GENS Group owns approximately 11.0% (2008: 11.0%) of the total issued and paid-up share capital of Rank Group plc, a company listed on the London Stock Exchange. Rank Group plc is the second largest bingo and casino operator in the UK and it also operates online gaming operations.

31. CASH AND CASH EQUIVALENTS

	Group		Company	
	2009	2008	**2009**	2008
Deposits with licensed banks	**9,349.9**	4,520.8	**126.2**	24.3
Cash and bank balances	**2,423.2**	2,551.8	**0.6**	1.2
	11,773.1	7,072.6	**126.8**	25.5
Less: Restricted cash	**(297.5)**	(135.4)	**-**	-
Bank balances and deposits	**11,475.6**	6,937.2	**126.8**	25.5
Add: Money market instruments (see Note 30)	**2,917.0**	2,366.1	**448.1**	284.8
Cash and cash equivalents	**14,392.6**	9,303.3	**574.9**	310.3

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

31. CASH AND CASH EQUIVALENTS (cont'd)

The currency profile and weighted average interest rates of the bank balances, deposits and money market instruments as at the financial year end are as follows:

	Group				Company			
	Currency Profile		Interest rates		Currency Profile		Interest rates	
	2009	2008	**2009**	2008	**2009**	2008	**2009**	2008
			%	%			**%**	%
Ringgit Malaysia	**5,724.4**	4,436.0	**1.99**	3.36	**542.6**	310.3	**1.99**	3.36
US Dollars	**1,642.8**	2,149.9	**0.16**	0.37	**32.3**	-	**0.20**	-
Singapore Dollars	**6,654.6**	2,196.5	**0.17**	0.34	**-**	-	**-**	-
Renminbi	**213.5**	329.6	**2.22**	1.31	**-**	-	**-**	-
Sterling Pound	**120.6**	125.7	**0.45**	1.50	**-**	-	**-**	-
Other foreign currencies	**36.7**	65.6	**-**	-	**-**	-	**-**	-
	14,392.6	9,303.3			**574.9**	310.3		

The deposits of the Group and Company as at 31 December 2009 have maturity periods ranging from overnight to 92 days (2008: overnight to 96 days). Cash and bank balances of the Group and Company are held at call.

Included in deposits with licensed banks for the Group is an amount of RM10.0 million (2008: RM8.2 million) deposited by an indirect subsidiary involved in property development activities into various Housing Development Accounts in accordance with Section 7(A) of the Housing Developers (Control and Licensing) Act, 1966. This amount is available for use by the said subsidiary for the payment of property development expenditure.

Restricted cash relates to the deposits pledged with licensed banks to secure certain bank facilities, mainly denominated in RMB, USD and GBP. These deposits have weighted average interest rates ranging from 0.1% to 2.45% (2008: 2.8% to 2.9%) per annum.

32. SHARE CAPITAL

	2009	2008
Authorised:		
8,000.0 million ordinary shares of 10 sen each	**800.0**	800.0
Issued and fully paid:		
Ordinary shares of 10 sen each		
At beginning of the financial year		
- 3,703.8 million (2008: 3,703.6 million)	**370.4**	370.4
Issue of shares:		
- pursuant to the Scheme: 1.0 million (2008: 0.2 million)	**0.1**	-
At end of the financial year		
- 3,704.8 million (2008: 3,703.8 million)	**370.5**	370.4

Executive Share Option Scheme

During the financial year, 1,027,000 new ordinary shares of 10 sen each fully paid at the subscription price of RM2.868 per share were issued by virtue of the exercise of options to take up unissued ordinary shares of the Company by executive employees pursuant to The Executive Share Option Scheme for Eligible Executives of Genting Berhad and its subsidiaries ("Scheme").

The Scheme had become effective on 12 August 2002 for a duration of 10 years terminating on 11 August 2012. These ordinary shares rank pari passu with the then existing ordinary shares of the Company.

At an Extraordinary General Meeting ("EGM") of the Company held on 21 February 2002, the shareholders of the Company had approved the Scheme.

At another EGM held on 25 June 2002, the Bye-Laws of the Scheme was further amended such that the total number of new shares to be offered under the Scheme shall not exceed 2.5% of the issued and paid-up share capital of the Company at any time of the offer but the shareholders of the Company may at any time during the tenure of the Scheme, by ordinary resolution increase the total number of new shares to those offered under the Scheme up to 5% of the issued and paid up share capital of the Company at the time of the offer.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

32. SHARE CAPITAL (cont'd)

Executive Share Option Scheme (cont'd)

The main features of the Scheme are as follows:

i) The Scheme shall be in force from the Date of Commencement and continue for a period of ten years from the Date of Commencement.

ii) Eligible Executives are employees of the Group (including Executive Directors) or persons under an employment contract of the Group for a period of at least twelve full months of continuous service before the Date of Offer. The eligibility for participation in the Scheme shall be at the discretion of the Remuneration, Compensation and Benefits ("RCB") Committee which was established by the Board of Directors. Following the dissolution of the RCB Committee with effect from 29 June 2009, the administration of the Scheme has been delegated by the Board of Directors to the Remuneration Committee ("RC") of the Company.

iii) In the event of cessation of employment of a Grantee with the Group prior to the full exercise of the options, such options shall cease without any claim against the Company provided always that subject to the written approval of the RC in its discretion where the Grantee ceases his employment with the Group by reason of:
- his retirement at or after attaining retirement age;
- ill-health or accident, injury or disability;
- redundancy; and/or
- other reasons or circumstances which are acceptable to the RC.

The Grantee may exercise his unexercised options within the Option Period subject to such conditions that may be imposed by the RC.

iv) The total number of new shares to be offered under the Scheme shall not exceed 2.5% of the issued and paid-up share capital of the Company at any time of the offer but the shareholders of the Company may at any time during the tenure of the Scheme, by ordinary resolution increase the total number of new shares to be offered under the Scheme up to 5% of the issued and paid-up share capital of the Company at the time of the offer.

v) Not more than 50% of the shares available under the Scheme would be allocated, in aggregate, to the Executive Directors and Senior Management. In addition, not more than 10% of the shares available under the Scheme would be allocated to any individual Eligible Executive who, either singly or collectively through persons connected, holds 20% or more in the issued and paid-up share capital of the Company.

vi) The price at which the Grantee is entitled to subscribe upon exercise of his rights under the options shall be based on the weighted average market price of the shares as shown in the Daily Official List of the Bursa Malaysia Securities Berhad for the five (5) Market Days immediately preceding the Date of Offer. Notwithstanding this, the Option Price per share shall in no event be less than the nominal value of the shares.

vii) No options shall be granted for less than 1,000 shares and not more than 7,500,000 shares to any Eligible Executive.

viii) The options granted can only be exercised by the Grantee in the third year from the Date of Offer and the number of new shares comprised in the option which a Grantee can subscribe for from the third year onwards shall at all times be subject to the following maximum percentage of new shares comprised in the options:

Year 1	Year 2	Year 3	Year 4	Year 5
-	-	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares

Year 6	Year 7	Year 8	Year 9	Year 10
12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% or balance of all options allotted

ix) All new ordinary shares issued upon exercise of the options granted under the Scheme will rank pari passu in all respects with the existing ordinary shares of the Company other than their entitlements to dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the new shares and will be subject to all provisions of the Articles of Association of the Company relating to transfer, transmission and otherwise.

x) The options shall not have any right to vote at general meeting of the Company and the Grantees shall not be entitled to any dividends, right or other entitlements in respect of their unexercised options.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

32. SHARE CAPITAL (cont'd)

Executive Share Option Scheme (cont'd)

Set out below are details of options over the ordinary shares of the Company granted under the Scheme:

Date granted	Exercisable period	Subscription price RM	At start of financial year '000	Offered and accepted '000	Exercised '000	Lapsed '000	At end of financial year '000
Financial year ended 31.12.2009:							
Scheme							
2.9.2002	2.9.2004 to 11.8.2012	**2.868**	**15,619**	**-**	**(1,027)**	**-**	**14,592**
29.11.2002	29.11.2004 to 11.8.2012	**2.616**	**50**	**-**	**-**	**-**	**50**
			15,669	**-**	**(1,027)**	**-**	**14,642**
Financial year ended 31.12.2008:							
Scheme							
2.9.2002	2.9.2004 to 11.8.2012	2.868	15,992	-	(263)	(110)	15,619
29.11.2002	29.11.2004 to 11.8.2012	2.616	51	-	(1)	-	50
			16,043	-	(264)	(110)	15,669

	2009 '000	2008 '000
Number of share options vested at balance sheet date	**7,757**	4,924

Details relating to options exercised during the current financial year are as follows:

Exercise date	Fair value of shares at share issue date (RM/share)	Subscription price (RM/share)	Number of shares issued **2009**	2008
January - March	3.17 – 3.92 / 6.11 – 7.97	2.868	**5,000**	50,000
April - June	3.76 – 6.00 / 5.29 – 6.64	2.868	**214,000**	47,000
July - September	5.49 – 7.31 / 4.70 – 5.94	2.868	**452,000**	124,000
July - September	5.49 – 7.31 / 4.70 – 5.94	2.616	**-**	1,000
October - December	6.93 – 7.78 / 3.72 – 5.34	2.868	**356,000**	42,000
			1,027,000	264,000

	2009 RM'000	2008 RM'000
Ordinary share capital - at par	**102.7**	26.4
Share premium	**2,842.7**	730.5
Proceeds received on exercise of share options	**2,945.4**	756.9

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

33. TREASURY SHARES

At the Annual General Meeting of the Company held on 17 June 2009, the shareholders of the Company approved the renewal of the authority for the Company to purchase its own shares of up to 10% of the issued and paid-up share capital of the Company.

During the current financial year, the Company had repurchased a total of 160,000 (2008: 7,592,900) ordinary shares of RM0.10 each of its issued share capital from the open market at an average price of RM4.62 (2008: RM4.62). The total consideration paid for the repurchase, including transaction costs, was RM0.74 million (2008: RM35.08 million) and was financed by internally generated funds. The repurchased shares are held as treasury shares in accordance with the requirements of Section 67A (as amended) of the Companies Act, 1965. There is no cancellation, resale or reissuance of treasury shares during the financial year. As treasury shares, the rights attached as to voting, dividends and participation in other distribution are suspended.

As at 31 December 2009, of the total 3,704,847,770 (2008: 3,703,820,770) issued and fully paid ordinary shares, 8,752,900 (2008: 8,592,900) are held as treasury shares by the Company. As at 31 December 2009, the number of outstanding ordinary shares in issue after the offset is therefore 3,696,094,870 (2008: 3,695,227,870) ordinary shares of RM0.10 each.

Details relating to the repurchase during the current financial year are as follows:

2009	**Total shares repurchased in units '000**	**Total consideration paid RM million**	**Highest price RM**	**Lowest price RM**	**Average price * RM**
At 1 January 2009	**8,592.9**	**42.30**	**7.20**	**3.78**	**4.92**
Shares repurchased during the financial year					
- March	**100.0**	**0.34**	**3.40**	**3.40**	**3.41**
- September	**60.0**	**0.40**	**6.63**	**6.59**	**6.64**
At 31 December 2008	**8,752.9**	**43.04**			**4.92**

* Average price includes stamp duty, brokerage and clearing fees.

The directors of the Company are committed to enhance the value of the Company to its shareholders and believe that the repurchase plan is being applied in the best interests of the Company and its shareholders.

34. RESERVES

	Group		**Company**	
	2009	2008	**2009**	2008
Share premium	**1,155.0**	1,152.1	**1,155.0**	1,152.1
Revaluation reserves	**302.7**	303.4	**-**	-
Fair value reserve	**432.0**	-	**-**	-
Exchange differences	**(223.1)**	(397.0)	**-**	-
Retained earnings	**11,893.0**	11,055.4	**6,224.4**	5,694.2
	13,559.6	12,113.9	**7,379.4**	6,846.3

Under the single-tier tax system which came into effect from the year of assessment 2008, companies are not required to have tax credits under Section 108 of the Income Tax Act 1967 for dividend payment purposes. The single tier dividend is not taxable in the hands of shareholders.

Companies with Section 108 credits as at 31 December 2008 may continue to pay franked dividends until the Section 108 credits are exhausted or 31 December 2013 whichever is earlier unless they opt to disregard the Section 108 credits to pay single-tier dividends under the special transitional provisions of the Finance Act 2007. As at 31 December 2009, subject to agreement with the tax authorities, the Company has sufficient Section 108 tax credits to pay RM3,784.9 million (2008: RM3,978.9 million) of the retained earnings of the Company as franked dividends.

In addition, the Company has tax exempt income as at 31 December 2009, available to frank as tax exempt dividends arising from the Promotions of Investment Act, 1986 and the Income Tax (Amendment) Act 1999, relating to tax on income earned in 1999 being waived, amounting to approximately RM525.2 million (2008: RM525.2 million). The estimated tax credit and tax exempt income are subject to agreement by the Inland Revenue Board.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

35. BORROWINGS

	Group	
	2009	2008
Current		
Secured:		
Bankers acceptances		
- US Dollar	**140.0**	-
- RMB	**12.8**	-
Term loan - RMB	**100.1**	100.9
Working capital loan - RMB	**66.9**	-
Finance lease liabilities	**2.2**	1.7
Commercial paper - RMB	**-**	152.1
Unsecured:		
Term loan - US Dollar	**171.8**	104.1
Term loan - GBP	**212.1**	41.3
Term loan - SGD	**146.6**	23.9
Term loan - IDR	**-**	18.3
	852.5	442.3
Non-current		
Secured:		
Term loan - SGD	**7,417.8**	1,260.6
Term loans - RMB	**963.1**	1,069.8
Term loan - US Dollar	**65.4**	-
Loan notes - GBP	**16.6**	26.3
Finance lease liabilities	**1.3**	2.0
Working capital loan - RMB	**-**	67.4
Unsecured:		
Medium term notes - RM	**1,450.0**	-
Convertible bonds - SGD	**1,137.6**	1,245.1
Fixed rate notes - US Dollar	**1,007.8**	1,014.0
Term loan - GBP	**293.5**	553.0
Term loan - SGD	**155.5**	176.1
Working capital loan - RMB	**150.9**	-
	12,659.5	5,414.3
	13,512.0	5,856.6

a) The weighted average interest rates (%) per annum before and after interest rate swaps ("IRS") are as follows:

	2009		2008	
	Before IRS	**After IRS**	Before IRS	After IRS
Effective during the year:				
US Dollar term loans	**2.0**	**2.0**	4.7	4.6
GBP term loans	**2.8**	**5.4**	6.5	6.2
SGD term loans	**2.2**	**4.3**	2.6	4.1
RMB term loans	**6.4**	**6.4**	6.8	6.8
IDR term loan	**14.3**	**14.3**	14.5	14.5
RM Medium term notes	**5.3**	**5.3**	-	-
US Dollar fixed rate notes	**5.9**	**5.9**	5.9	5.9
US Dollar redeemable exchangeable notes	**-**	**-**	3.6	3.6
SGD convertible bonds	**2.0**	**2.0**	2.0	2.0
GBP loan notes	**2.1**	**2.1**	5.5	5.5
RMB working capital	**5.7**	**5.7**	6.6	6.6
RMB commercial paper	**7.0**	**7.0**	7.0	7.0
US Dollar & RMB Banker acceptances	**1.6**	**1.6**	-	-
Finance lease liabilities	**7.3**	**7.3**	7.2	7.2
As at 31 December:				
US Dollar term loans	**1.9**	**1.9**	2.8	2.8
GBP term loans	**1.6**	**4.5**	3.9	5.5
SGD term loans	**2.3**	**4.0**	3.0	4.3
RMB term loans	**5.4**	**5.4**	7.1	7.1
IDR term loan	**-**	**-**	14.9	14.9
RM Medium term notes	**5.3**	**5.3**	-	-
US Dollar fixed rate notes	**5.9**	**5.9**	5.9	5.9
SGD convertible bonds	**1.9**	**1.9**	2.0	2.0
GBP loan notes	**0.9**	**0.9**	5.7	5.7
RMB working capital	**5.5**	**5.5**	6.8	6.8
RMB commercial paper	**-**	**-**	7.0	7.0
US Dollar & RMB Banker acceptances	**1.3**	**1.3**	-	-
Finance lease liabilities	**7.0**	**7.0**	7.2	7.2

b) The maturity profile and exposure of borrowings of the Group to interest rate risk are as follows:

	Borrowings	
	Floating interest rate	**Fixed interest rate**
As at 31 December 2009:		
Before interest rate swaps:		
Less than one year	**698.0**	**154.5**
More than one year and less than two years	**731.8**	**0.4**
More than two years and less than five years	**3,079.3**	**2,145.8**
More than five years	**5,252.2**	**1,450.0**
After interest rate swaps:		
Less than one year	**487.5**	**365.0**
More than one year and less than two years	**326.4**	**405.8**
More than two years and less than five years	**1,437.1**	**3,788.0**
More than five years	**2,103.0**	**4,599.2**
As at 31 December 2008:		
Before interest rate swaps:		
Less than one year	440.6	1.7
More than one year and less than two years	479.0	0.9
More than two years and less than five years	1,108.2	1,246.2
More than five years	1,566.0	1,014.0
After interest rate swaps:		
Less than one year	398.8	43.5
More than one year and less than two years	188.6	291.3
More than two years and less than five years	868.1	1,486.3
More than five years	948.7	1,631.3

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

35. BORROWINGS (cont'd)

c) The exposure of the borrowings of the Group to interest rate changes and the periods in which the borrowings reprice are as follows:

		Repricing periods				
	Total	**1 to 3 months**	**More than 3 months & less than 1 year**	**More than 1 year & less than 2 years**	**More than 2 years & less than 5 years**	**More than 5 years**
As at 31 December 2009:						
Total borrowings	**13,512.0**	**8,464.2**	**1,451.6**	**0.4**	**2,145.8**	**1,450.0**
Movements in repricing periods due to interest rate swaps	**-**	**(5,524.5)**	**-**	**733.1**	**1,642.2**	**3,149.2**
	13,512.0	**2,939.7**	**1,451.6**	**733.5**	**3,788.0**	**4,599.2**
As at 31 December 2008:						
Total borrowings	5,856.6	2,159.0	1,436.5	0.9	1,246.2	1,014.0
Movements in repricing periods due to interest rate swaps	-	(1,455.4)	-	598.0	240.1	617.3
	5,856.6	703.6	1,436.5	598.9	1,486.3	1,631.3

d) Fixed Rate Notes

On 22 September 2004 ("Issue Date"), the Company through its wholly owned subsidiary, Prime Holdings (Labuan) Limited, issued USD300.0 million Guaranteed Notes ("Notes") of up to 10 years. The Notes which are guaranteed by the Company, were offered outside the United States in accordance with Regulation S. The Notes were only offered for subscription or sale outside Malaysia (except the Federal Territory of Labuan) to non-residents of Malaysia. The purpose of the issue is to fund the Group's future overseas investments.

The main features of the Notes are as follows:

i) the Notes bear coupon interest from Issue Date at 5.375% per annum payable in arrears on 22 March and 22 September each year commencing on 22 March 2005; and

ii) unless previously purchased and cancelled, the Notes will be redeemed on 22 September 2014 at their principal amount.

The Fixed Rate Notes are recognised in the balance sheet as follows:

	2009		2008	
	USD (Mil)	**Equivalent RM (Mil)**	USD (Mil)	Equivalent RM (Mil)
Face value including hedge loss	**289.6**	**995.1**	289.6	1,005.2
Discount	**(1.8)**	**(6.3)**	(1.8)	(6.3)
Amortisation of hedge loss and discount	**5.5**	**19.0**	4.4	15.1
	293.3	**1,007.8**	292.2	1,014.0

e) GENS had on 12 January 2007 issued SGD425.0 million convertible bonds due 2012 ("First Convertible Bonds") which were initially convertible into approximately 673.7 million fully paid-up new ordinary shares of USD0.10 each of GENS at a conversion price of SGD0.6308 per share, and are convertible from 7 February 2007 to 31 December 2011. The new ordinary shares, upon issue, shall rank pari passu with the existing ordinary shares of GENS. The First Convertible Bonds were listed and quoted on the Singapore Exchange Securities Trading Limited ("SGX-ST") with effect from 15 January 2007.

As a result of GENS's rights issue on the basis of 3 rights shares for every 5 existing ordinary shares held by the GENS shareholders as at 17 August 2007 ("2007 Rights Issue"), adjustments have been made to the conversion price, from SGD0.6308 per share to SGD0.55 per share with effect from 17 September 2007.

With effect from 20 October 2009 the conversion price of the First Convertible Bonds was further adjusted to SGD0.53 pursuant to GENS's rights issue on the basis of one right share for every 5 existing ordinary shares ("2009 Rights Issue") held by the GENS shareholders as at 23 September 2009.

During the current financial year, a total of SGD57.6 million (2008: SGD3.0 million) of the First Convertible Bonds were converted into 108.1 million (2008: 5.5 million) new GENS shares. The conversion gave rise to a net gain on dilution of RM28.0 million (2008: RM1.6 million).

The First Convertible Bonds have been fully converted into ordinary shares as at 31 December 2009.

f) GENS had on 26 April 2007 issued SGD450.0 million convertible bonds due 2012 ("Second Convertible Bonds") which were initially convertible into approximately 363.4 million fully paid-up new ordinary shares of USD0.10 each of GENS at a conversion price of SGD1.2383 per share, and are convertible from 22 May 2007 to 16 April 2012. The new ordinary shares, upon issue, shall rank pari passu with the existing ordinary shares of GENS. The Second Convertible Bonds were listed and quoted on the SGX-ST with effect from 27 April 2007.

As a result of GENS's 2007 Rights Issue as disclosed above, adjustments have been made to the conversion price, from SGD1.2383 per share to SGD1.08 per share with effect from 17 September 2007.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

35. BORROWINGS (cont'd)

f) With effect from 26 April 2009, in accordance with the terms and conditions of the Second Convertible Bonds, the conversion price was again adjusted from SGD1.08 per share to SGD0.99 per share, as the arithmetic average of the closing price of the GENS shares for 20 consecutive trading days immediately prior to 45 days before 26 April 2009 was less than the existing conversion price.

As a result of GENS's 2009 Rights Issue, the conversion price of the Second Convertible Bonds was subsequently adjusted from SGD0.99 per share to SGD0.95 per share with effect from 20 October 2009.

During the current financial year, a total of SGD4.3 million (2008: Nil) of the Second Convertible Bonds were converted into 4.5 million (2008: Nil) new GENS shares. The conversion gave rise to a net gain on dilution of RM5.0 million (2008: Nil).

The balance of the Second Convertible Bonds ("Bonds") which remained outstanding as at 31 December 2009 was SGD445.7 million (2008: SGD450.0 million). On 25 January 2010, GENS issued a mandatory conversion notice to the holders of the Bonds for the mandatory conversion of the outstanding Bonds into fully paid-up ordinary shares of GENS at the conversion price of SGD0.95. As at 9 February 2010, all the SGD 2.7 million outstanding Bonds have been fully converted into 2,842,105 new ordinary shares of GENS.

g) SGD625.0 million Bridging Loan Facility

On 9 September 2009, Genting Capital Limited ("GCL"), a wholly owned subsidiary of the Company, entered into a Bridging Loan Facility agreement with a syndicate of banks to provide a bridging loan facility of up to SGD625.0 million ("Bridging Loan Facility"). The purpose of this Bridging Loan Facility is to on-lend to GOHL to part finance GOHL's subscription in GENS's 2009 Rights Issue. This Bridging Loan Facility is guaranteed by the Company and was fully drawndown in October 2009.

The Bridging Loan Facility bears interest rates which vary according to Swap Offer Rate.

In November 2009, GCL repaid SGD575.0 million of the Bridging Loan Facility. The balance of the Bridging Loan Facility which remained outstanding as at 31 December 2009 was SGD50.0 million (approximately RM122.3 million).

h) On 8 October 2009, CIMB Investment Bank Berhad ("CIMB") announced on behalf of the Company that the Company through its wholly owned subsidiary GB Services Berhad ("GENT SPV"), proposed to establish a RM1.6 billion nominal value MTNs programme ("Proposed MTN Programme"). The MTNs to be issued by GENT SPV pursuant to the proposed MTN Programme are guaranteed by the Company. The Proposed MTN Programme has been assigned a long term rating of AAA(s) by RAM Rating Services Berhad. GENT SPV intends to issue the MTNs under the Proposed MTN Programme on a 'need to' basis over a period of 15 years provided that the first issuance of the MTNs takes place within 2 years from the date of approval by the Securities Commission ("SC"). The proceeds raised through issuance of MTNs will be used for operational expenses of GENT SPV and the balance shall be on-lent to the Company and/or its subsidiaries for capital expenditure, investment, refinancing, working capital requirements and/or other general corporate purposes of the Group. This may include the refinancing (partially or fully) of a loan taken to part finance the Company's entitlement (including subscription of rights or to apply for excess rights), through its wholly owned subsidiary, GOHL, under GENS's 2009 Rights Issue (see Note 42(e)). Subsequently on 5 November 2009, the Company announced that GENT SPV had successfully priced its inaugural issuance of RM1.45 billion nominal amount of 10-year MTN's pursuant to the Proposed MTN Programme. The proposed issue was priced at 5.30% per annum, payable semi-annually.

The RM1.45 billion nominal value MTNs were subsequently issued on 9 November 2009 and remained outstanding as at 31 December 2009.

i) Redeemable Exchangeable Notes

On 12 December 2003 ("Issue Date"), the Company through its wholly owned subsidiary, Prime Venture (Labuan) Limited ("PVLL"), issued USD300.0 million nominal value 5-year redeemable exchangeable notes ("Exchangeable Notes") which were guaranteed by the Company and were exchangeable into existing ordinary shares of RM0.10 each ("GENM Shares") in GENM held by the Company. The purpose of the issue was to fund the Group's future overseas investments.

During the financial year ended 31 December 2008, a total of USD6.6 million of these Exchangeable Notes were exchanged for 9.5 million existing GENM Shares. In addition, USD12.6 million nominal value of Exchangeable Notes was bought back and settled via cash. In accordance with Condition 9(a) of the terms and conditions of the Exchangeable Notes (as set out in the trust deed constituting the Exchangeable Notes dated 12 December 2003), the Exchangeable Notes outstanding on 12 December 2008 of USD20.5 million were redeemed in cash by PVLL at 113.82% of their principal amount. The exchange gave rise to a gain on dilution of RM16.5 million and finance cost of RM8.1 million, thus resulting in a net gain of RM8.4 million for the financial year ended 31 December 2008.

j) Zero Coupon Convertible Notes

On 21 September 2006, GENM issued RM1.1 billion nominal value zero coupon convertible notes due 2008 ("Notes"). The Notes were convertible into ordinary shares of RM0.50 each ("GENM Shares") in GENM, in accordance with the terms and conditions of the Notes ("Terms"). The purpose of the issue was for working capital and/or investments or acquisitions in areas related to GENM's principal businesses, as and when such opportunities arise.

During the financial year ended 31 December 2008, a total of RM172.0 million of the Notes were converted into 67.9 million new GENM Shares. The conversion gave rise to a gain on dilution of RM35.1 million. GENM redeemed the outstanding Notes of RM4.7 million on 19 September 2008 (being the business day immediately preceding the maturity date of the Notes on 21 September 2008) at 99.0% of the principal amount.

k) Fair values of the borrowings as at the financial year ended 31 December 2009 are as follows:

	Group	
	2009	2008
Current	**852.5**	418.4
Non-current	**13,069.6**	4,746.4

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

36. PROVISIONS

	Group		Company	
	2009	2008	**2009**	2008
Provision for Retirement Gratuities (see (a) below)	**126.2**	107.2	**38.2**	30.8
Provision for Contingent Losses (see (b) below)	**-**	-	**15.9**	18.2
Other provision	**4.0**	3.8	**-**	-
	130.2	111.0	**54.1**	49.0
Less:				
Provision for retirement gratuities shown as current liabilities (see (a) below)	**(6.6)**	(7.9)	**-**	-
	123.6	103.1	**54.1**	49.0

(a) Provision for Retirement Gratuities

Beginning of the financial year	**107.2**	112.5	**30.8**	32.8
Charge for the financial year	**27.4**	7.7	**7.5**	2.9
Write-back of provision	**(0.6)**	(1.3)	**-**	(0.2)
Payments during the financial year	**(7.8)**	(11.7)	**(0.1)**	(4.7)
End of the financial year	**126.2**	107.2	**38.2**	30.8
Analysed as follows:				
Current (see Note 38)	**6.6**	7.9	**-**	-
Non-current	**119.6**	99.3	**38.2**	30.8
	126.2	107.2	**38.2**	30.8

The fair value of provision for retirement gratuities closely approximates its book value.

(b) Provision for Contingent Losses

	Company	
	2009	2008
Beginning of the financial year	**18.2**	137.3
Reversal for the financial year	**(2.3)**	(119.1)
End of the financial year	**15.9**	18.2

As at the end of the current financial year, the Company has established a provision for contingent losses of RM15.9 million (2008: RM18.2 million). The contingent losses arise from guarantees issued to financial institutions on borrowings extended to subsidiaries for the purpose of raising finance for the Group's investments.

37. OTHER LIABILITIES

	Group	
	2009	2008
Advance membership fees	**32.0**	31.3
Accruals and other payables	**229.5**	56.4
	261.5	87.7

The advance membership fees relate to fees received on sale of timeshare units by an indirect subsidiary offering a timeshare ownership scheme. These fees are recognised as income over the next twenty four years from commencement of membership.

38. TRADE AND OTHER PAYABLES

	Group		Company	
	2009	2008	**2009**	2008
Trade creditors	**347.4**	337.3	**-**	-
Accruals	**996.7**	737.2	**19.8**	16.6
Retirement gratuities (see Note 36(a))	**6.6**	7.9	**-**	-
Interest payable	**34.0**	31.3	**-**	-
Deposits	**24.9**	23.0	**-**	-
Other creditors	**972.3**	375.5	**-**	-
	2,381.9	1,512.2	**19.8**	16.6

The currency profile of trade and other payables as at the financial year end is as follows:

	Group		Company	
	2009	2008	**2009**	2008
Ringgit Malaysia	**1,028.6**	931.9	**19.8**	16.6
US Dollars	**226.9**	99.5	**-**	-
Sterling Pound	**173.7**	191.8	**-**	-
Singapore Dollars	**805.7**	185.6	**-**	-
Renminbi	**100.9**	87.2	**-**	-
Other currencies	**46.1**	16.2	**-**	-
	2,381.9	1,512.2	**19.8**	16.6

Included in other creditors and accruals of the Group are progress billings payable and accruals for capital expenditure relating to construction of a hotel and upgrading of resorts infrastructure amounting to RM791.8 million (2008: RM219.2 million).

Credit terms available to the Group range from 7 days to 120 days (2008: 7 days to 90 days) from date of invoice.

The carrying amounts of the Group's trade and other payables approximate their fair values.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

39. FINANCIAL INSTRUMENTS

As at the end of the current financial year, the Group has the following financial instruments:

a) Currency Hedge

The Group has the following foreign currency borrowings as mentioned below which have not been hedged into Ringgit Malaysia. These foreign currency borrowings form part of the total borrowings as disclosed in Note 35:

As at 31 December 2009:

Currency	Start date	Maturity dates	Foreign currency (Mil)			Equivalent RM (Mil)
			Hedged	Unhedged	Total	Total
US Dollar	22/09/2004 to 30/12/2009	14/04/2010 to 17/04/2019	-	403.0	403.0	**1,385.0**
Renminbi	28/06/2004 to 15/07/2009	14/01/2010 to 20/03/2019	-	2,571.8	2,571.8	**1,293.8**
Sterling Pound	09/10/2006 to 06/03/2008	01/05/2010 to 06/03/2013	-	94.3	94.3	**522.3**
SGD	26/04/2007 to 09/10/2009	09/10/2010 to 31/12/2015	-	3,622.1	3,622.1	**8,857.4**
Total						**12,058.5**

As at 31 December 2008:

Currency	Start date	Maturity dates	Foreign currency (Mil)			Equivalent RM (Mil)
			Hedged	Unhedged	Total	Total
US Dollar	22/09/2004 to 12/09/2008	12/09/2009 to 22/09/2014	-	322.2	322.2	**1,118.1**
Renminbi	28/06/2004 to 28/09/2008	20/03/2009 to 20/03/2019	-	2,741.9	2,741.9	**1,390.2**
Sterling Pound	09/10/2006 to 06/03/2008	31/12/2009 to 06/03/2013	-	124.9	124.9	**620.6**
SGD	12/01/2007 to 10/11/2008	12/01/2012 to 31/12/2015	-	1,129.5	1,129.5	**2,705.7**
IDR	24/11/2008 to 23/12/2008	05/01/2009 to 02/02/2009	-	57.8	57.8	**18.3**
Total						**5,852.9**

b) Interest Rate Swaps ("IRS")

The Group has entered into IRS contracts to manage the exposure of its borrowings to interest rate risks. With the IRS agreements, the Group receives interest at floating rate based on either one or three months London Inter-Bank Offer Rates ("LIBOR") or Singapore Swap Offer Rates ("SOR") and pays interest at fixed rates on the agreed notional principal amounts.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

39. FINANCIAL INSTRUMENTS (cont'd)

b) Interest Rate Swaps ("IRS") (cont'd)

As at the end of the current financial year, the terms and notional principal amounts of the outstanding interest rate swap contracts of the Group are as follows:

	Foreign currency (Mil)	Equivalent RM (Mil)
As at 31 December 2009:		
Within one year		
- GBP	**58.9**	**325.9**
- SGD	**69.3**	**169.3**
More than one year and less than 5 years		
- GBP	**-**	**-**
- SGD	**2,512.5**	**6,144.0**
		6,639.2
As at 31 December 2008:		
Within one year	-	-
More than one year and less than 5 years		
- GBP	82.8	430.6
- SGD	603.7	1,446.1
		1,876.7

The effect of the above interest rate swaps is to effectively hedge the interest rate payable on part of the foreign currencies borrowings mentioned in Note (a) above.

The fair value of the outstanding interest rate swap contracts of the Group which has not been recognised at the balance sheet date was an unfavourable net position of RM217.8 million (2008: RM205.7 million).

c) Forward Foreign Exchange Contracts

As at the end of the current financial year, the Group does not have any outstanding forward foreign exchange contracts (2008: Nil).

d) Put and Call Option

i) On 3 October 2008, Mediglove Sdn Bhd ("Mediglove"), a wholly owned subsidiary of GENP, had entered into a Put and Call Option Agreement with Kara Agri Pte Ltd ("KARA") whereby KARA grants an option to Mediglove to purchase ("Call Option") and Mediglove grants an option to KARA to sell ("Put Option"), as the case may be, all ordinary shares legally and beneficially owned by KARA in AsianIndo Holdings Pte Ltd ("Option Shares"), a 60% owned subsidiary of Mediglove, exercisable during the period after the expiry of five years from 3 October 2008 at an exercise price which shall be the fair value of the Option Shares as determined by a valuer to be appointed by mutual agreement between Mediglove and KARA. In addition, Mediglove may at any time exercise its Call Option in the event that the Kapuas JV fails to achieve any of the agreed development milestones within six months from the respective dates of completion specified for the agreed development milestones.

ii) GENM had on 26 November 2008 announced that Resorts World Limited ("RWL"), an indirect wholly owned subsidiary of GENM, had entered into, amongst others, a call option agreement ("Option Agreement") with KH Digital Limited ("KHD") where KHD had granted a call option for a cash consideration of USD1 ("KHD Call Option") for RWL to acquire, within a period of eighteen months from the date of the Option Agreement, the entire issued and paid-up share capital of Karridale Limited at an exercise price of USD27.0 million. As at 31 December 2009, RWL has not exercised the KHD Call Option. The carrying amount of the KHD Call Option approximates its fair value.

40. CONTINGENCIES

a) Contingent Liabilities

Group

GENP and Genting Tanjung Bahagia Sdn Bhd (formerly known as Asiatic Tanjung Bahagia Sdn Bhd) ("GTBSB"), a wholly owned subsidiary of GENP, had vide previous announcements informed GENP's shareholders on the status of the legal suit filed in the High Court of Sabah and Sarawak at Kota Kinabalu Suit No. K22-245 of 2002 wherein GENP and GTBSB were named as the Second and Third Defendants respectively ("the Suit"), the High Court had on 20 June 2008 upheld the Defendants' preliminary objection with costs awarded to the Defendants. The Suit was instituted by certain natives ("the Plaintiffs") claiming Native Customary Rights over the agricultural land or part thereof held under title number CL095330724 measuring approximately 8,830 hectares situated at Sungai Tongod, District of Kinabatangan, Sandakan, Sabah which was acquired by GTBSB from Hap Seng Consolidated Berhad.

The Defendants had raised a preliminary objection that the High Court has no original jurisdiction to hear the Suit and that this Suit will lead to multiplicity of action as the Plaintiffs had already made application to the Assistant Collector of Land Revenue for similar claims.

The Plaintiffs filed a Notice of Appeal to the Court of Appeal on 7 July 2008 against the decision of the High Court made on 20 June 2008. No date has yet been fixed for the hearing of the appeal.

GENP's solicitors maintained their opinion that the Plaintiffs' action was misconceived and unsustainable.

There have been no changes to the status of the aforesaid litigation as at the date of this report.

b) Contingent Assets

Group

i) The disposal of the Group's 45% interest in the Muturi Production Sharing Contract ("PSC") via Laila Limited in July 2001 for USD106.8 million and a deferred share of future pre-tax income from this PSC (the "Deferred Consideration") enable the Group to retain rights to long-term future cash flows from the Tangguh Project. As at the end of the financial year, the Deferred Consideration has not been recognised in the financial statements as the economic benefits arising from the long term future cash flows cannot be measured with reasonable accuracy.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

40. CONTINGENCIES (cont'd)

b) Contingent Assets (cont'd)

Group (cont'd)

ii) On 22 March 2007, Genting UK, an indirect wholly owned subsidiary of GENS, completed the disposal of its 50% interest in its international betting operations for a cash consideration of GBP1.0 million. In respect of disposal, Genting UK is entitled to a share of the after tax profits from this disposed unit over the next three years, subject to a maximum aggregate of GBP5.0 million. For 2007, the share of profits was one-third to be followed by 25% and 20% of the after tax profits respectively for 2008 and 2009.

The GENS Group's share of the 2007 profits had been finalised at GBP0.8 million and had been accounted for in the financial year ended 31 December 2008. The GENS Group had also received the share of the international betting operation profit for 2008 of GBP1.3 million. No amount is accrued for 2009 pending finalisation of the disposed international betting operations' 2009 year end after tax results.

41. CAPITAL COMMITMENTS

	Group	
	2009	2008
Authorised capital expenditure not provided for in the financial statements:		
- contracted	**2,770.9**	6,763.8
- not contracted	**4,687.3**	6,784.1
	7,458.2	13,547.9
Analysed as follows:		
- Development expenditure *	**5,287.8**	11,239.7
- Property, plant and equipment	**953.1**	920.1
- Plantation development	**563.3**	694.1
- Drilling and exploration costs	**550.3**	581.6
- Investments	**59.8**	59.2
- Intellectual property development	**19.8**	35.8
- Leasehold land use rights	**24.1**	14.0
- Investment properties	**-**	2.9
- Others	**-**	0.5
	7,458.2	13,547.9

* This relates mainly to the integrated resort project of GENS, *Resorts World Sentosa.*

42. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

(a) On 19 March 2009, GENP announced that the proposed joint venture between Ketapang Agri Holdings Pte Ltd ("KAH"), an indirect wholly owned subsidiary of GENP and Palma Citra Investama Pte Ltd and PT Sawit Mandira to develop approximately 15,800 hectares of agricultural land into oil palm plantation in Kabupaten Ketapang, Provinsi Kalimantan Barat, the Republic of Indonesia has been completed. PT Sawit Mitra Abadi ("Mitra Abadi"), the Joint Venture Company, had on 18 March 2009 received the acknowledgment of the Minister of Law and Human Rights effective from 6 March 2009 for the subscription by KAH of 700 ordinary shares of Rp1,000,000 each representing 70% of the enlarged issued and paid-up share capital in Mitra Abadi for a cash consideration of Rp700,000,000. Accordingly, the subscription of shares was completed on 6 March 2009 resulting in Mitra Abadi becoming an indirect subsidiary of GENP.

(b) On 20 May 2009, the Company announced that Genting Overseas Holdings Limited, a wholly owned subsidiary of the Company, had completed the subscription of USD50 million (approximately RM176 million) nominal amount of senior secured notes ("Notes") issued by MGM Mirage, Inc ("MGM") as follows:

i) USD25 million nominal amount of 10.375% notes due May 2014; and

ii) USD25 million nominal amount of 11.125% notes due November 2017.

On 20 May 2009, GENM announced that Resorts World Limited ("RWL"), an indirect wholly owned subsidiary of GENM, had completed the subscription of USD50 million (approximately RM176 million) nominal amount of senior secured notes ("Notes") issued by MGM as follows:

i) USD25 million nominal amount of 10.375% notes due May 2014; and

ii) USD25 million nominal amount of 11.125% notes due November 2017.

(c) On 5 June 2009, GENP announced that the Sepanjang Group, an established palm oil producer based in the Republic of Indonesia, undertook an internal re-organisation of its corporate structure and operations. The re-organisation within the Sepanjang Group necessitated the restructuring of the remaining 4 joint venture ("JV") agreements in respect of the proposed joint venture for oil palm cultivation in Kabupaten Ketapang, Provinsi Kalimantan Barat, Republic of Indonesia.

Accordingly, both GENP and the Sepanjang Group have mutually agreed that the remaining 4 JV agreements dated 8 June 2005, which all lapsed on 8 June 2009 would not be extended. In their place, new agreements were entered into on 5 June 2009 to enable the proposed joint venture with the Sepanjang Group for oil palm cultivation to proceed.

The completion of the JV agreements is subject to, inter alia, the following conditions:

i) the approval of Bank Negara Malaysia;

ii) the approval of Badan Koordinasi Penanaman Modal or Investment Coordinating Board of the Republic of Indonesia;

iii) the procurement and/or maintenance of Izin Lokasi and Izin Usaha Perkebunan; and

iv) due diligence study being conducted on the corporate and legal standing of JV companies, the licences and/or permits of JV companies, the status of the lands and any other aspects of the JV companies and the lands that GENP's subsidiaries think fit, and the results of the due diligence being satisfactory to GENP's subsidiaries.

Notwithstanding completion of the JV agreements, the approvals, licences and permits required for the implementation of the project contemplated in the JV agreements must be obtained no later than 31 December 2011.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

42. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR (cont'd)

(d) On 30 September 2009, GENP announced that Azzon Limited ("Azzon"), a wholly owned subsidiary of GENP, had on 29 September 2009 signed a Joint Venture Agreement ("JVA") with Chelsea Malaysia, LLC, a division of Simon Property Group, Inc to establish Chelsea Premium Outlet Centres in Malaysia ("Johor Premium Outlets") (collectively known as the "Proposed JV"). The Proposed JV will be undertaken by Chelsea Genting Limited, a wholly owned subsidiary of Azzon, which in turn invests in Genting Chelsea Sdn Bhd ("GCSB") (collectively referred to as "JV Co"). The JVA is conditional upon the following being fulfilled within six (6) months from the date of the JVA (or within such other period as may be mutually agreed between the parties):

i) the approvals or exemption by the Foreign Investment Committee;

ii) the parties agreeing on the financing policy, development budget and administrative budget;

iii) the parties agreeing on a term sheet for third party financing required for the JV Co's operations;

iv) the prior permission of the Controller of Foreign Exchange for (or in connection with) the remittance of the capital contribution and/or investment shall have been obtained, if required;

v) GCSB having secured certain level of firm commitments from prospective tenants of the Johor Premium Outlets;

vi) the parties reaching agreement on the terms of a development agreement and a sale and purchase agreement for the purchase of a piece of land for the development of the Johor Premium Outlets; and

vii) the parties finalising the terms of the relevant service and royalty agreements.

The JVA is still conditional as at the date of this report. There have been no material changes to the status of the JVA as at the date of this report.

(e) GENS had on 9 September 2009 announced that GENS would be undertaking a renounceable rights issue ("2009 Rights Issue") of up to 2,043,716,094 new ordinary shares in the capital of GENS at an issue price of SGD0.80 for each right share on the basis of one right share for every 5 existing ordinary shares in GENS held by the shareholders on 23 September 2009. Based on the issued share capital of GENS on 23 September 2009, 1,931,564,264 rights shares were available under the 2009 Rights issue. The 2009 Rights Issue was oversubscribed and raised gross proceeds of approximately SGD1.55 billion for GENS. The 2009 Rights Issue was completed on 21 October 2009 with the listing and quotation of 1,931,564,264 rights shares on the Main Board of the Singapore Exchange Securities Trading Limited.

(f) On 8 October 2009, CIMB announced on behalf of the Company that the Company through its wholly owned subsidiary, GB Services Berhad proposed to establish a RM1.6 billion Proposed MTN Programme as disclosed in Note 35(h).

43. SIGNIFICANT SUBSEQUENT EVENTS

a) On 25 January 2010, GENS announced that it had issued a mandatory conversion notice to the holders of the Second Convertible Bonds ("Bonds") for the mandatory conversion of the outstanding Bonds into fully paid-up ordinary shares of GENS at the conversion price of SGD0.95 in accordance with the terms and conditions of the Bonds. As at 9 February 2010, all the SGD2.7 million outstanding Bonds have been fully converted into 2,842,105 new ordinary shares of GENS. Consequently, the Company's shareholding in GENS of 53.9% as at 31 December 2009 was reduced to 51.8% as at 9 February 2010.

b) On 5 February 2010, GENP announced that Sanggau Holdings Pte Ltd ("SAH"), an indirect wholly owned subsidiary of GENP, had on 5 February 2010 entered into a joint venture agreement ("JVA") with Palma Citra Investama Pte Ltd ("Palma") and PT Sawit Mandira ("PT Mandira") to develop approximately 17,500 hectares of agricultural land (based on Izin Lokasi or Location Permit) into oil palm plantation in Kecamatan Toba, Kabupaten Sanggau, Provinsi Kalimantan Barat, Republic of Indonesia ("Proposed Joint Venture").

The Proposed Joint Venture will be undertaken by PT Surya Agro Palma ("PTSAP"). Subject to the relevant approvals being obtained, SAH will subscribe for 700 ordinary shares of Rp1,000,000 each representing 70% of the enlarged issued and paid-up share capital in PTSAP. Palma's and PT Mandira's shareholding in the enlarged issued and paid-up share capital of PTSAP will be 25% and 5% respectively.

Palma and PT Mandira are part of the Sepanjang Group who is GENP's existing joint venture partner and an established palm oil producer based in the Republic of Indonesia.

The completion of the JVA is subject to, inter-alia, the following conditions:

i) the approval of Bank Negara Malaysia

ii) the approval of Badan Koordinasi Penamaan Modal ("BKPM") (or Investment Coordinating Board of the Republic of Indonesia) for the change of shareholding of PTSAP in relation to the admittance of SAH as shareholder of PTSAP in the aforesaid proportion;

iii) the procurement and/or maintenance of Izin Lokasi and Izin Usaha Perkebunan (or Plantation Business Licence);

iv) the approval of the Ministry of Forestry Affairs, if required; and

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43. SIGNIFICANT SUBSEQUENT EVENTS (cont'd)

v) due diligence study being conducted by SAH and its appointed advisers and/or auditors on the corporate and legal standing of PTSAP, the licences and/or permits of PTSAP, the status of PTSAP and the status of and restrictions on the Land and any other aspects of PTSAP and the land, that SAH thinks fit, and the results of the due diligence being satisfactory to SAH.

Notwithstanding completion of the JVA, the approvals, licences and permits required for the implementation of the project contemplated in the JVA must be obtained no later than 31 December 2012.

c) Resorts World at Sentosa Pte Ltd ("RWSPL"), an indirect wholly owned subsidiary of GENS, opened its first four hotels and casino in Singapore to the public on 20 January 2010 and 14 February 2010 respectively.

44. SIGNIFICANT RELATED PARTY TRANSACTIONS AND BALANCES

In the normal course of business, the Company and the Group undertakes on agreed terms and prices, transactions with its related companies and other related parties.

In addition to related party disclosures mentioned elsewhere in the financial statements, set out below are other significant related party transactions and balances. The related party transactions listed below were carried out on terms and conditions obtainable in transactions with unrelated parties unless otherwise stated.

		Group		Company	
		2009	2008	**2009**	2008
a)	**Transactions with subsidiaries**				
i)	Licensing fees from the subsidiaries to the Company for the use of name and accompanying logo of "Genting" and "Awana" owned by the Company.	**-**	-	**171.5**	161.4
ii)	Management fees from Genting Hotel & Resorts Management Sdn Bhd ("GHRM"), a wholly owned subsidiary of the Company, to the Company for the provision of the necessary resort management services to enable GHRM to perform its various obligations under the Resort Management Agreement with GENM.	**-**	-	**391.2**	386.9
iii)	Interest income earned by the Company from its subsidiaries on the interest bearing portion of the amount due from subsidiaries.	**-**	-	**46.2**	44.3
iv)	Finance cost charged by subsidiaries to the Company on the interest bearing portion of the amount due to subsidiaries.	**-**	-	**73.7**	60.4
v)	Provision of information technology consultancy, development, implementation, support and maintenance service, other management services and rental of information technology equipment by subsidiaries to the Company.	**-**	-	**3.4**	2.7
vi)	Gain from the disposal by the Company of the total issued and paid-up share capital of its wholly owned subsidiaries, Oakwood Sdn Bhd ("Oakwood") and Genting Highlands Tours and Promotion Sdn Bhd, to GENM (see Note 22).	**-**	-	**213.3**	-
vii)	Rental charges for office space and related services by Oakwood to the Company.	**-**	-	**2.2**	2.2
viii)	Provision of management and/or support services by the Company to its subsidiaries.	**-**	-	**12.3**	10.5
b)	**Transaction with associates**				
i)	Provision of management services to AsianIndo Holding Pte Ltd, a 60% owned subsidiary of GENP by GaiaAgri Services Limited, an associate of GENP.	**2.0**	0.7	**-**	-
c)	**Transactions with other related parties**				
i)	Rental of premises and provision of connected services by GENM to Oriregal Creations Sdn Bhd ("Oriregal"). Puan Sri Lim (Nee Lee) Kim Hua, mother of Tan Sri Lim Kok Thay ("TSLKT"), is a director and substantial shareholder of Oriregal.	**1.3**	1.3	**-**	-
ii)	Professional design consultancy and master-planning services rendered to RWSPL, by International Resort Management Services Pte Ltd, a company in which TSLKT has substantial financial interest in relation to the Resorts World Sentosa integrated resort in Singapore.	**8.1**	48.8	**-**	-
iii)	Rental of premises and provision of connected services by Oakwood to Genting HK and its subsidiaries, where TSLKT is the Chairman, Chief Executive Officer, shareholder and share option holder of Genting HK.	**1.2**	1.7	**-**	-

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44. SIGNIFICANT RELATED PARTY TRANSACTIONS AND BALANCES (cont'd)

		Group		Company	
		2009	2008	**2009**	2008
c)	**Transactions with other related parties (cont'd)**				
iv)	Air ticketing and transportation services rendered by Resorts World Tours Sdn Bhd, a wholly owned subsidiary of GENM, to Genting HK and its subsidiaries.	**1.7**	3.3	**-**	-
v)	Rental of premises and provision of connected services by Oakwood to Kien Huat Realty Sdn Berhad, a major shareholder of the Company.	**0.2**	0.2	**-**	-
vi)	Rental of premises and provision of connected services by Oakwood to Megaton Holdings Sdn Bhd ("Megaton"). Madam Lim Siew Lian, a sister of TSLKT, is a director and has deemed substantial financial interest in Megaton.	**0.1**	0.1	**-**	-
vii)	Rental of premises and provision of connected services by Oakwood to Kien Huat Development Sdn Bhd ("KHDSB"). Datuk Lim Chee Wah, a brother of TSLKT, is a director and has deemed substantial financial interest in KHDSB.	**0.2**	0.3	**-**	-
viii)	Rental of apartment by Rich Hope Limited, a company owned by TSLKT and his spouse, to GENS.	**0.7**	0.7	**-**	-
ix)	Provision of management services by GENS Group to Ambadell Pty Ltd, a subsidiary of Golden Hope Limited ("GHL"). TSLKT is a director of GHL, which acts as trustee of Golden Hope Unit Trust, a private unit trust the voting units of which are ultimately owned by a discretionary trust in which TSLKT is a beneficiary.	**0.2**	0.3	**-**	-
x)	Provision of genomics research services by SGSI-Asiatic Limited to ACGT Sdn Bhd (formerly known as Asiatic Centre for Genome Technology Sdn Bhd), a wholly owned subsidiary of GENP, where TSLKT is a director and shareholder as well as a director, shareholder and option holder of the Company. SGSI-Asiatic Limited is a jointly controlled entity in which TSLKT is a beneficiary of a trust which has 12.5% equity interest in Synthetic Genomics Inc. which in turn has 50% interest in SGSI-Asiatic Limited.	**46.1**	66.7	**-**	-
xi)	On 26 November 2008, RWL, an indirect wholly owned subsidiary of GENM, had entered into a sale and purchase agreement with KH Digital Limited ("KHD") to acquire from KHD the entire issued and paid-up share capitals of Bromet Limited and Digital Tree (USA) Inc. for a total cash consideration of USD69.0 million or approximately RM243.7 million. TSLKT is a director, shareholder and option holder of GENM. TSLKT is also a director of KHD, a wholly owned subsidiary of GHL.	**-**	243.7	**-**	-
xii)	On 17 October 2008, Dragasac Limited, an indirect wholly owned subsidiary of the Company, had entered into a stock purchase agreement to purchase a total of 1,000,000 shares of Class A common stock with par value of USD0.002 each in Synthetic Genomics, Inc. from Dr J Craig Venter for a total cash consideration of USD8 million. TSLKT is a beneficiary of a trust which has 12.5% equity interest in Synthetic Genomics Inc.	**-**	28.2	**-**	-
d)	**Directors and key management personnel**				
	The remuneration of Directors and other key management personnel is as follows:				
	Fees, salaries, ex-gratia and bonuses	**72.8**	70.5	**35.7**	34.8
	Defined contribution plan	**9.3**	9.0	**4.8**	4.5
	Other short term employee benefits	**0.6**	0.5	**0.1**	-
	Provision for retirement gratuities	**12.6**	4.4	**6.5**	2.3
	Estimated money value of benefits-in-kind (not charged to the income statements)	**0.7**	1.1	**0.1**	0.1
e)	**The significant outstanding balances with other related parties as at 31 December 2009 were as follows:**				
	i) Amount receivable from related parties: Other related parties	**18.1**	15.4	**-**	-
	ii) Amount payable to related parties: Other related parties	**54.3**	51.1	**-**	-

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

45. SUBSIDIARIES AND ASSOCIATES

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2009	2008		
Direct Subsidiaries				
GB Credit & Leasing Sdn Bhd	**69.5**	69.5	Malaysia	Leasing and money lending
GB Services Berhad (formerly known as GB Services Sdn Bhd)	**100.0**	100.0	Malaysia	Issuance of private debt securities
Genting Capital Limited	**100.0**	-	Labuan, Malaysia	Offshore financing
+ Genting Energy Limited (formerly known as Genting Investment Holdings Limited)	**100.0**	100.0	Isle of Man	Investment holding
+ Genting Equities (Hong Kong) Limited	**100.0**	100.0	Hong Kong, SAR	Investments
^ Genting Genomics Limited	**100.0**	100.0	Isle of Man	Investment holding
Genting Hotel & Resorts Management Sdn Bhd	**100.0**	100.0	Malaysia	Provision of resort management services
Genting (Labuan) Limited	**100.0**	100.0	Labuan, Malaysia	Rent-A-Captive Offshore insurance business
Genting Malaysia Berhad (formerly known as Resorts World Bhd) (see Note 22)	**48.7**	48.4	Malaysia	Resort, hotel and gaming operations
Genting Management and Consultancy Services Sdn Bhd	**100.0**	100.0	Malaysia	Management services
Genting Management (Singapore) Pte Ltd	**100.0**	100.0	Singapore	Investments
Genting Oil & Gas Sdn Bhd	**100.0**	100.0	Malaysia	Provision of advisory, technical and administrative services to oil and gas companies
+ Genting Overseas Holdings Limited	**100.0**	100.0	Isle of Man	Investment holding
Genting Plantations Berhad (formerly known as Asiatic Development Berhad)	**54.6**	54.7	Malaysia	Plantation, Investment holding and management services
Genting Risk Solutions Sdn Bhd	**100.0**	100.0	Malaysia	Provision of risk and insurance management consultancy
+ Logan Rock Limited	**100.0**	100.0	Isle of Man	Investments
Maxitage Sdn Bhd	**100.0**	100.0	Malaysia	Investments
Phoenix Spectrum Sdn Bhd	**100.0**	100.0	Malaysia	Investments
Prime Holdings (Labuan) Limited	**100.0**	100.0	Labuan, Malaysia	Offshore financing
Genting Sanyen Newsprint Sdn Bhd	**100.0**	100.0	Malaysia	Dormant
+ Resorts World Bhd (Hong Kong) Limited	**100.0**	100.0	Hong Kong, SAR	Dormant
+ Resorts World (Singapore) Pte Ltd	**100.0**	100.0	Singapore	Dormant
+ Genting Bhd (Hong Kong) Limited	**100.0**	100.0	Hong Kong, SAR	Pre-operating
Genting Digital Sdn Bhd	**100.0**	100.0	Malaysia	Pre-operating
Genting Games Pte Ltd	**100.0**	100.0	Singapore	Pre-operating
Genting Gaming Solutions Pte Ltd	**100.0**	100.0	Singapore	Pre-operating
Genting Group Sdn Bhd	**100.0**	-	Malaysia	Pre-operating
Genting Innovation Pte Ltd	**100.0**	100.0	Singapore	Pre-operating
Genting Intellectual Property Pte Ltd	**100.0**	100.0	Singapore	Pre-operating
^ Genting Intellectual Ventures Limited	**100.0**	100.0	Isle of Man	Pre-operating
Genting Permata Sdn Bhd	**100.0**	100.0	Malaysia	Pre-operating
+ Genting (Singapore) Pte Ltd	**100.0**	100.0	Singapore	Pre-operating
Genting Strategic Holdings Sdn Bhd	**100.0**	100.0	Malaysia	Pre-operating
Genting Strategic Investments (Singapore) Pte Ltd	**100.0**	100.0	Singapore	Pre-operating
Genting Strategic Sdn Bhd	**100.0**	100.0	Malaysia	Pre-operating
Genting Strategic (Singapore) Pte Ltd	**100.0**	100.0	Singapore	Pre-operating
Lacustrine Limited	**100.0**	100.0	Isle of Man	Pre-operating
Prime Offshore (Labuan) Limited	**100.0**	100.0	Labuan, Malaysia	Pre-operating
Resorts World Inc Pte Ltd	**100.0**	-	Singapore	Pre-operating
+ Resorts World Limited	**100.0**	100.0	Hong Kong, SAR	Pre-operating
Sri Highlands Express Sdn Bhd	**100.0**	100.0	Malaysia	Pre-operating
Vista Knowledge Pte Ltd	**100.0**	100.0	Singapore	Pre-operating
Prime Venture (Labuan) Limited (In Member's Voluntary Liquidation)	**100.0**	100.0	Labuan, Malaysia	Pending liquidation

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

45. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2009	2008		
Indirect Subsidiaries				
ACGT Sdn Bhd (formerly known as Asiatic Centre for Genome Technology Sdn Bhd)	**54.6**	54.7	Malaysia	Genomics research and development
+ Adriana Limited	**53.9**	54.4	Isle of Man	Sales co-ordinator
Aliran Tunas Sdn Bhd	**48.7**	48.4	Malaysia	Provision of water services at Genting Highlands
+ Ascend International Holdings Limited	**53.9**	54.4	Hong Kong, SAR	Provision of IT related services, marketing and investment holding
Ascend Solutions Sdn Bhd (formerly known as E-Genting Services Sdn Bhd)	**53.9**	54.4	Malaysia	Provision of IT services and consultancy
+ Asian Palm Oil Pte Ltd	**32.8**	32.8	Singapore	Investment holding
+ AsianIndo Holdings Pte Ltd	**32.8**	32.8	Singapore	Investment holding
+ AsianIndo Palm Oil Pte Ltd	**32.8**	32.8	Singapore	Investment holding
Asiaticom Sdn Bhd	**54.6**	54.7	Malaysia	Plantation
Awana Hotels & Resorts Management Sdn Bhd	**100.0**	100.0	Malaysia	Provision of hotels and resorts management services
Awana Vacation Resorts Development Berhad	**48.7**	48.4	Malaysia	Proprietary timeshare ownership scheme
^ Azzon Limited	**54.6**	54.7	Isle of Man	Investment holding
Bromet Limited	**48.7**	48.4	Isle of Man	Investment holding
^ Calidone Limited	**53.9**	54.4	Isle of Man	Investment holding
^ Chelsea Genting Limited	**54.6**	54.7	Isle of Man	Investment holding
^ Coastal Gusu Heat & Power Ltd	**100.0**	100.0	Cayman Islands	Investment holding
^ Coastal Nanjing Power Ltd	**100.0**	100.0	Cayman Islands	Investment holding
^ Coastal Suzhou Power Ltd	**100.0**	100.0	Cayman Islands	Investment holding
^ Coastal Wuxi Power Ltd	**100.0**	100.0	Cayman Islands	Investment holding
+ Coastbright Limited	**53.9**	54.4	United Kingdom	Casino owner and operator
^ Degan Limited	**54.6**	54.7	Isle of Man	Investment holding
Delquest Sdn Bhd	**48.7**	48.4	Malaysia	Investments
^ Digital Tree (USA) Inc	**48.7**	48.4	United States of America	Investment holding
^ Digital Tree, LLC	**48.7**	48.4	United States of America	Collection of royalties
^ Dragasac Limited	**100.0**	100.0	Isle of Man	Investments
Eastern Wonder Sdn Bhd	**48.7**	48.4	Malaysia	Support services
^ Edith Grove Limited	**100.0**	100.0	Isle of Man	Investment holding
E-Genting Holdings Sdn Bhd	**53.9**	54.4	Malaysia	Investment, management services and IT related services
E-Genting Sdn Bhd	**53.9**	54.4	Malaysia	IT services and consultancy
First World Hotels & Resorts Sdn Bhd	**48.7**	48.4	Malaysia	Hotel business
+ Freeany Enterprises Limited	**53.9**	54.4	United Kingdom	Trading
^ Fujian Electric (Hong Kong) LDC	**100.0**	100.0	Cayman Islands	Investment holding
+ Fujian Pacific Electric Company Limited	**100.0**	100.0	China	Generation and supply of electric power
Gecoun Limited	**100.0**	100.0	Isle of Man	Investment holding
Genasa Sdn Bhd	**48.7**	48.4	Malaysia	Sale and letting of apartment units
Genmas Sdn Bhd	**48.7**	48.4	Malaysia	Sale and letting of land and property
Gensa Sdn Bhd	**48.7**	48.4	Malaysia	Sale and letting of land and property
+ Genting (NSW) Pty Ltd	**53.9**	54.4	Australia	Investment and management services
Genting Administrative Services Sdn Bhd	**48.7**	48.4	Malaysia	Investment holding
+ Genting Alderney Limited (formerly known as Genting Stanley Alderney Limited)	**53.9**	54.4	Alderney Channel Islands	Online gaming operator
Genting Bio-Fuels Asia Pte Ltd	**100.0**	100.0	Singapore	Investment holding
Genting Bio-Oil Sdn Bhd	**97.7**	97.7	Malaysia	Manufacturing and trading of bio-oil
+ Genting Casinos UK Limited (formerly known as Genting Casinos Limited)	**53.9**	54.4	United Kingdom	Casino operator
Genting Centre of Excellence Sdn Bhd	**48.7**	48.4	Malaysia	Provision of training services
Genting Energy Sdn. Bhd. (formerly known as Awan Ria (M) Sdn Bhd)	**97.7**	97.7	Malaysia	Investment holding
Genting Entertainment Sdn Bhd	**48.7**	48.4	Malaysia	Show agent

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45. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2009	2008		
Indirect Subsidiaries (cont'd)				
Genting Golf Course Bhd	**48.7**	48.4	Malaysia	Condotel and hotel business, golf resort and property development
Genting Green Tech Sdn Bhd (formerly known as Asiatic Green Tech Sdn Bhd)	**54.6**	54.7	Malaysia	Research and development and production of superior oil palm planting materials
Genting Highlands Berhad	**48.7**	48.4	Malaysia	Land and property development
Genting Highlands Tours and Promotion Sdn Bhd	**48.7**	100.0	Malaysia	Letting of land and premises
Genting Indahpura Development Sdn Bhd (formerly known as Asiatic Indahpura Development Sdn Bhd)	**54.6**	54.7	Malaysia	Property development
+ Genting India Travel Services Private Limited	**53.9**	54.4	India	Tour promotion
+ Genting Industrial Holdings Limited	**97.7**	97.7	Isle of Man	Investment holding
Genting Information Knowledge Enterprise Sdn Bhd	**53.9**	54.4	Malaysia	Research and development of software and consultancy services
+ Genting Integrated Resorts Operations Management Pte Ltd	**53.9**	54.4	Singapore	International resort management
+ Genting International (Singapore) Pte Ltd	**53.9**	54.4	Singapore	Tour promotion
+ Genting International (Thailand) Limited	**49.0**	49.5	Thailand	Tour promotion
+ Genting International (UK) Limited	**53.9**	54.4	United Kingdom	Investment holding
+ Genting International Enterprises (Singapore) Pte Ltd	**53.9**	54.4	Singapore	Investment holding
+ Genting International Gaming & Resort Technologies Pte Ltd	**53.9**	54.4	Singapore	Research and development of software and IT consultancy services
+ Genting International Industries (Singapore) Pte Ltd	**97.7**	97.7	Singapore	Investment holding
+ Genting International Investment (UK) Limited	**53.9**	54.4	United Kingdom	Investment holding
+ Genting International Investment Properties (UK) Limited	**53.9**	54.4	United Kingdom	Property investment and management
# Genting International Japan Co. Ltd	**53.9**	54.4	Japan	Tour promotion
+ Genting International Limited (formerly known as Palomino Holdings Limited)	**53.9**	54.4	Isle of Man	Investment holding
+ Genting International Management Limited	**53.9**	54.4	Isle of Man	Investment holding and sales coordinator
+ Genting International Management Services Pte Ltd	**53.9**	54.4	Singapore	Investment holding
^ Genting International Paper Limited	**100.0**	100.0	Isle of Man	Investment holding
^ Genting International Properties Limited	**53.9**	54.4	Isle of Man	Investment holding
^ Genting International Resorts Management Limited	**53.9**	54.4	Isle of Man	Investment holding
Genting International Sdn Bhd (formerly known as Genting International Services Sdn Bhd)	**53.9**	54.4	Malaysia	Provision of services
+ Genting International Services Singapore Pte Ltd	**53.9**	54.4	Singapore	Provision of services
Genting Irama Sdn Bhd	**48.7**	48.4	Malaysia	Investment holding
+ Genting Lanco Power (India) Pvt Ltd	**74.0**	74.0	India	Provision of operation and maintenance services for power plant
Genting Land Sdn Bhd (formerly known as Asiatic Properties Sdn Bhd)	**54.6**	54.7	Malaysia	Property investment
Genting Leisure Sdn Bhd	**48.7**	48.4	Malaysia	Investment holding
+ Genting Oil & Gas (China) Limited	**95.0**	95.0	Isle of Man	Oil & gas development and production
+ Genting Oil & Gas Limited	**95.0**	95.0	Isle of Man	Investment holding
+ Genting Oil Kasuri Pte Ltd	**95.0**	95.0	Singapore	Oil & gas exploration
Genting Oil Mill Sdn Bhd (formerly known as Asiatic Oil Mills (WM) Sdn Bhd)	**54.6**	54.7	Malaysia	Fresh fruit bunches processing
+ Genting Oil Morocco Limited	**95.0**	95.0	Isle of Man	Oil & gas exploration
+ Genting Oil Natuna Pte Ltd	**95.0**	95.0	Singapore	Oil & gas exploration
+ Genting Oil Salawati Pte Ltd	**95.0**	95.0	Singapore	Oil & gas exploration

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

45. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2009	2008		
Indirect Subsidiaries (cont'd)				
+ Genting Overseas Investments Limited (formerly known as Awana International Limited)	**100.0**	100.0	Isle of Man	Investments
^ Genting Overseas Management Limited	**100.0**	100.0	Isle of Man	Investment holding
Genting Permaipura Golf Course Berhad (formerly known as Asiatic Golf Course (Sg. Petani) Bhd)	**54.6**	54.7	Malaysia	Golf course operation
Genting Plantations (WM) Sdn Bhd (formerly known as Asiatic Plantations (WM) Sdn Bhd)	**54.6**	54.7	Malaysia	Plantation
^ Genting Power China Limited	**100.0**	100.0	Bermuda	Investment holding
+ Genting Power Holdings Limited	**100.0**	100.0	Isle of Man	Investment holding
+ Genting Power (India) Limited	**100.0**	100.0	Mauritius	Investment holding
+ Genting Power (M) Limited	**100.0**	100.0	Isle of Man	Investment holding
Genting Property Sdn Bhd (formerly known as Asiatic Land Development Sdn Bhd)	**54.6**	54.7	Malaysia	Property development
Genting Sanyen (Malaysia) Sdn Bhd	**97.7**	97.7	Malaysia	Property management services and investment holding
Genting Sanyen Power (Labuan) Limited	**100.0**	100.0	Labuan, Malaysia	Investment holding
Genting Sanyen Power Sdn Bhd	**58.6**	58.6	Malaysia	Generation and supply of electric power
Genting SDC Sdn Bhd (formerly known as Asiatic SDC Sdn Bhd)	**54.6**	54.7	Malaysia	Plantation
Genting Singapore (HK) Limited	**53.9**	-	Hong Kong, SAR	Investment, marketing and promotion
+ Genting Singapore PLC (formerly known as Genting International P.L.C.)	**53.9**	54.4	Isle of Man	Investment holding
Genting Skyway Sdn Bhd	**48.7**	48.4	Malaysia	Provision of cable car services
Genting Tanjung Bahagia Sdn Bhd (formerly known as Asiatic Tanjung Bahagia Sdn Bhd)	**54.6**	54.7	Malaysia	Plantation
+ Genting UK Plc (formerly known as Genting Stanley Plc)	**53.9**	54.4	United Kingdom	Investment holding
Genting Utilities & Services Sdn Bhd	**48.7**	48.4	Malaysia	Provision of electricity supply services at Genting Highlands and investment holding
Genting World Sdn Bhd	**48.7**	48.4	Malaysia	Leisure and entertainment business
Genting WorldCard Services Sdn Bhd	**53.9**	54.4	Malaysia	Management of loyalty programme services
Gentinggi Sdn Bhd	**48.7**	48.4	Malaysia	Investment holding
+ Geremi Limited	**53.9**	54.4	Isle of Man	Investment holding
GHR Risk Management (Labuan) Limited	**48.7**	48.4	Labuan, Malaysia	Offshore captive insurance
GProperty Construction Sdn Bhd (formerly known as ALD Construction Sdn Bhd)	**54.6**	54.7	Malaysia	Provision of project management services
+ Harbour House Casino Limited	**53.9**	54.4	United Kingdom	Casino operator
+ Kara Palm Oil Pte Ltd	**32.8**	32.8	Singapore	Investment holding
+ Ketapang Agri Holdings Pte Ltd	**54.6**	54.7	Singapore	Investment holding
Kijal Facilities Services Sdn Bhd	**48.7**	48.4	Malaysia	Letting of its apartment units
Kijal Resort Sdn Bhd	**48.7**	48.4	Malaysia	Property development and property management
Kinavest Sdn Bhd	**54.6**	54.7	Malaysia	Plantation
Lafleur Limited	**48.7**	48.4	Isle of Man	Investment holding
Landworthy Sdn Bhd	**45.9**	45.9	Malaysia	Plantation
Leisure & Cafe Concept Sdn Bhd	**48.7**	48.4	Malaysia	Karaoke business
Lestari Listrik Pte Ltd	**100.0**	100.0	Singapore	Investments in power-related project
Lingkaran Cergas Sdn Bhd	**48.7**	48.4	Malaysia	Provision of services at Genting Highlands
Mastika Lagenda Sdn Bhd	**97.7**	97.7	Malaysia	Investment holding

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

45. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2009	2008		
Indirect Subsidiaries (cont'd)				
Mastika Utilities & Services Sdn Bhd	**97.7**	97.7	Malaysia	Provision and sale of utilities consisting of treatment and supply of water
Mediglove Sdn Bhd	**54.6**	54.7	Malaysia	Investment holding
+ Medo Investment Pte Ltd	**53.9**	54.4	Singapore	Investment holding
+ Medo Limited	**53.9**	54.4	Isle of Man	Investment holding
^ Meizhou Wan Power Production Holding Company, Ltd	**100.0**	100.0	Cayman Islands	Investment holding
+ MLG Investments Limited	**53.9**	54.4	United Kingdom	Investment holding
^* Nanjing Coastal Xingang Cogeneration Power Plant	**80.0**	80.0	China	Generation and supply of electric power
Nature Base Sdn Bhd	**48.7**	48.4	Malaysia	Provision of services at Genting Highlands
+ Nedby Limited	**53.9**	54.4	Isle of Man	Investment holding
Oakwood Sdn Bhd	**48.7**	100.0	Malaysia	Property investment and management
Orbit Crescent Sdn Bhd	**54.6**	54.7	Malaysia	Investment holding
Orient Wonder International Limited	**48.7**	48.4	Bermuda	Ownership and operation of aircraft
^ Oxalis Limited	**100.0**	100.0	Isle of Man	Trading of coal
+ Palomino Limited	**53.9**	54.4	Isle of Man	Investments
+ Palomino Star Limited	**53.9**	54.4	Isle of Man	Investment holding
+ Palomino Sun Limited	**53.9**	54.4	Isle of Man	Investment holding
# Palomino Sun (UK) Limited	**53.9**	54.4	United Kingdom	Investment holding
^ Palomino World Limited	**53.9**	54.4	Isle of Man	Investment holding
Papago Sdn Bhd	**48.7**	48.4	Malaysia	Resort and hotel business
+ PT Dwie Warna Karya	**31.1**	31.2	Indonesia	Plantation
+ PT Genting Plantations Nusantara (formerly known as PT Asiatic Nusantara)	**54.6**	54.7	Indonesia	Provision of management services
+ PT Kapuas Maju Jaya	**31.1**	31.2	Indonesia	Plantation
+ PT Sawit Mitra Abadi	**38.2**	-	Indonesia	Plantation
+ PT Sepanjang Intisurya Mulia	**38.2**	38.3	Indonesia	Plantation
+ PT Susantri Permai	**31.1**	31.2	Indonesia	Plantation
Resorts Facilities Services Sdn Bhd	**48.7**	48.4	Malaysia	Property upkeep services
Resorts Tavern Sdn Bhd	**48.7**	48.4	Malaysia	Land and property development
+ Resorts World at Sentosa Pte Ltd	**53.9**	54.4	Singapore	Developer and operator of an integrated resort
+ Resorts World Concepts Limited	**48.7**	48.4	Isle of Man	Investment holding
^ Resorts World Digital, LLC	**48.7**	48.4	United States of America	Investment holding
+ Resorts World Limited	**48.7**	48.4	Isle of Man	Investment holding and investment trading
Resorts World Properties Sdn Bhd	**48.7**	48.4	Malaysia	Investment holding
Resorts World Tours Sdn Bhd	**48.7**	48.4	Malaysia	Provision of tour and travel related services
^ Roundhay Limited	**95.0**	95.0	Isle of Man	Investment holding
R.W. Investments Limited	**48.7**	48.4	Isle of Man	Investment holding
+ Sanyen Oil & Gas Pte Ltd	**95.0**	95.0	Singapore	Oil & gas exploration
Sawit Sukau Usahasama Sdn Bhd	**30.5**	30.6	Malaysia	Plantation
+ Sedby Limited	**53.9**	54.4	Isle of Man	Investment holding
Seraya Mayang Sdn Bhd	**48.7**	48.4	Malaysia	Investment holding
Setiacahaya Sdn Bhd	**77.3**	77.4	Malaysia	Property investment
Setiamas Sdn Bhd	**54.6**	54.7	Malaysia	Plantation and property development
Setiaseri Sdn Bhd	**48.7**	48.4	Malaysia	Letting of its apartment units

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

45. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2009	2008		
Indirect Subsidiaries (cont'd)				
Sierra Springs Sdn Bhd	**48.7**	48.4	Malaysia	Investment holding
+ Spielers Casino (Southend) Limited	**53.9**	54.4	United Kingdom	Casino operator
+ Sri Nangatayap Pte Ltd	**54.6**	54.7	Singapore	Investment holding
+ Stanley Casinos Holdings Limited	**53.9**	54.4	United Kingdom	Investment holding
+ Stanley Genting Casinos Limited	**53.9**	54.4	United Kingdom	Investment holding
+ Stanley Interactive Limited	**53.9**	54.4	United Kingdom	Internet sports betting
+ Stanley Leisure Quest Trustees Limited	**53.9**	54.4	United Kingdom	Trustee company
+ Stanley Overseas Holdings Limited	**53.9**	54.4	United Kingdom	Investment holding
# Star Eagle Holdings Limited	**53.9**	54.4	British Virgin Islands	Investment holding
+ Suzhou Ascend Technology Co. Limited	**53.9**	54.4	China	Provision of IT related services
^*Suzhou Coastal Cogeneration Power Company Ltd	**60.0**	60.0	China	Generation and supply of electric power
+ Swallow Creek Limited	**95.0**	95.0	Isle of Man	Investment holding
Sweet Bonus Sdn Bhd	**29.2**	29.1	Malaysia	Renting part of its leasehold land
+ Tameview Properties Limited	**53.9**	54.4	United Kingdom	Property company
Technimode Enterprises Sdn Bhd	**54.6**	54.7	Malaysia	Property investment
^ Torrens Limited	**97.7**	97.7	Isle of Man	Investment holding
+ Triangle Casino (Bristol) Limited	**53.9**	54.4	United Kingdom	Casino operator
Trushidup Plantations Sdn Bhd	**54.6**	54.7	Malaysia	Investment holding
+ Two Digital Trees, LLC	**48.7**	48.4	United States of America	Investment holding
^ VendWorld, LLC	**48.7**	48.4	United States of America	Investment holding
Vestplus Sdn Bhd	**48.7**	48.4	Malaysia	Sale and letting of apartment units
Wawasan Land Progress Sdn Bhd	**54.6**	54.7	Malaysia	Plantation
+ WEB Energy Ltd	**100.0**	100.0	Mauritius	Investment holding
+ Westcliff Casinos Limited	**53.9**	54.4	United Kingdom	Casino operator
+ Westcliff (CG) Limited	**53.9**	54.4	United Kingdom	Trading
Widuri Pelangi Sdn Bhd	**48.7**	48.4	Malaysia	Golf resort and hotel business
+ WorldCard Overseas Holdings Limited	**53.9**	54.4	Isle of Man	Service provider of loyalty programmes
WorldCard Services Sdn Bhd	**53.9**	54.4	Malaysia	Management of loyalty programme services
^*Wuxi Huada Gas Turbine Electric Power Company	**60.0**	60.0	China	Generation and sale of electric power
+ Advanced Technologies Limited	**53.9**	54.4	Dominica	Dormant
Amalgamated Rubber (Penang) Sdn Bhd	**54.6**	54.7	Malaysia	Dormant
+ Annabel's Casino Limited	**53.9**	54.4	United Kingdom	Dormant
AR Property Development Sdn Bhd	**54.6**	54.7	Malaysia	Dormant
+ Baychain Limited	**53.9**	54.4	United Kingdom	Dormant
+ C C Derby Limited	**53.9**	54.4	United Kingdom	Dormant
+ Capital Casinos Group Limited	**53.9**	54.4	United Kingdom	Dormant
+ Capital Clubs Limited	**53.9**	54.4	United Kingdom	Dormant
+ Capital Corporation (Holdings) Limited	**53.9**	54.4	United Kingdom	Dormant
+ Capital Corporation Limited	**53.9**	54.4	United Kingdom	Dormant
+ Cascades Casinos Limited	**53.9**	54.4	United Kingdom	Dormant
+ Cascades Clubs Limited	**53.9**	54.4	United Kingdom	Dormant
+ Castle Casino Limited	**53.9**	54.4	United Kingdom	Dormant
Cengkeh Emas Sdn Bhd	**54.6**	54.7	Malaysia	Dormant
+ Churchstirling Limited	**53.9**	54.4	United Kingdom	Dormant
+ Cotedale Limited	**53.9**	54.4	United Kingdom	Dormant
+ Crockfords Club Limited	**53.9**	54.4	United Kingdom	Dormant

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

45. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2009	2008		
Indirect Subsidiaries (cont'd)				
+ Crockfords Investments Limited	**53.9**	54.4	Guernsey	Dormant
+ Cromwell Sporting Enterprises Limited	**53.9**	54.4	United Kingdom	Dormant
Dasar Pinggir (M) Sdn Bhd	**97.7**	97.7	Malaysia	Dormant
+ Dealduo Limited	**53.9**	54.4	United Kingdom	Dormant
Dianti Plantations Sdn Bhd	**54.6**	54.7	Malaysia	Dormant
Drawlink Limited	**53.9**	54.4	United Kingdom	Dormant
Equarius Resort Sdn Bhd	**53.9**	54.4	Malaysia	Dormant
+ Gameover Limited	**53.9**	54.4	United Kingdom	Dormant
Genas Sdn Bhd	**48.7**	48.4	Malaysia	Dormant
Genawan Sdn Bhd	**48.7**	48.4	Malaysia	Dormant
Gentas Sdn Bhd	**48.7**	48.4	Malaysia	Dormant
Gentasa Sdn Bhd	**48.7**	48.4	Malaysia	Dormant
Genting Newsprint Sdn Bhd	**100.0**	100.0	Malaysia	Dormant
+ Genting Property Limited	**100.0**	100.0	Isle of Man	Dormant
Genting Studio Sdn Bhd	**48.7**	48.4	Malaysia	Dormant
Genting Theme Park Sdn Bhd	**48.7**	48.4	Malaysia	Dormant
+ Genting1 Limited (formerly known as Stanleybet Limited)	**53.9**	54.4	United Kingdom	Dormant
Gentinggi Quarry Sdn Bhd	**48.7**	48.4	Malaysia	Dormant
Glugor Development Sdn Bhd	**54.6**	54.7	Malaysia	Dormant
^ GP Overseas Limited (formerly known as Asiatic Overseas Limited)	**54.6**	54.7	Isle of Man	Dormant
GP (Sarawak) Palm Oil Management Sdn Bhd (formerly known as ADB (Sarawak) Palm Oil Mill Management Sdn Bhd)	**54.6**	54.7	Malaysia	Dormant
+ Hazelman Limited	**53.9**	54.4	United Kingdom	Dormant
Hitechwood Sdn Bhd	**29.2**	29.1	Malaysia	Dormant
Ikhlas Tiasa Sdn Bhd	**48.7**	48.4	Malaysia	Dormant
+ Incomeactual Limited	**53.9**	54.4	United Kingdom	Dormant
Infomart Sdn Bhd	**100.0**	100.0	Malaysia	Dormant
+ International Sporting Club (London) Limited	**53.9**	54.4	United Kingdom	Dormant
^ Jamberoo Limited	**95.0**	95.0	Isle of Man	Dormant
Jomara Sdn Bhd	**29.2**	29.1	Malaysia	Dormant
Kenyalang Borneo Sdn Bhd	**54.6**	54.7	Malaysia	Dormant
Kituva Plantations Sdn Bhd	**54.6**	54.7	Malaysia	Dormant
Laila Limited	**95.0**	95.0	Isle of Man	Dormant
Langway Limited	**53.9**	54.4	United Kingdom	Dormant
Laserwood Sdn Bhd	**29.2**	29.1	Malaysia	Dormant
Merriwa Sdn Bhd	**48.7**	48.4	Malaysia	Dormant
+ Metro Leisure Group Limited	**53.9**	54.4	United Kingdom	Dormant
Netyield Sdn Bhd	**48.7**	48.4	Malaysia	Dormant
Neutrino Space Sdn Bhd	**29.2**	29.1	Malaysia	Dormant
^ New Quest, LLC	**48.7**	48.4	United States of America	Dormant
Orient Star International Limited	**48.7**	48.4	Bermuda	Dormant
+ Palm Beach Club Limited	**53.9**	54.4	United Kingdom	Dormant
+ Pellanfayre Limited	**53.9**	54.4	United Kingdom	Dormant
Phoenix Track Sdn Bhd	**48.7**	48.4	Malaysia	Dormant
Plantation Latex (Malaya) Sdn Bhd	**54.6**	54.7	Malaysia	Dormant
Possible Affluent Sdn Bhd	**29.2**	29.1	Malaysia	Dormant
Rapallo Sdn Bhd	**29.2**	29.1	Malaysia	Dormant

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

45. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2009	2008		
Indirect Subsidiaries (cont'd)				
+ Resorts World Marketing Pte Ltd (formerly known as Equarius Pte Ltd)	**53.9**	54.4	Singapore	Dormant
Resorts World Spa Sdn Bhd	**48.7**	48.4	Malaysia	Dormant
+ Resorts World Ventures Limited	**48.7**	-	Isle of Man	Dormant
Sahabat Alam Sdn Bhd	**97.7**	97.7	Malaysia	Dormant
Setiabahagia Sdn Bhd	**48.7**	48.4	Malaysia	Dormant
^ Sorona Limited	**100.0**	100.0	Isle of Man	Dormant
Space Fair Sdn Bhd	**29.2**	29.1	Malaysia	Dormant
+ Sportcrest Limited	**53.9**	54.4	United Kingdom	Dormant
+ St Aubin Properties Limited	**53.9**	54.4	United Kingdom	Dormant
Stake Excellent Sdn Bhd	**48.7**	48.4	Malaysia	Dormant
+ Stanley Leisure Group (Malta) Limited	**53.9**	54.4	Malta	Dormant
+ Stanley Leisure (Ireland)	**53.9**	54.4	Ireland	Dormant
+ Stanley Online Limited	**53.9**	54.4	United Kingdom	Dormant
+ Stanley Snooker Clubs Limited	**53.9**	54.4	United Kingdom	Dormant
+ Star City Casino Limited	**53.9**	54.4	United Kingdom	Dormant
+ The Colony Club Limited	**53.9**	54.4	United Kingdom	Dormant
+ The Kings Casino (Yarmouth) Limited	**53.9**	54.4	United Kingdom	Dormant
+ The Midland Wheel Club Limited	**53.9**	54.4	United Kingdom	Dormant
+ Tower Casino Group Limited	**53.9**	54.4	United Kingdom	Dormant
+ Tower Clubs Management Limited	**53.9**	54.4	United Kingdom	Dormant
Tullamarine Sdn Bhd	**29.2**	29.1	Malaysia	Dormant
+ TV-AM Enterprises Limited	**53.9**	54.4	United Kingdom	Dormant
+ TV-AM Limited	**53.9**	54.4	United Kingdom	Dormant
+ TV-AM (News) Limited	**53.9**	54.4	United Kingdom	Dormant
Twinkle Glow Sdn Bhd	**29.2**	29.1	Malaysia	Dormant
Twinmatics Sdn Bhd	**48.7**	48.4	Malaysia	Dormant
+ Vestplus (Hong Kong) Limited	**48.7**	48.4	Hong Kong, SAR	Dormant
Vintage Action Sdn Bhd	**29.2**	29.1	Malaysia	Dormant
Waxwood Sdn Bhd	**29.2**	29.1	Malaysia	Dormant
+ William Crockford Limited	**53.9**	54.4	United Kingdom	Dormant
+ Worthchance Limited	**53.9**	54.4	United Kingdom	Dormant
Yarrawin Sdn Bhd	**29.2**	29.1	Malaysia	Dormant
^ @Latte (USA) LLC	**48.7**	48.4	United States of America	Dormant
Awana Hotels & Resorts Sdn Bhd	**100.0**	100.0	Malaysia	Pre-operating
Awana Vacation Resorts Management Sdn Bhd	**100.0**	100.0	Malaysia	Pre-operating
# Bio Tech Intensive Pte Ltd	**100.0**	100.0	Singapore	Pre-operating
Cosmo-Jupiter Berhad	**54.6**	54.7	Malaysia	Pre-operating
+ Full East Enterprise Limited	**54.6**	54.7	Hong Kong, SAR	Pre-operating
Genting Awanpura Sdn Bhd (formerly known as Asiatic Awanpura Sdn Bhd)	**54.6**	54.7	Malaysia	Pre-operating
Genting Biofuels Sdn Bhd	**97.7**	97.7	Malaysia	Pre-operating
Genting Chelsea Sdn Bhd	**54.6**	54.7	Malaysia	Pre-operating
Genting Commodities Trading Sdn Bhd (formerly known as Asiatic Commodities Trading Sdn Bhd)	**54.6**	54.7	Malaysia	Pre-operating
# Genting International Corp	**53.9**	54.4	United States of America	Pre-operating
# Genting Investments Corp	**100.0**	100.0	United States of America	Pre-operating
^ Genting Petroleum Ventures Limited	**95.0**	95.0	Isle of Man	Pre-operating
^ Genting Power Indonesia Limited	**100.0**	100.0	Isle of Man	Pre-operating
^ Genting Power International Limited	**100.0**	100.0	Isle of Man	Pre-operating
^ Genting Power Philippines Limited	**100.0**	100.0	Isle of Man	Pre-operating

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

45. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2009	2008		
Indirect Subsidiaries (cont'd)				
# Genting Risk Management (Labuan) Limited	**100.0**	100.0	Labuan, Malaysia	Pre-operating
Genting Sanyen Incineration Sdn Bhd	**97.7**	97.7	Malaysia	Pre-operating
^ Genting Sanyen Indonesia Limited	**95.0**	95.0	Isle of Man	Pre-operating
+ Genting Solihull Limited (formerly known as Genting Stanley (Solihull) Limited)	**53.9**	54.4	United Kingdom	Pre-operating
# Genting Star (Macau) Limited	**53.9**	54.4	Macau	Pre-operating
# Genting Star Limited	**53.9**	54.4	British Virgin Islands	Pre-operating
Genting Vegetable Oils Refinery Sdn Bhd (formerly known as Asiatic Vegetable Oils Refinery Sdn Bhd)	**54.6**	54.7	Malaysia	Pre-operating
^ GP China Limited	**100.0**	100.0	Isle of Man	Pre-operating
^ GP Equities Pte Ltd (formerly known as Asiatic Equities (S'pore) Pte Ltd)	**54.6**	54.7	Singapore	Pre-operating
+ Green Synergy Limited	**97.7**	97.7	Hong Kong, SAR	Pre-operating
^ Highlands Exploration Limited	**95.0**	95.0	Isle of Man	Pre-operating
^ Highlands Power Development Limited	**100.0**	100.0	Isle of Man	Pre-operating
# Integrated BioGreenergy Pte Ltd	**100.0**	100.0	Singapore	Pre-operating
^ Ketapang Holdings Pte Ltd	**54.6**	54.7	Singapore	Pre-operating
Larisma Prima Sdn Bhd	**54.6**	-	Malaysia	Pre-operating
Mastika Water Management Sdn Bhd	**97.7**	97.7	Malaysia	Pre-operating
# Maxims Casinos Limited	**53.9**	54.4	United Kingdom	Pre-operating
+ Maxims Clubs Pte Ltd	**53.9**	54.4	Singapore	Pre-operating
Maxims Clubs Sdn Bhd	**53.9**	54.4	Malaysia	Pre-operating
+ Oriental Explorer Pte Ltd	**95.0**	-	Singapore	Pre-operating
# Palomino World (UK) Limited	**53.9**	54.4	United Kingdom	Pre-operating
Resorts World at Sentosa Sdn Bhd	**53.9**	54.4	Malaysia	Pre-operating
^ Sandai Maju Pte Ltd	**54.6**	54.7	Singapore	Pre-operating
+ Sanggau Holdings Pte Ltd	**54.6**	-	Singapore	Pre-operating
^ Sri Kenyalang Pte Ltd	**54.6**	54.7	Singapore	Pre-operating
+ Stanley Genting Casinos (Leeds) Limited	**53.9**	54.4	United Kingdom	Pre-operating
^ Tamanaco Limited	**100.0**	100.0	Isle of Man	Pre-operating
^ Tetha Limited	**95.0**	95.0	Isle of Man	Pre-operating
Bandar Pelabuhan Sdn Bhd (In Member's Voluntary Liquidation)	**29.2**	29.1	Malaysia	Pending liquidation
+ Genting Power (Swiss) GmbH (In Liquidation)	**100.0**	100.0	Switzerland	Pending liquidation
+ Genting Sanyen Paper Pte Ltd (In Member's Voluntary Liquidation)	**97.7**	97.7	Singapore	Pending liquidation
* Myanmar Genting Sanyen Limited (In Member's Voluntary Liquidation)	**100.0**	100.0	Myanmar	Pending liquidation
Resorts International (Labuan) Limited (In Member's Voluntary Liquidation)	**48.7**	48.4	Labuan, Malaysia,	Pending liquidation
Resorts World (Labuan) Limited (In Member's Voluntary Liquidation)	**48.7**	48.4	Labuan, Malaysia,	Pending liquidation
RWB (Labuan) Limited (In Member's Voluntary Liquidation)	**48.7**	48.4	Labuan, Malaysia,	Pending liquidation
^ Genting Power Meizhou Wan Holding Company	**-**	100.0	Cayman Islands	Deregistered
^ Meizhou Wan Generating Company, Ltd	**-**	100.0	Cayman Islands	Deregistered
^ MZW Holdings, Ltd	**-**	100.0	Cayman Islands	Deregistered
# Genting International Paper (Netherlands) B.V.	**-**	100.0	Netherlands	Voluntarily Liquidated

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

45. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2009	2008		
Indirect Subsidiaries (cont'd)				
+ L Stanley (Bermuda) Ltd	**-**	19.0	Bermuda	Dissolved
Resorts Overseas Investments Limited	**-**	48.4	Isle of Man	Dissolved
R.W. Overseas Investments Limited	**-**	48.4	Isle of Man	Dissolved
Associates				
Aban Power Company Limited	**36.3**	36.3	India	Generation and supply of electric power
Asiatic Ceramics Sdn Bhd (In Liquidation)	**26.8**	26.8	Malaysia	In Liquidation (Receiver appointed)
DNA Electronics Limited	**38.5**	23.8	United Kingdom	Research & development on natural sciences & engineering
GaiaAgri Services Ltd	**16.4**	16.4	Mauritius	Provision of management services
Lanco Kondapalli Power Pvt Ltd	**30.0**	30.0	India	Generation and supply of electric power
Landmarks Berhad	**30.3**	30.3	Malaysia	Resort, property investment and property development
Serian Palm Oil Mill Sdn Bhd	**21.9**	21.9	Malaysia	Fresh fruit bunches processing
Sri Gading Land Sdn Bhd	**26.8**	26.8	Malaysia	Property development

* The financial statements of these companies are audited by firms other than the auditors of the Company.

\+ The financial statements of these companies are audited by member firms of PricewaterhouseCoopers International Limited which are separate and independent legal entities from PricewaterhouseCoopers, Malaysia.

^ These entities are subjected to limited review carried out by PricewaterhouseCoopers, Malaysia, although they are not subjected to statutory audit.

\# These entities are either exempted or have no statutory audit requirement.

46. APPROVAL OF FINANCIAL STATEMENTS

The financial statements have been approved for issue in accordance with a resolution of the Board of Directors on 25 February 2010.

STATEMENT ON DIRECTORS' RESPONSIBILITY

Pursuant to Paragraph 15.26(a) of the Listing Requirements of Bursa Malaysia Securities Berhad

As required under the Companies Act, 1965 ("Act"), the Directors of Genting Berhad have made a statement expressing an opinion on the financial statements. The Board is of the opinion that the financial statements have been drawn up so as to give a true and fair view of the state of affairs of the Group and of the Company as at 31 December 2009 and of the results and the cash flows of the Group and of the Company for the financial year ended on that date in accordance with the MASB Approved Accounting Standards in Malaysia for Entities Other Than Private Entities.

In the process of preparing these financial statements, the Directors have reviewed the accounting policies and practices to ensure that they were consistently applied throughout the financial year. In cases where judgement and estimates were made, they were based on reasonableness and prudence.

Additionally, the Directors have relied on the internal control systems to ensure that the information generated for the preparation of the financial statements from the underlying accounting records is accurate and reliable.

This statement is made in accordance with a resolution of the Board dated 25 February 2010.

STATUTORY DECLARATION

Pursuant to Section 169(16) of The Companies ACT, 1965

I, **CHONG KIN LEONG**, the Officer primarily responsible for the financial management of **GENTING BERHAD**, do solemnly and sincerely declare that the financial statements set out on pages 56 to 118 are, to the best of my knowledge and belief, 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.

Subscribed and solemnly declared by the abovenamed)
CHONG KIN LEONG at KUALA LUMPUR on)
25 February 2010

CHONG KIN LEONG

Before me,

TAN SEOK KETT
Commissioner for Oaths
Kuala Lumpur

PRICEWATERHOUSECOOPERS

PricewaterhouseCoopers
(AF 1146)
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INDEPENDENT AUDITORS' REPORT

to the Members of Genting Berhad

REPORT ON THE FINANCIAL STATEMENTS

We have audited the financial statements of Genting Berhad, which comprise the balance sheets as at 31 December 2009 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 56 to 118.

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 MASB Approved Accounting Standards in Malaysia for Entities Other than Private Entities and the Companies Act, 1965. 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 entity'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 entity's internal control. An audit also includes evaluating the appropriateness of 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 MASB Approved Accounting Standards in Malaysia for Entities Other than Private Entities and the Companies Act, 1965 so as to give a true and fair view of the financial position of the Group and of the Company as of 31 December 2009 and of their financial performance and cash flows 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 of 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 45 to the financial statements.

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

(d) The audit reports on the financial statements of the subsidiaries did not contain any qualification or any adverse comment 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.

PRICEWATERHOUSECOOPERS
(No. AF: 1146)
Chartered Accountants

LOH LAY CHOON
(No. 2497/03/10(J))
Chartered Accountant

Kuala Lumpur
25 February 2010

TEN-YEAR SUMMARY

Amounts in RM million unless otherwise stated	**2009**	**2008**	**2007**	**2006**	**2005**	**2004**	**2003**	**2002**	**2001**	**2000**
Revenue	**8,893.6**	9,082.5	8,483.8	6,418.6	5,454.1	4,647.0	4,237.1	3,534.7	3,148.4	3,338.6
Profit/(loss) before taxation	**2,528.4**	1,734.8	3,394.5	2,703.9	2,434.3	1,773.5	1,548.4	1,525.4	1,000.0	(373.0)
Taxation	**(745.6)**	(751.4)	(662.2)	(500.0)	(622.6)	(339.4)	(466.8)	(422.5)	(352.8)	(301.5)
Profit/(loss) for the financial year	**1,782.8**	983.4	2,562.3	2,242.5	1,811.7	1,434.1	1,081.6	1,102.9	647.2	(674.5)
Profit/(loss) attributable to equity holders of the Company	**1,044.3**	569.3	1,988.9	1,504.2	1,247.0	928.0	713.8	756.5	452.1	(246.2)
Share capital (net of treasury shares)	**327.5**	328.1	363.2	369.4	352.7	352.3	352.2	352.2	352.2	352.2
Retained earnings	**11,893.0**	11,055.4	10,507.5	9,524.2	8,158.6	7,034.3	6,220.1	5,608.2	4,948.9	4,592.6
Other reserves	**1,666.6**	1,058.5	1,484.3	1,401.1	517.9	481.9	472.5	465.8	459.6	464.6
	13,887.1	12,442.0	12,355.0	11,294.7	9,029.2	7,868.5	7,044.8	6,426.2	5,760.7	5,409.4
Minority interests	**11,825.3**	8,971.4	9,182.3	5,372.2	4,898.1	3,432.1	3,035.9	2,404.7	2,121.4	2,017.2
Non-current liabilities	**14,352.5**	6,831.7	5,721.7	7,206.5	3,132.1	3,540.7	2,802.5	1,303.5	1,373.0	688.9
	40,064.9	28,245.1	27,259.0	23,873.4	17,059.4	14,841.3	12,883.2	10,134.4	9,255.1	8,115.5
Property, plant and equipment	**16,450.0**	10,691.6	8,903.0	8,989.3	6,087.0	5,733.3	5,592.9	4,280.4	4,241.4	3,779.6
Land held for property development	**582.4**	579.9	495.3	488.8	488.0	495.1	513.7	525.1	621.9	631.2
Plantation development	**650.4**	518.3	469.5	445.3	429.7	414.9	294.9	261.6	209.8	204.3
Leasehold land use rights	**1,902.4**	1,850.9	1,767.9	383.1	395.8	374.9	306.4	306.2	236.5	176.3
Intangible assets	**3,914.1**	3,523.1	4,689.4	5,372.6	101.1	10.9	-	-	-	-
Exploration costs	**420.6**	420.0	312.5	219.8	39.6	2.8	-	-	-	439.2
Associates	**672.8**	622.1	575.2	2,493.9	2,491.5	2,230.1	2,159.1	2,431.2	2,030.6	1,927.2
Available-for-sale financial asset	**1,270.1**	415.0	1,505.4	-	-	-	-	-	-	-
Other non-current assets	**1,091.7**	696.5	461.5	324.6	1,318.8	451.9	64.0	92.6	68.5	165.3
Total non-current assets	**26,954.5**	19,317.4	19,179.7	18,717.4	11,351.5	9,713.9	8,931.0	7,897.1	7,408.7	7,323.1
Net current assets	**13,110.4**	8,927.7	8,079.3	5,156.0	5,707.9	5,127.4	3,952.2	2,237.3	1,846.4	792.4
	40,064.9	28,245.1	27,259.0	23,873.4	17,059.4	14,841.3	12,883.2	10,134.4	9,255.1	8,115.5
Basic earnings/(loss) per share (sen)	**28.26**	15.38	53.81	42.57	35.39	26.35	20.27	21.48	12.84	(6.99)
Net dividend per share (sen)	**5.40**	5.22	27.05	4.65	4.18	3.46	3.10	2.95	2.74	2.74
Dividend cover (times)	**5.2**	3.0	2.0	8.9	8.5	7.6	6.5	7.3	4.7	N/A
Current ratio	**4.82**	5.05	3.77	2.18	4.82	3.92	3.98	2.71	2.89	1.66
Net assets per share (RM)	**3.76**	3.37	3.34	3.06	2.56	2.23	2.00	1.82	1.64	1.54
Return/(loss) (after tax and minority interests) on average shareholders' equity (%)	**7.93**	4.59	16.82	14.80	14.76	12.45	10.60	12.42	8.10	(4.39)
Market share price										
- highest (RM)	**7.78**	7.89	9.37	6.63	4.34	3.96	3.78	3.30	2.26	3.60
- lowest (RM)	**3.17**	3.72	6.45	4.22	3.34	2.86	2.26	2.08	1.48	1.75

Certain figures relating to the previous years have been reclassified/adjusted to conform with the current year's presentation, mainly due to adoption of new/revised FRSs.

N/A - Not Applicable

LIST OF PROPERTIES HELD

as at 31 December 2009

LOCATION	TENURE	APPROXIMATE AREA	DESCRIPTION	NET BOOK VALUE AS AT 31 DEC 2009 (RM'million)	AGE OF BUILDING (Years)	YEAR OF ACQUISITION (A)/ REVALUATION (R)
MALAYSIA						
STATE OF PAHANG DARUL MAKMUR						
1 Genting Highlands, Bentong	Freehold	Built-up : 100,592 sq.metres	18-storey Genting Hotel Complex	212.0	28	1982 (R)
2 Genting Highlands, Bentong	Freehold	Built-up : 95,485 sq.metres	23-storey Resort Hotel & Car Park II	137.1	17	1992 (A)
3 Genting Highlands, Bentong	Freehold	Built-up : 493,750 sq.metres	22-storey First World Hotel & Car Park V	905.4	10	2000 (A)
4 Genting Highlands, Bentong	Freehold	Built-up : 20,516 sq.metres	23-storey Awana Tower Hotel	29.1	16	1993 (A)
5 Genting Highlands, Bentong	Freehold	Built-up : 19,688 sq.metres	10-level Theme Park Hotel	24.2	38	1989 (R)
6 Genting Highlands, Bentong	Freehold	Built-up : 11,902 sq.metres	10-level Theme Park Hotel - Valley Wing	9.8	34	1989 (R)
7 Genting Highlands, Bentong	Freehold	Built-up : 29,059 sq.metres	16-storey Residential Staff Complex I	6.6	26	1989 (R)
8 Genting Highlands, Bentong	Freehold	Built-up : 28,804 sq.metres	19-storey Residential Staff Complex II	15.1	17	1992 (A)
9 Genting Highlands, Bentong	Freehold	Built-up : 89,392 sq.metres	16-storey Residential Staff Complex III & Car Park III	58.0	17	1992 (A)
10 Genting Highlands, Bentong	Freehold	Built-up : 41,976 sq.metres	25-storey Residential Staff Complex V	50.6	13	1996 (A)
11 Genting Highlands, Bentong	Freehold	Built-up : 70,597 sq.metres	25-storey Residential Staff Complex VIII with 5 levels of carpark	68.5	3	2007 (A)
12 Genting Highlands, Bentong	Freehold	Built-up : 4,119 sq.metres	5-storey Ria Staff Residence	0.1	37	1989 (R)
13 Genting Highlands, Bentong	Freehold	Built-up : 4,109 sq.metres	5-storey Sri Layang Staff Residence	19.3	15	1989 (R)
14 Genting Highlands, Bentong	Freehold	Built-up : 18,397 sq.metres	8-level Car Park I	1.8	26	1989 (R)
15 Genting Highlands, Bentong	Freehold	Built-up : 1,086 sq.metres	5-storey Bomba Building	0.7	26	1989 (A)
16 Genting Highlands, Bentong	Freehold	Built-up : 1,503 sq.metres	Petrol Station	2.2	11	1999 (A)
17 Genting Highlands, Bentong	Freehold	Built-up : 4,151 sq.metres	3-storey Lakeside Teahouse	3.3	22	1989 (R)
18 Genting Highlands, Bentong	Freehold	Lake : 2 hectares	Man-made Lake	0.1	-	1989 (R)
19 Genting Highlands, Bentong	Freehold	Built-up : 2,769 sq.metres	4-storey Staff Recreation Centre	3.0	17	1992 (A)
20 Genting Highlands, Bentong	Freehold	Built-up : 540 sq.metres	1 unit of Kayangan Apartment	0.1	29	1989 (A)
			1 unit of Kayangan Apartment	0.2	29	1990 (A)
21 Genting Highlands, Bentong	Freehold	Built-up : 7,666 sq.metres	Awana Golf & Country Resort Complex	19.0	23	1989 (R)
22 Genting Highlands, Bentong	Freehold	Built-up : 17,010 sq.metres	174 units of Awana Condominium	21.9	23	1989 (R)
23 Genting Highlands, Bentong	Freehold	Built-up : 8,756 sq.metres	79 units of Ria Apartment (Pahang Tower)	11.4	23	1989 (R)
24 Genting Highlands, Bentong	Freehold	Land : 3,286 hectares	7 plots of land & improvements	272.9	-	1989 (R)
			1 plot of land & improvements	6.0	-	1996 (A)
			10 plots of land & improvements	59.3	-	1989 (R)
			1 plot of land & improvements	0.1	-	1991 (A)
			66 plots of land & improvements	238.3	-	1989 (R)
			3 plots of land & improvements	24.9	-	2002 (A)
			13 plots of land & improvements	9.8	-	1995 (R)
25 Genting Highlands, Bentong	Leasehold (unexpired lease period of 84 years)	Land : 6 hectares	2 plots of land & improvements	4.0	-	1994 (A)
26 Genting Highlands, Bentong	Leasehold (unexpired lease period of 49 years)	Land : 5 hectares	3 plots of land	0.4	-	1995 (A)
27 Genting Highlands, Bentong	Leasehold (unexpired lease period of 81 years)	Land : 3 hectares	1 plot of educational land	1.2	-	2000 (A)
28 Bukit Tinggi, Bentong	Leasehold (unexpired lease period of 85 years)	Built-up : 49 sq.metres	1 unit of Meranti Park Apartment, Berjaya Hills	0.1	10	1999 (A)
29 Beserah, Kuantan	Freehold	Land : 3 hectares Built-up : 713 sq.metres	2 plots of agriculture land with residential bungalow	1.2	23	1987 (A)
30 Beserah, Kuantan	Freehold	Land : 4 hectares	4 plots of vacant agriculture land	0.9	-	1989/1991 (A)
STATE OF SELANGOR DARUL EHSAN						
1 Genting Highlands, Hulu Selangor	Freehold	Built-up : 149,941 sq.metres	28-storey Highlands Hotel & Car Park IV	388.0	13	1997 (A)

LIST OF PROPERTIES HELD (cont'd)

as at 31 December 2009

LOCATION	TENURE	APPROXIMATE AREA	DESCRIPTION	NET BOOK VALUE AS AT 31 DEC 2009 (RM'million)	AGE OF BUILDING (Years)	YEAR OF ACQUISITION (A)/ REVALUATION (R)
2 Genting Highlands, Hulu Selangor	Freehold	Land : 6 hectares Built-up : 47,715 sq.metres	2 plots of building land 5-storey Genting Skyway Station Complex with 4-level of basement carpark	6.1 65.4	- 13	1993 (A) 1997 (A)
3 Genting Highlands, Hulu Selangor	Freehold	Built-up : 3,008 sq.metres	2-storey & 4-storey Gohtong Jaya Security Buildings	5.4	12	1998 (A)
4 Genting Highlands, Hulu Selangor	Freehold	Built-up : 5,406 sq.metres	47 units of Ria Apartment (Selangor Tower)	6.1	23	1989 (R)
5 Genting Highlands, Hulu Selangor	Freehold	Land : 598 hectares	3 plots of building land 18 plots of building land 7 plots of building land	12.3 41.4 10.4	- - -	1989 (R) 1995 (R) 1993 (A)
6 Genting Highlands, Gombak	Freehold	Land : 394 hectares	2 plots of vacant building land	28.8	-	1995 (R)
7 Batang Kali, Hulu Selangor	Freehold	Land : 9 hectares	1 plot of vacant agriculture land	2.1	-	1994 (A)
8 Ulu Yam, Hulu Selangor	Freehold	Land : 38 hectares	1 plot of vacant building land	15.0	-	1994 (A)
9 Ulu Yam, Hulu Selangor	Freehold	Land : 4 hectares	3 plots of vacant agriculture land	1.0	-	1994 (A)
10 Mukim Tanjung Dua Belas, Kuala Langat	Freehold	Land : 19 hectares Built-up : 39,825 sq.metres	1 plot of industrial land with power plant complex	30.1	18	1990 (A)
11 Mukim Tanjung Dua Belas, Kuala Langat	Leasehold (unexpired lease period of 65 years)	Land : 1 hectare	1 plot of industrial land	0.1	-	1994 (A)
12 Mukim Tanjung Dua Belas, Kuala Langat	Leasehold (unexpired lease period of 66 years)	Land : 16 hectares	19 plots of industrial land with factory	4.0	9	1994 (A)
13 Mukim Tanjung Dua Belas, Kuala Langat	Leasehold (unexpired lease period of 69 years)	Land : 1 hectare	1 plot of industrial land	1.0	-	1994 (A)
14 Mukim Tanjung Dua Belas, Kuala Langat	Leasehold (unexpired lease period of 77 years)	Land : 1 hectare	1 plot of industrial land	0.2	-	1994 (A)
15 Mukim Tanjung Dua Belas, Kuala Langat	Leasehold (unexpired lease period of 78 years)	Land : 1 hectare	1 plot of industrial land	< 0.1	-	1994 (A)
16 Mukim Tanjung Dua Belas, Kuala Langat	Leasehold (unexpired lease period of 87 years)	Land : 2 hectares	1 plot of industrial land	2.2	-	1994 (A)
17 Pulau Indah, Klang	Leasehold (unexpired lease period of 86 years)	Land : 47 hectares	13 plots of vacant industrial land & improvements	44.2	-	1997 (A)
18 Bangi Factory, Selangor	Leasehold (unexpired lease period of 77 years)	Land : 12,140 sq.metres Built-up : 5,556 sq.metres	1 plot of industrial land with factory	2.5	28	1990 (A)
FEDERAL TERRITORY OF KUALA LUMPUR						
1 Taman U Thant, Kuala Lumpur	Freehold	Built-up : 178 sq.metres	1 unit of Desa Angkasa Apartment	0.2	23	1988 (A)
2 Jalan Sultan Ismail, Kuala Lumpur	Freehold	Land : 3,940 sq.metres Built-up : 63,047 sq.metres	Wisma Genting - 25-level office building with 6-level basement	91.9	24	1983/1991 (A)
3 Segambut, Kuala Lumpur	Leasehold (unexpired lease period of 65 years)	Land : 4 hectares Built-up : 2,601 sq.metres	Store, bus and limousine depot	8.8	34	1982 (A)
STATE OF TERENGGANU DARUL IMAN						
1 Kijal, Kemaman	Leasehold (unexpired lease period of 82 years)	Land : 262 hectares	4 plots of resort/property development land	43.5	-	1996 (A)
		Land : 51 hectares	18-hole Awana Kijal Golf Course	9.2	-	1997 (A)
		Built-up : 35,563 sq.metres	7-storey Awana Kijal Hotel	84.4	13	1997 (A)
		Built-up : 1,757 sq.metres	27 units of Baiduri Apartment	2.6	15	1995 (A)
		Built-up : 7,278 sq.metres	96 units of Angsana Apartment	9.6	14	1996 (A)
	Leasehold (unexpired lease period of 82 years)	Land : 18 hectares	17 plots of resort/property development land	1.5	-	2002 (A)
	Leasehold (unexpired lease period of 92 years)	Land : 10 hectares	1 plot of resort/property development land	1.6	-	1995 (R)
STATE OF KEDAH DARUL AMAN						
1 Tanjung Malai, Langkawi	Leasehold (unexpired lease period of 78 years)	Land : 14 hectares Built-up : 20,957 sq.metres	5 plots of building land 3-5 storey Awana Langkawi Hotel, Convention Centre, Multipurpose Hall	10.8 56.5	- 12	1997 (A) 1997 (A)
STATE OF JOHORE DARUL TAKZIM						
1 Kluang, Johor	Freehold	Built-up : 1,103 sq.metres	1 unit of bio oil factory	1.4	4	2006 (A)

LIST OF PROPERTIES HELD (cont'd)

as at 31 December 2009

LOCATION	TENURE	APPROXIMATE AREA	DESCRIPTION	NET BOOK VALUE AS AT 31 DEC 2009 (RM'million)	AGE OF BUILDING (Years)	YEAR OF ACQUISITION (A)/ REVALUATION (R)
ESTATES/PROPERTY DEVELOPMENT ("PD")						
1 Genting Bukit Sembilan Estate, Baling/Sg. Petani/ Jitra, Kedah	Freehold	Estate : 1,314 hectares PD : 147 hectares	Oil palm estate, property development and golf course & clubhouse	57.2	14	1981 (R)
2 Genting Selama Estate, Serdang & Kulim, Kedah/ Selama, Perak	Freehold	Estate : 1,830 hectares	Oil palm estate	24.7	-	1981 (R)
3 Genting Sepang Estate, Sepang & Ulu Langat, Selangor	Freehold	Estate : 666 hectares	Oil palm estate and The Gasoline Tree Experimental Research Station	15.7	-	1981 (R)
4 Genting Tebong Estate, Jasin & Alor Gajah, Melaka/ Tampin & Kuala Pilah, Negeri Sembilan	Freehold	Estate : 2,295 hectares	Oil palm estate	29.1	-	1981 (R)
5 Genting Cheng Estate, Melaka Tengah, Alor Gajah & Kuala Linggi, Melaka	Freehold	Estate : 793 hectares PD : 2 hectares	Oil palm estate and property development	21.3	-	1981 (R)
6 Genting Tanah Merah Estate, Tangkak, Johor	Freehold	Estate : 1,801 hectares	Oil palm estate and seed garden	26.4	-	1981 (R)
7 Genting Sg. Rayat Estate, Batu Pahat, Johor	Freehold	Estate : 1,707 hectares	Oil palm estate	29.8	-	1983 (A)
8 Genting Sri Gading Estate, Batu Pahat, Johor	Freehold	Estate : 3,590 hectares PD : 24 hectares	Oil palm estate and property development	107.7	-	1983 (A)
9 Genting Sing Mah Estate, Air Hitam, Johor	Freehold	Estate : 669 hectares	Oil palm estate and mill	13.0	29	1983 (A)
10 Genting Kulai Besar Estate, Kulai/Simpang Renggam, Johor	Freehold	Estate : 2,754 hectares PD : 101 hectares	Oil palm estate and property development, Genting Indahpura Sports City and Car City	372.9	-	1983 (A)
11 Genting Setiamas Estate, Kulai & Batu Pahat, Johor	Freehold	Estate : 123 hectares PD : 94 hectares	Oil palm estate and property development	67.9	-	1996 (A)
12 Genting Sabapalm Estate, Labuk Valley Sandakan, Sabah	Leasehold (unexpired lease period of 76-878 years)	Estate : 4,360 hectares	Oil palm estate and mill	45.3	39	1991 (A)
13 Genting Tanjung Estate, Kinabatangan, Sabah	Leasehold (unexpired lease period of 77-87 years)	Estate : 4,345 hectares	Oil palm estate and mill	44.1	15	1988 & 2001 (A)
14 Genting Bahagia Estate, Kinabatangan, Sabah	Leasehold (unexpired lease period of 76-77 years)	Estate : 4,548 hectares	Oil palm estate	49.1	-	1988 & 2003 (A)
15 Genting Tenegang Estate, Kinabatangan, Sabah	Leasehold (unexpired lease period of 79 years)	Estate : 4,047 hectares	Oil palm estate	34.7	-	1990 (A)
16 Genting Landworthy Estate, Kinabatangan, Sabah	Leasehold (unexpired lease period of 74 years)	Estate : 4,039 hectares	Oil palm estate	37.6	-	1992 (A)
17 Genting Layang Estate, Kinabatangan, Sabah	Leasehold (unexpired lease period of 81 years)	Estate : 1,683 hectares	Oil palm estate	19.9	-	1993 (A)
18 Residential bungalow, Sandakan, Sabah	Leasehold (unexpired lease period of 878 years)	Land : 1,206 sq.metres Built-up : 374 sq.metres	2 units of 2-storey intermediate detached house	0.2	25	1991 (A)
19 Genting Vegetable Oils Refinery, Sandakan, Sabah	Leasehold (unexpired lease period of 71 years)	Land : 8 hectares	Vacant land	2.1	-	1992 (A)
20 Genting Jambongan Estate, Beluran, Sabah	Leasehold (unexpired lease period of 24-91 years)	Land : 3,711 hectares	Oil palm estate	75.6	-	2001 - 2004 (A)
21 Genting Indah & Genting Permai Estates, Kinabatangan, Sabah	Leasehold (unexpired lease period of 87 years)	Land : 8,830 hectares	Oil palm estate and mill	147.9	1	2001 (A)
22 Genting Mewah Estates, Kinabatangan, Sabah	Leasehold (unexpired lease period of 74-881 years)	Land : 5,611 hectares	Oil palm estate and mill	119.3	13	2002 (A)
23 Genting Sekong Estate & Genting Suan Lamba Estate Kinabatangan, Sabah	Leasehold (unexpired lease period of 13-89 years)	Land : 6,755 hectares	Oil palm estate and mill	190.3	13	2004 (A)
24 Wisma Genting Plantations, Sandakan, Sabah	Leasehold (unexpired lease period of 91 years)	Built-up : 2,023 sq.metres	Office	2.8	7	2004 (A)

LIST OF PROPERTIES HELD (cont'd)

as at 31 December 2009

LOCATION	TENURE	APPROXIMATE AREA	DESCRIPTION	NET BOOK VALUE AS AT 31 DEC 2009 (RM'million)	AGE OF BUILDING (Years)	YEAR OF ACQUISITION (A)/ REVALUATION (R)
INDONESIA						
1 Ketapang, Kalimantan Barat	Leasehold (unexpired lease period of 28-35 years)	Land : 22,635 hectares	Oil palm estate	145.0	-	2006 & 2009 (A)
2 Kapuas, Kalimantan Tengah	Yet to be determined	Land :45,000 hectares	Oil palm estate	168.3	-	2008 (A)
UNITED KINGDOM						
1 Hyde Park, London	Leasehold (unexpired lease period of 967 years)	Built-up : 286 sq.metres	2 units of residential apartment at Hyde Park Towers	0.9	30	1980 / 1996 (A)
2 Maxims Casino Club, Kensington	Freehold	Built-up : 1,445 sq.metres	Casino Club	30.8	147	2005 (A)
3 Newcastle	Freehold	Built-up : 1,464 sq.metres	Casino Club	16.5	15	2006 (A)
4 Salford-Albion	Freehold	Built-up : 1,058 sq.metres	Casino Club	9.1	12	2006 (A)
5 Wirral	Freehold	Built-up : 860 sq.metres	Casino Club	3.5	30	2006 (A)
6 Leicester / East Bond	Freehold	Built-up : 755 sq.metres	Casino Club	3.4	30	2006 (A)
7 Bournemouth	Freehold	Built-up : 860 sq.metres	Casino Club	6.2	110	2006 (A)
8 Southampton	Freehold	Built-up : 797 sq.metres	Casino Club	8.0	110	2006 (A)
9 Bolton	Freehold	Built-up : 808 sq.metres	Casino Club	4.6	110	2006 (A)
10 Berk Glasgow	Freehold	Built-up : 3,402 sq.metres	Casino Club	14.2	123	2006 (A)
11 Berk Edin.	Freehold	Built-up : 832 sq.metres	Casino Club	<0.1	123	2006 (A)
12 Coventry 2	Freehold	Built-up : 1,105 sq.metres	Casino Club	4.9	210	2006 (A)
13 AB Bristol	Freehold	Built-up : 573 sq.metres	Casino Club	6.8	63	2006 (A)
14 AB Coventry	Freehold	Built-up : 771 sq.metres	Casino Club	11.6	73	2006 (A)
15 AB Leicester/ Cank St	Freehold	Built-up : 683 sq.metres	Casino Club	2.6	83	2006 (A)
16 Margate Cascades	Freehold	Built-up : 1,326 sq.metres	Casino Club	16.2	53	2006 (A)
17 Torquay	Freehold	Built-up : 1,495 sq.metres	Casino Club	4.9	20	2006 (A)
18 Crockfords	Freehold	Built-up : 1,907 sq.metres	Casino Club	282.6	239	2006 (A)
19 Brighton	Freehold	Built-up : 85 sq.metres	Vacant retail building	0.2	43	2006 (A)
20 31 Curzon Street next to Crockfords	Freehold	Built-up : 307 sq.metres	Casino Club	33.2	233	2006 (A)
21 Cromwell Mint	Freehold	Built-up : 1,239 sq.metres	Casino Club	<0.1	3	2007 (A)
22 London Mint	Freehold	Built-up : 1,239 sq.metres	Casino Club (includes 11 residential flats)	85.8	3	2007 (A)
23 Luton- Skimpot	Leasehold (unexpired lease period of 982 years)	Built-up : 984 sq.metres	Casino Club	10.2	28	2006 (A)
24 Portsmouth	Leasehold (unexpired lease period of 115 years)	Built-up : 733 sq.metres	Casino Club	<0.1	73	2006 (A)
25 Leith Cascades	Leasehold (unexpired lease period of 86 years)	Built-up : 1,698 sq.metres	Casino Club	26.9	10	2006 (A)
26 Brighton	Leasehold (unexpired lease period of 966 years)	Built-up : 458 sq.metres	Casino Club	1.6	33	2006 (A)
27 Southend Mint	Leasehold (unexpired lease period of 2 years)	Built-up : 836 sq.metres	Casino Club	0.6	83	2006 (A)
28 Southend Maxims	Leasehold (unexpired lease period of 2 years)	Built-up : 22 sq.metres	Casino Club	39.1	83	2006 (A)
29 Tameview	Leasehold (unexpired lease period of 64 years)	Built-up : 4,529 sq.metres	Casino Club	<0.1	83	2006 (A)
30 Liverpool Renshaw	Leasehold (unexpired lease period of 29 years)	Built-up : 1,498 sq.metres	Casino Club	<0.1	108	2006 (A)
31 Liverpool Circus	Leasehold (unexpired lease period of 22 years)	Built-up : 2,230 sq.metres	Casino Club	0.3	21	2007 (A)
32 Palm Beach	Leasehold (unexpired lease period of 7 years)	Built-up : 1,489 sq.metres	Casino Club	<0.1	101	2003 (A)
33 Nottingham	Leasehold (unexpired lease period of 17 years)	Built-up : 2,508 sq.metres	Casino Club	12.4	16	2003 (A)
34 Stoke Circus	Leasehold (unexpired lease period of 22 years)	Built-up : 2,415 sq.metres	Casino Club	13.9	31	2006 (A)

LIST OF PROPERTIES HELD (cont'd)

as at 31 December 2009

LOCATION	TENURE	APPROXIMATE AREA	DESCRIPTION	NET BOOK VALUE AS AT 31 DEC 2009 (RM'million)	AGE OF BUILDING (Years)	YEAR OF ACQUISITION (A)/ REVALUATION (R)
35 Gt Yarmouth	Leasehold (unexpired lease period of 3 years)	Built-up : 777 sq.metres	Casino Club	<0.1	81	2000 (A)
36 Colony	Leasehold (unexpired lease period of 10 years)	Built-up : 1,594 sq.metres	Casino Club	0.7	101	2000 (A)
37 Manchester Circus	Leasehold (unexpired lease period of 17 years)	Built-up : 3,003 sq.metres	Casino Club	<0.1	101	2001 (A)
38 Star City	Leasehold (unexpired lease period of 18 years)	Built-up : 6,503 sq.metres	Casino Club	<0.1	16	2002 (A)
39 Castle Blackpool	Leasehold (unexpired lease period of 24 years)	Built-up : 1,354 sq.metres	Casino Club	0.5	101	2002 (A)
40 Birmingham Circus	Leasehold (unexpired lease period of 12 years)	Built-up : 1,181 sq.metres	Casino Club	0.1	51	2002 (A)
41 Reading	Leasehold (unexpired lease period of 17 years)	Built-up : 1,682 sq.metres	Casino Club	0.6	31	2002 (A)
42 Carlton Derby	Leasehold (unexpired lease period of 24 years)	Built-up : 546 sq.metres	Casino Club	<0.1	101	2002 (A)
43 Midland Wheel (Birmingham Maxims)	Leasehold (unexpired lease period of 25 years)	Built-up : 1,488 sq.metres	Casino Club	4.8	101	2002 (A)
44 Edinburgh Circus	Leasehold (unexpired lease period of 25 years)	Built-up : 2,415 sq.metres	Casino Club	19.8	16	2006 (A)
SINGAPORE						
1 RWS corporate office	Leasehold (unexpired lease period of 3 years)	Built-up : 4,662 sq.metres	5-storey commercial building	12.1	3	2007 (A)
2 Integrated Resort at Sentosa	Leasehold (unexpired lease period of 57 years)	Land : 49 hectares	4 parcels of land for construction, development and establishment of integrated resort	1,454.2	-	2007 (A)
3 RWS Dormitory at Brani	Leasehold (unexpired lease period of 2 years)	Land : 43,000 sq.metres	Residential buildings	12.3	2	2008 (A)
4 Pandan Garden Office	Leasehold (unexpired lease period of 1 year)	Built-up : 14,365 sq.metres	Residential buildings	17.7	1	2009 (A)
CHINA						
1 Suzhou	Leasehold (unexpired lease period of 37 years)	Land : 5.6 hectares Built-up : 26,849 sq.metres	Land with Power Plant Complex	19.0	14	2005 (A)
2 Wuxi	Leasehold (unexpired lease period of 2 years)	Land : 6.3 hectares Built-up : 44,539 sq.metres	Land with Power Plant Complex	2.0	14	2005 (A)
3 Nanjing	Leasehold (unexpired lease period of 6 years)	Land : 6.7 hectares Built-up : 12,175 sq.metress	Land with Power Plant Complex	8.0	13	2005 (A)
4 Meizhouwan	Leasehold (unexpired lease period of 15 years)	Land : 75.6 hectares Built-up : 32,624 sq.metres	Land with Power Plant Complex	288.7	9	2006 (A)
	Leasehold (unexpired lease period of 15 years)	Land : 42.1 hectares	Ash storage yard	51.1	-	2006 (A)
	Leasehold (unexpired lease period of 37 years)	Land : 0.8 hectares Built-up : 9,000 sq.metres	Land with building	7.4	10	2006 (A)
	Leasehold (unexpired lease period of 33 years)	Land : 2.3 hectares Built-up : 24,633 sq.metres	Land with building	18.7	9	2006 (A)

ANALYSIS OF SHAREHOLDINGS

as at 27 April 2010

Class of Shares : Ordinary shares of 10 sen each
Voting Rights
• On show of hands : 1 vote
• On a poll : 1 vote for each share held

Size of Holdings	No. of Shareholders	% of Shareholders	No. of Shares*	% of Shares
Less than 100	3,604	4.119	23,929	0.001
100 - 1,000	29,806	34.068	25,663,955	0.694
1,001 - 10,000	44,876	51.293	180,628,381	4.886
10,001 - 100,000	8,124	9.286	221,997,534	6.006
100,001 to less than 5% of issued shares	1,078	1.232	2,245,596,831	60.749
5% and above of issued shares	2	0.002	1,022,604,240	27.664
TOTAL	**87,490**	**100.000**	**3,696,514,870**	**100.000**

* Excluding 8,762,900 shares bought back and retained by the Company as treasury shares.

THIRTY (30) LARGEST SECURITIES ACCOUNT HOLDERS AS PER RECORD OF DEPOSITORS
(without aggregating the securities from different securities accounts belonging to the same depositor)

	Name	No. of Shares	% of Shares
1.	Kien Huat Realty Sdn Berhad	672,604,240	18.196
2.	CIMB Group Nominees (Tempatan) Sdn Bhd *Mandurah Limited For Kien Huat Realty Sdn Berhad (49279 Lint)*	350,000,000	9.468
3.	Kien Huat Realty Sdn Berhad	170,536,020	4.613
4.	Golden Hope Limited	152,651,250	4.130
5.	Cartaban Nominees (Asing) Sdn Bhd *SSBT Fund GB01 For Harbor International Fund*	132,000,000	3.571
6.	UOBM Nominees (Asing) Sdn Bhd *Tinehay Holdings Limited*	122,000,000	3.300
7.	Cartaban Nominees (Asing) Sdn Bhd *SSBT Fund NV04 For Longleaf Partners International Fund*	63,066,000	1.706
8.	Time Life Equity Sdn Bhd	57,619,980	1.559
9.	Cartaban Nominees (Asing) Sdn Bhd *SSBT Fund S71U For First Eagle Global Fund*	57,549,665	1.557
10.	Alocasia Sdn Bhd	56,490,000	1.528
11.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN For JPMorgan Chase Bank, National Association (U.S.A.)*	45,881,400	1.241
12.	Malaysia Nominees (Tempatan) Sendirian Berhad *Great Eastern Life Assurance (Malaysia) Berhad (Par 1)*	45,663,600	1.235
13.	World Management Sdn Bhd	33,819,000	0.915
14.	Citigroup Nominees (Asing) Sdn Bhd*ssbt* *UBS SEC LLC For Bay Resource Partners Offshore Master Fund, L.P.*	32,097,800	0.868
15.	Cartaban Nominees (Asing) Sdn Bhd *State Street Australia Fund ATB1 For Platinum Asia Fund*	30,760,100	0.832
16.	Citigroup Nominees (Tempatan) Sdn Bhd *Exempt AN For Prudential Fund Management Berhad*	30,353,500	0.821
17.	HSBC Nominees (Asing) Sdn Bhd *BBH And Co Boston For Matthews Pacific Tiger Fund*	28,057,700	0.759
18.	Cartaban Nominees (Asing) Sdn Bhd *Government Of Singapore Investment Corporation Pte Ltd For Government Of Singapore (C)*	26,393,545	0.714
19.	HSBC Nominees (Asing) Sdn Bhd *BBH And Co Boston For Vanguard Emerging Markets Stock Index Fund*	26,057,590	0.705
20.	World Management Sdn Bhd	24,474,000	0.662
21.	Cartaban Nominees (Asing) Sdn Bhd *Caceis Bank Paris For Carmignac Emergents*	23,000,000	0.622
22.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN For JPMorgan Chase Bank, National Association (U.A.E.)*	22,860,080	0.618
23.	Cartaban Nominees (Asing) Sdn Bhd *State Street For Ishares MSCI Emerging Markets Index Fund*	22,360,300	0.605
24.	Cartaban Nominees (Asing) Sdn Bhd *SSBT Fund S71U For First Eagle Overseas Fund*	20,596,910	0.557
25.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN For JPMorgan Chase Bank, National Association (Norges Bk Lend)*	16,428,500	0.445
26.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN For The Bank Of New York Mellon (Mellon Acct)*	16,278,227	0.441
27.	Citigroup Nominees (Asing) Sdn Bhd *UBS SEC LLC For Bay Resource Partners, L.P.*	16,191,600	0.438
28.	HSBC Nominees (Asing) Sdn Bhd *BNY Brussels For Railways Pension Trustee Company Limited (EQPF)*	15,779,800	0.427
29.	Datacorp Sdn Bhd	15,216,000	0.412
30.	Cartaban Nominees (Asing) Sdn Bhd *Union Bank For MTAP Asian Institution Partners LP*	15,142,350	0.410
	TOTAL	**2,341,929,157**	**63.355**

ANALYSIS OF SHAREHOLDINGS (cont'd)

as at 27 April 2010

SUBSTANTIAL SHAREHOLDERS AS PER REGISTER OF SUBSTANTIAL SHAREHOLDERS AS AT 27 APRIL 2010

	No. of Shares			
	Direct	%	Indirect	%
Kien Huat Realty Sdn Berhad ("Kien Huat")	1,193,140,260	32.28	270,760,000^	7.32
Parkview Management Sdn Bhd	-	-	1,463,900,260*	39.60
Inforex Sdn Bhd	-	-	1,193,140,260+	32.28
Info-Text Sdn Bhd	-	-	1,193,140,260+	32.28
Dataline Sdn Bhd	-	-	1,193,140,260+	32.28

Notes:

^ Deemed interest through its subsidiaries (Alocasia Sdn Bhd, World Management Sdn Bhd, Tinehay Holdings Limited and Inverway Sdn Bhd)

* Deemed interest through Kien Huat and its subsidiaries (Alocasia Sdn Bhd, World Management Sdn Bhd, Tinehay Holdings Limited and Inverway Sdn Bhd)

\+ Deemed interest through Kien Huat.

DIRECTORS' SHAREHOLDINGS AND SHARE OPTIONS AS PER THE REGISTERS PURSUANT TO THE COMPANIES ACT, 1965 AS AT 27 APRIL 2010

INTEREST IN THE COMPANY

Name	No. of Shares				No. of Option Shares Outstanding
	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital	
Tan Sri Lim Kok Thay	10,369,000	0.2805	-	-	2,500,000
Tun Mohammed Hanif bin Omar	101,000	0.0027	-	-	1,555,000
Tan Sri Mohd Amin bin Osman (1)	1,519,600	0.0411	-	-	925,000
Mr Quah Chek Tin (2)	5,000	0.0001	-	-	1,240,000
Dato' Dr R Thillainathan (3)	-	-	-	-	610,000

INTEREST IN OTHER COMPANIES IN THE GROUP

Genting Malaysia Berhad (formerly known as Resorts World Bhd) ("GENM"), a company which is 48.64% owned by the Company

Name	No. of Shares				No. of Option Shares Outstanding
	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital	
Tan Sri Lim Kok Thay	1,660,000	0.0291	-	-	2,340,000
Tun Mohammed Hanif bin Omar	5,000	0.0001	-	-	2,185,000
Tan Sri Mohd Amin bin Osman (4)	540,000	0.0095	-	-	-
Tan Sri Dr. Lin See Yan	450,000	0.0079	-	-	-
Mr Quah Chek Tin	5,000	0.0001	-	-	-
Dato' Dr R Thillainathan (5)	-	-	-	-	-

Genting Plantations Berhad (formerly known as Asiatic Development Berhad) ("GENP"), a 54.63% owned subsidiary of the Company

Name	No. of Shares				No. of Option Shares Outstanding
	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital	
Tan Sri Lim Kok Thay	369,000	0.0487	-	-	-
Tan Sri Mohd Amin bin Osman (6)	989,000	0.1305	-	-	-
Dato' Dr R Thillainathan (7)	-	-	-	-	-

Genting Singapore PLC ("GENS"), an indirect 51.73% owned subsidiary of the Company

Name	No. of Shares				No. of Option Shares Outstanding/ Performance Shares*
	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital	
Tan Sri Lim Kok Thay	987,600	0.0081	-	-	5,941,463/750,000*
Tun Mohammed Hanif bin Omar	-	-	-	-	1,188,292
Tan Sri Mohd Amin bin Osman (8)	575,000	0.0047	-	-	742,042
Dato' Dr R Thillainathan	569,000	0.0047	-	-	1,113,438
Mr Quah Chek Tin	669,000	0.0055	-	-	1,113,438
Tan Sri Dr. Lin See Yan	50,000	0.0004	-	-	1,188,292
Dato' Paduka Nik Hashim bin Nik Yusoff	-	-	-	-	1,039,192

Notes:

The following disclosures are made pursuant to Section 134 (12) (c) of the Companies Act, 1965 as amended by the Companies (Amendment) Act 2007 which took effect on 15 August 2007:

(1) Tan Sri Amin's spouse holds 60,000 ordinary shares (0.0016%) in the Company
(2) Mr Quah's spouse holds 630,000 ordinary shares (0.017%) in the Company
(3) Dato' Dr R Thillainathan's spouse and children collectively hold 295,000 ordinary shares (0.008%) in the Company
(4) Tan Sri Amin's spouse and children collectively hold 180,000 ordinary shares (0.0032%) in GENM
(5) Dato' Dr R Thillainathan's child holds 2,000 ordinary shares (Negligible) in GENM
(6) Tan Sri Amin's spouse holds 80,000 ordinary shares (0.0106%) in GENP
(7) Dato' Dr R Thillainathan's spouse holds 10,000 ordinary shares (0.0013%) in GENP
(8) Tan Sri Amin's spouse and children collectively hold 8,400 ordinary shares (Negligible) in GENS

AMERICAN DEPOSITORY RECEIPTS – LEVEL 1 PROGRAMME

The Company's American Depository Receipts ("ADR") Level 1 Programme commenced trading in the U.S. over-the-counter market on 13 August 1999. Under the ADR programme, a maximum of 105 million ordinary shares of RM0.10 each representing approximately 2.8% of the total issued and paid-up share capital of the Company can be traded in ADRs. Each ADR represents 5 ordinary shares of RM0.10 each of the Company. The Bank of New York Mellon as the Depository Bank has appointed Malayan Banking Berhad as its sole custodian of the shares of the Company for the ADR Programme. As at 31 March 2010, there were 799,080 ADR outstanding representing 3,995,400 ordinary shares of the Company which have been deposited with the sole custodian for the ADR Programme.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Second Annual General Meeting of Genting Berhad ("the Company") will be held at 26th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur on Thursday, 10 June 2010 at 10.00 a.m.

AS ORDINARY BUSINESSES

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2009 and the Directors' and Auditors' Reports thereon. **(Ordinary Resolution 1)**

2. To approve the declaration of a final dividend of 4.2 sen less 25% tax per ordinary share of 10 sen each for the financial year ended 31 December 2009 to be paid on 27 July 2010 to members registered in the Record of Depositors on 30 June 2010. **(Ordinary Resolution 2)**

3. To approve the payment of Directors' fees of RM877,800 for the financial year ended 31 December 2009 (2008: RM826,900). **(Ordinary Resolution 3)**

4. To re-elect Dato' Dr. R.Thillainathan as a Director of the Company pursuant to Article 99 of the Articles of Association of the Company. **(Ordinary Resolution 4)**

5. To consider and, if thought fit, pass the following resolutions pursuant to Section 129 of the Companies Act, 1965:

   (i) "That Tan Sri Mohd Amin bin Osman, retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **(Ordinary Resolution 5)**

   (ii) "That Dato' Paduka Nik Hashim bin Nik Yusoff, retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **(Ordinary Resolution 6)**

   (iii) "That Tun Mohammed Hanif bin Omar, retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **(Ordinary Resolution 7)**

   (iv) "That Tan Sri Dr. Lin See Yan, retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting". **(Ordinary Resolution 8)**

6. To re-appoint PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 9)**

AS SPECIAL BUSINESSES

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

Ordinary Resolutions

7. **Proposed renewal of the authority for the Company to purchase its own shares**

   "That, subject to the passing of Ordinary Resolution 11, and subject to compliance with all applicable laws, the Company's Articles of Association, and the regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad ("Bursa Securities") and/or any other relevant regulatory authorities:

   (a) approval and authority be and are given for the Company to utilise up to the aggregate of the total retained earnings and share premium accounts of the Company based on its latest audited financial statements available up to the date of the transaction, to purchase, from time to time during the validity of the approval and authority under this resolution, such number of ordinary shares of 10 sen each in the Company (as may be determined by the Directors of the Company) on Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company, provided that the aggregate number of shares to be purchased and/or held by the Company pursuant to this resolution does not exceed 10% of the total issued and paid-up ordinary share capital of the Company at the time of purchase and provided further that in the event that the Company ceases to hold all or any part of such shares as a result of (among others) cancellations, resales and/or distributions of any of these shares so purchased, 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 10% of the total issued and paid-up ordinary share capital of the Company at the time of purchase. Based on the audited financial statements of the Company for the financial year ended 31 December 2009, the Company's retained earnings and share premium accounts were approximately RM6,224.4 million and RM1,155.0 million respectively;

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

(b) approval and authority conferred by this resolution shall commence on the passing of this resolution, and shall remain valid and in full force and effect until:

(i) the conclusion of the next Annual General Meeting of the Company; or

(ii) the expiry of the period within which the next Annual General Meeting is required by law to be held,

unless earlier revoked or varied by ordinary resolution of the members of the Company in general meeting, whichever occurs first;

(c) approval and authority be and are given to the Directors of the Company in their absolute discretion, to deal with any shares purchased and any existing treasury shares ("the said Shares") in the following manner:-

(i) cancel the said Shares; and/or
(ii) retain the said Shares as treasury shares; and/or
(iii) distribute all or part of the said Shares as dividends to shareholders, and/or resell all or part of the said Shares on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancel all or part of the said Shares,

or in any other manner as may be prescribed by all applicable laws and/or regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force and that the authority to deal with the said Shares shall continue to be valid until all the said Shares have been dealt with by the Directors of the Company; and

(d) approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by any relevant regulatory authority or Bursa Securities and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company." **(Ordinary Resolution 10)**

8. **Proposed exemption under Practice Note 2.9.10 of the Malaysian Code on Take-overs and Mergers, 1998 to Kien Huat Realty Sdn Berhad and persons acting in concert with it from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them, upon the purchase by the Company of its own shares pursuant to the proposed renewal of share buy-back authority**

"That, subject to the passing of Ordinary Resolution 10 and the approval of the Securities Commission ("SC"), approval be and is hereby given for Kien Huat Realty Sdn Berhad ("KHR") and the persons acting in concert with KHR ("PAC") to be exempted from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them under Part II of the Malaysian Code on Take-overs and Mergers 1998 ("Code"), which may arise upon the future purchase by the Company of its own shares pursuant to Ordinary Resolution 10, in conjunction with the application submitted by KHR and the PAC to the SC under Practice Note 2.9.10 of the Code, and further that approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by any relevant regulatory authority and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company." **(Ordinary Resolution 11)**

9. **Authority to Directors pursuant to Section 132D of the Companies Act, 1965**

"That, subject always to the Companies Act, 1965, the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") and the approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Section 132D of the Companies Act, 1965 to:

(1) issue and allot shares in the Company; and/or

(2) issue, make or grant offers, agreements, options or other instruments that might or would require shares to be issued (collectively "Instruments") during and/or after the period the approval granted by this resolution is in force,

at any time and from time to time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that:

(i) the number of shares to be issued pursuant to the authority granted under this resolution, when aggregated with all shares issued and/or shares that are capable of being issued from the Instruments issued pursuant to Section 132D of the Companies Act, 1965 in the preceding 12 months (calculated in accordance with the MMLR), does not exceed 10% of the issued and paid-up share capital of the Company at the time of issuance of shares or issuance, making or granting the Instruments, and

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

(ii) for the purpose of determining the number of shares which are capable of being issued from the Instruments, each Instrument is treated as giving rise to the maximum number of shares into which it can be converted or exercised,

AND such authority under this resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or when it is required by the law to be held, whichever is earlier, and that:

(a) approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) in connection therewith; and

(b) the Directors of the Company 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." **(Ordinary Resolution 12)**

10. **Proposed renewal of shareholders' mandate for recurrent related party transaction of a revenue or trading nature**

"That approval and authority be and are hereby given for the Company and/or its unlisted subsidiary to enter into the transaction falling within the type of recurrent related party transaction of a revenue or trading nature with the related party as set out in Section 2.3 under Part C of the Document to Shareholders dated 19 May 2010, provided that such transaction is undertaken in the ordinary course of business, at arm's length and based on commercial terms and on terms not more favourable to the related party than those generally available to/from the public and are not, in the Company's opinion, detrimental to the minority shareholders and that the breakdown of the aggregate value of the recurrent related party transaction conducted/to be conducted during the financial year, including the type of recurrent related party transaction made and the names of the related parties, will be disclosed in the annual report of the Company pursuant to the requirements of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;

AND THAT such approval shall continue to be in force until:

(i) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such Proposed Shareholders' Mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;

(ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or

(iii) revoked or varied by resolution passed by the shareholders in general meeting

whichever is the earlier." **(Ordinary Resolution 13)**

Special Resolution

11. **Proposed amendments to the Articles of Association of the Company**

"That the amendments to the existing Articles of Association of the Company as proposed and set forth under Part D of the Document to Shareholders dated 19 May 2010 be and are approved and adopted by the Company, and that the Directors of the Company be and are authorised to do all acts and things and take all such steps as they may consider necessary and/or desirable to give full effect to these amendments to the Articles of Association of the Company." **(Special Resolution)**

12. To transact any other business of which due notice shall have been given.

FURTHER NOTICE IS HEREBY GIVEN that, subject to the shareholders' approval for the payment of final dividend, a depositor shall qualify for entitlement to the final dividend only in respect of:

(a) shares transferred into the depositor's securities account before 4.00 p.m. on 30 June 2010 in respect of ordinary transfers; and

(b) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

LOH BEE HONG
Secretary

Kuala Lumpur
19 May 2010

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

NOTES

A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies (but not more than two) to attend and vote instead of him. ***A proxy need not be a member of the Company but in accordance with Section 149 of the Companies Act, 1965, a member shall not be entitled to appoint a person who is not a member of the Company as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case.*** *Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his holding to be represented by each proxy. The original instrument appointing a proxy must be deposited at the Registered Office of the Company at 24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.*

EXPLANATORY NOTES ON SPECIAL BUSINESSES

(1) Ordinary Resolution 10, if passed, will empower the Directors of the Company to purchase the Company's shares of an aggregate amount of up to 10% of the issued and paid-up share capital of the Company for the time being ("Proposed Share Buy-Back Renewal") by utilising up to the total retained earnings and share premium of the Company based on its latest audited financial statements up to the date of the purchase. The authority under this resolution will expire at 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 members of the Company at a general meeting, whichever occurs first.

Further information on the Proposed Share Buy-Back Renewal is set out under Part A of the Document to Shareholders dated 19 May 2010 which is despatched together with the Company's 2009 Annual Report.

(2) Ordinary Resolution 11, if passed, will enable the Securities Commission to consider the application by Kien Huat Realty Sdn Berhad ("KHR") for the proposed exemption under Practice Note 2.9.10 of the Malaysian Code on Take-overs and Mergers 1998 to KHR and the persons acting in concert with KHR from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them as a result of the Company's share buy-back activities ("Proposed Exemption").

Further information on the Proposed Exemption is set out under Part A and Part B of the Document to Shareholders dated 19 May 2010 which is despatched together with the Company's 2009 Annual Report.

(3) Ordinary Resolution 12, if passed, will give a renewed mandate to the Directors of the Company pursuant to Section 132D of the Companies Act, 1965 ("Renewed Mandate"). The Renewed Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, the Directors have not utilised the mandate granted to the Directors at the last Annual General Meeting held on 17 June 2009 and the said mandate will lapse at the conclusion of the Forty-Second Annual General Meeting.

The Renewed Mandate will enable the Directors to take swift action in case of a need for corporate exercises or in the event business opportunities arise which involve the issue of new shares, and to avoid delay and cost in convening general meetings to approve such issue of shares.

(4) Ordinary Resolution 13, if passed, will allow the Company and/or its unlisted subsidiary to enter into recurrent related party transaction of a revenue or trading nature pursuant to the provision of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Proposed Shareholders' Mandate"). This authority will expire at 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 members of the Company at a general meeting, whichever occurs first.

Further information on the Proposed Shareholders' Mandate is set out under Part C of the Document to Shareholders dated 19 May 2010 which is despatched together with the Company's 2009 Annual Report.

(5) Special Resolution, if passed, will streamline the Company's Articles of Association with the provisions of the Companies Act, 1965 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Further information on the proposed amendments to the Articles of Association of the Company is set out under Part D of the Document to Shareholders dated 19 May 2010 which is despatched together with the Company's 2009 Annual Report.

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 forthcoming Forty-Second Annual General Meeting of the Company.

GENTING
BERHAD
(7916-A)

FORM OF PROXY

(Before completing the form please refer to the notes overleaf)

"A" I/We _____ NRIC No./Co. No.: _____
(FULL NAME IN BLOCK CAPITALS)

of _____
(ADDRESS)

being a member of GENTING BERHAD hereby appoint

_____ NRIC No.: _____
(FULL NAME)

(Note: In accordance with Section 149 of the Companies Act, 1965, a member shall not be entitled to appoint a person who is not a member of the Company as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case)

of _____
(ADDRESS)

or failing him _____ NRIC No.: _____
(FULL NAME)

of _____
(ADDRESS)

or failing him, *the CHAIRMAN OF THE MEETING as *my/our first proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 26th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur on Thursday, 10 June 2010 at 10.00 a.m. and at any adjournment thereof

"B" Where it is desired to appoint a second proxy, this section must also be completed, otherwise it should be deleted.

I/We _____ NRIC No./Co. No.: _____
(FULL NAME IN BLOCK CAPITALS)

of _____
(ADDRESS)

being a member of GENTING BERHAD hereby appoint

_____ NRIC No.: _____
(FULL NAME)

(Note: In accordance with Section 149 of the Companies Act, 1965, a member shall not be entitled to appoint a person who is not a member of the Company as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case)

of _____
(ADDRESS)

or failing him _____ NRIC No.: _____
(FULL NAME)

of _____
(ADDRESS)

or failing him, *the CHAIRMAN OF THE MEETING as *my/our second proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 26th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur on Thursday, 10 June 2010 at 10.00 a.m. and at any adjournment thereof.

The proportions of my/our holding to be represented by my/our proxies are as follows :

First Proxy "**A**"	%
Second Proxy "**B**"	%
	100%

In case of a vote taken by a show of hands *First Proxy "A"/Second Proxy "B" shall vote on my/our behalf.

My/our proxies shall vote as follows:

RESOLUTIONS		First Proxy "A"		Second Proxy "B"	
		For	Against	For	Against
To receive and adopt the Audited Financial Statements	Ordinary Resolution 1				
To approve the declaration of a final dividend of 4.2 sen less tax per ordinary share	Ordinary Resolution 2				
To approve the payment of Directors' fees	Ordinary Resolution 3				
To re-elect Dato' Dr. R. Thillainathan pursuant to Article 99 of the Articles of Association of the Company.	Ordinary Resolution 4				
To re-appoint the following Directors in accordance with Section 129 of the Companies Act, 1965:					
i) Tan Sri Mohd Amin bin Osman	Ordinary Resolution 5				
ii) Dato' Paduka Nik Hashim bin Nik Yusoff	Ordinary Resolution 6				
iii) Tun Mohammed Hanif bin Omar	Ordinary Resolution 7				
iv) Tan Sri Dr. Lin See Yan	Ordinary Resolution 8				
To re-appoint Auditors	Ordinary Resolution 9				
To renew the authority for the Company to purchase its own shares	Ordinary Resolution 10				
To grant exemption under Practice Note 2.9.10 of the Malaysian Code on Take-overs and Mergers 1998	Ordinary Resolution 11				
To approve the authority to Directors pursuant to Section 132D of the Companies Act, 1965.	Ordinary Resolution 12				
To approve the proposed renewal of shareholders' mandate for recurrent related party transaction of a revenue or trading nature	Ordinary Resolution 13				
To approve the proposed amendments to the Articles of Association of the Company	Special Resolution				

(Please indicate with an "X" in the spaces provided how you wish your votes to be cast. If you do not do so, the proxy/proxies will vote or abstain from voting at his/their discretion.)

Signed this _____ day of _____ 2010

No. of Shares held	CDS Account No.	Shareholder's Contact No.

_____
Signature of Member

* Delete if inapplicable

NOTES

A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies (but not more than two) to attend and vote instead of him. ***A proxy need not be a member of the Company but in accordance with Section 149 of the Companies Act, 1965, a member shall not be entitled to appoint a person who is not a member of the Company as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case.*** *Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his holding to be represented by each proxy. The original instrument appointing a proxy must be deposited at the Registered Office of the Company at 24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.*

In the case of a corporation, this form must be either under seal or signed by a duly authorised officer or attorney.

Explanatory Notes on Special Businesses

(1) Ordinary Resolution 10, if passed, will empower the Directors of the Company to purchase the Company's shares of an aggregate amount of up to 10% of the issued and paid-up share capital of the Company for the time being ("Proposed Share Buy-Back Renewal") by utilising up to the total retained earnings and share premium of the Company based on its latest audited financial statements up to the date of the purchase. The authority under this resolution will expire at 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 members of the Company at a general meeting, whichever occurs first.

Further information on the Proposed Share Buy-Back Renewal is set out under Part A of the Document to Shareholders dated 19 May 2010 which is despatched together with the Company's 2009 Annual Report.

(2) Ordinary Resolution 11, if passed, will enable the Securities Commission to consider the application by Kien Huat Realty Sdn Berhad ("KHR") for the proposed exemption under Practice Note 2.9.10 of the Malaysian Code on Take-overs and Mergers 1998 to KHR and the persons acting in concert with KHR from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them as a result of the Company's share buy-back activities ("Proposed Exemption").

Further information on the Proposed Exemption is set out under Part A and Part B of the Document to Shareholders dated 19 May 2010 which is despatched together with the Company's 2009 Annual Report.

(3) Ordinary Resolution 12, if passed, will give a renewed mandate to the Directors of the Company pursuant to Section 132D of the Companies Act, 1965 ("Renewed Mandate"). The Renewed Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, the Directors have not utilised the mandate granted to the Directors at the last Annual General Meeting held on 17 June 2009 and the said mandate will lapse at the conclusion of the Forty-Second Annual General Meeting.

The Renewed Mandate will enable the Directors to take swift action in case of a need for corporate exercises or in the event business opportunities arise which involve the issue of new shares, and to avoid delay and cost in convening general meetings to approve such issue of shares.

(4) Ordinary Resolution 13, if passed, will allow the Company and/or its unlisted subsidiary to enter into recurrent related party transaction of a revenue or trading nature pursuant to the provision of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Proposed Shareholders' Mandate"). This authority will expire at 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 members of the Company at a general meeting, whichever occurs first.

Further information on the Proposed Shareholders' Mandate is set out under Part C of the Document to Shareholders dated 19 May 2010 which is despatched together with the Company's 2009 Annual Report.

(5) Special Resolution, if passed, will streamline the Company's Articles of Association with the provisions of the Companies Act, 1965 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Further information on the proposed amendments to the Articles of Association of the Company is set out under Part D of the Document to Shareholders dated 19 May 2010 which is despatched together with the Company's 2009 Annual Report.

GROUP OFFICES
GENTING BERHAD
www.genting.com

LEISURE & HOSPITALITY DIVISION

RESORTS

Resorts World Genting
Genting Highlands
69000 Pahang Darul Makmur, Malaysia
T: +603 6101 1118
F: +603 6101 1888

Resorts World Sentosa
8 Sentosa Gateway, Sentosa, Singapore 098269
T: +65 6577 8888
F: +65 6577 8890

Resorts World Manila
Newport Boulevard (Across NAIA Terminal 3)
Newport City, Pasay
Metro Manila, Philippines 1309
T: +632 836 6333

Awana Genting Highlands Golf & Country Resort
KM 13, Genting Highlands
69000 Pahang Darul Makmur, Malaysia
T: +603 6436 9000
F: +603 6101 3535

Awana Kijal Golf & Beach Resort
KM 28, Jalan Kemaman-Dungun
24100 Kijal, Kemaman
Terengganu, Malaysia
T: +609 864 1188
F: +609 864 1688

Awana Porto Malai, Langkawi
Tanjung Malai, 07000 Langkawi
Kedah, Malaysia
T: +604 955 5111
F: +604 955 5222

SALES & RESERVATIONS OFFICES

WorldReservations Centre (WRC)
(Resorts World Genting/Awana Hotels & Resorts - For rooms, concerts & shows, theme park ride tickets, transportation & other resort facilities)
Resorts World OneHub
Lower Ground Floor
Wisma Genting, 28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia
T: +603 2718 1118
F: +603 2718 1888
Reservations E-mail:
customercare@genting.com
Membership E-mail:
hotline@worldcard.com.my
Book online at www.rwgenting.com

Meetings, Incentives, Conventions & Exhibitions (M.I.C.E)
23rd Floor, Wisma Genting
28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia
T: +603 2301 6686
F: +603 2333 3886
E: mice@genting.com
mice.rwgenting.com

Malaysia - Ipoh *
11, Ground Floor, Persiaran Greentown 8
Greentown Business Centre, 30450 Ipoh
Perak Darul Ridzuan, Malaysia
T: +605 2432988
F: +605 2436988

Malaysia – Johor Bahru *
1F - Ground Floor
Jalan Maju, Taman Maju Jaya
80400 Johor Bahru,
Johor Darul Takzim, Malaysia
T: +607 334 4555
F: +607 334 4666

Malaysia – Kuala Lumpur *
23rd Flr, Wisma Genting
28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia
T: +603 2178 2233
F: +603 2164 8323

Malaysia - Kuching *
No.2, Ground Floor, Block A
Wisma Nation Horizon
Jalan Petanak, 93100 Kuching
Sarawak, Malaysia
T: +6082 412 522
F: +6082 412 022

Malaysia - Penang *
No.22, Ground Floor, Lorong Abu Siti
10400 Penang, Malaysia
T: +604 226 8189
F: +604 228 7299

OTHER SERVICES

Casino De Genting
Resorts World Genting
69000 Genting Highlands
Pahang Darul Makmur, Malaysia
Membership hotline: +603 6105 2028
Casino Programmes:
T: +603 2718 1189
F: +603 2333 3888

Maxims Genting
Resorts World Genting
69000 Pahang Darul Makmur, Malaysia
T: +603 2718 1133
F: +603 6105 9388
www.maxims.com.my

Club Elite
Highlands Hotel
Resorts World Genting
69000 Pahang Darul Makmur, Malaysia
T: +603 2718 1199
F: +603 6105 9399

VIP
Highlands Hotel
Resorts World Genting
69000 Pahang Darul Makmur, Malaysia
T: +603 2718 1188
F: +603 2333 3888

Resorts World Tours Sdn Bhd
Resorts World OneHub
Lower Ground Floor
Wisma Genting, 28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia
T: +603 2333 3214 (Airline ticketing)
+603 2333 3254 (Outbound)
+603 2333 6652 (Inbound)
F: +603 23336707
E: resorts.world.tours@genting.com

Limousine Service Counter (KLIA Sepang)
Arrival Level 3, Main Terminal Building,
KL International Airport,
64000 KLIA Sepang,
Selangor, Malaysia
T: +603 8776 6753
F: +603 8787 4451

Limousine Service Counter (Resorts World Genting)
Highlands Hotel
69000 Darul Makmur, Malaysia
T: +603 6105 9584
F: +603 6105 9585

Genting Transport Reservations Centre
(For buses and limousines)
Lot 1988/4888, Jalan Segambut Tengah,
51200 Kuala Lumpur, Malaysia
T: +603 6251 8398 / 6253 1762
F: +603 6251 8399

Resorts World Inc. Pte. Ltd.
9 Penang Road, #13-10 Park Mall
Singapore 238459
T: +65 6720 0888
F: +65 6720 0866
www.resortsworld.com

OVERSEAS SALES / BRANCH / REPRESENTATIVE / WORLDCARD OFFICES

Australia
Genting (NSW) Pty Ltd *
Suite 810, Level 8, 401 Sussex Street
Sydney NSW 2000
T: +612 9281 1433
F: +612 9281 1430

Hong Kong
Genting Singapore (HK) Limited *
Suite 1001, Ocean Centre
5 Canton Road, Tsimshatsui
Kowloon, Hong Kong S.A.R.
T: +852 2317 7133
F: +852 2314 8724

India - Bangalore
Genting India Travel Services Pvt Ltd *
#62, 62/1, 2nd Floor, Chalapathy Towers
8th Main Road, Vasanth Nagar
Bangalore 560052, India
T: +91 99 1695 1869

India - Chennai
Genting India Travel Services Pvt Ltd *
C/B 10, 1st Floor
Gemini Parsn Complex
Chennai 600006, India
T: +91 99 6255 9093

India - Mumbai
Genting India Travel Services Pvt Ltd *
B-409 Knox Plaza, 4th Floor
Chincholi Bunder, Off Link
Next to Grand Hometel Hotel
Malad West, Mumbai 400064, India
T/F: +91-022 28769689

India – New Delhi
Genting India Travel Services Pvt Ltd *
1518, 15th Floor, Ansal Tower
38, Nehru Place, New Delhi 110019, India
T: +91 11 2629 5674
F: +91 11 2629 5673

Japan
Genting International Japan Co., Ltd*
#1005 Aios Toranomon Nishi
Shimbashi 1-6-12
Minato-Ku, Tokyo, 105-0003, Japan
T: +81 3 3500 4088
F: +81 3 3500 4087

Singapore
Genting International (S) Pte Ltd *
9 Penang Road, #11-18 Park Mall
Singapore 238459
T: +65 6823 9888
F: +65 6737 7260

Thailand - Chiangmai
Genting International (Thailand) Ltd *
1A Floor, Standard Center Building
172/8 Chang-Klan Rd., Chang-Klan
Muang, Chiangmai 50100 Thailand
T: +6653 271 601
F: +6653 271 602

Thailand - Bangkok
Genting International (Thailand) Ltd *
153, Lot No. 400, 4th Floor
The Peninsula Plaza
Rajdamri Road, Lumpini, Patumwan
Bangkok 10330, Thailand
T: +662 254 0753 / 54 / 55
F: +662 254 0768

Thailand - Hatyai
Genting International (Thailand) Ltd *
No 1, Rattakarn Road
Hatyai, Songkhla 90110
Thailand
T: +66 74 231088
F: +66 74 237414

China - Beijing
Adriana Limited #
Room 2305, Full Tower
No.9, Dongsanhuan Middle Road
Chaoyang District, Beijing
100020, China
T: +86 10 8591 1970 / 1980
F: +86 10 8591 1990

China – Guangzhou
Adriana Limited #
Room 735-36, The Garden Tower
No.368 Huanshi Dong Road
Guangzhou 510064, China
T: +86 20 8365 2980
F: +86 20 8365 2981

** Sales Office ^ Branch Office # Representative Office*

GROUP OFFICES
GENTING BERHAD
www.genting.com

OVERSEAS SALES / BRANCH / REPRESENTATIVE / WORLDCARD OFFICES (cont'd)

China - Shanghai
Adriana Limited #
Room 1209 &1609
Jintiandi International Mansions
998 Ren Min Road, Huangpu District
Shanghai 200021, China
T: +86 21 6326 3866 / 3626
F: +86 21 6326 3727

Indonesia - Jakarta
Adriana Limited #
2nd Floor, Jl. Ir. H. Juanda III No. 29B
Jakarta Pusat 10120, Indonesia
T: +62 21 351 9041 / +62 21 386 3507
F: +62 21 386 3506

Indonesia - Medan
T: +62 61 451 1705 / 453 5666
F: +62 61 452 2649

Indonesia - Surabaya
T: +62 31 561 4161
F: +62 31 561 4220

Taiwan
Adriana Limited #
Room 818, 8F, No.160, Sec. 2
Nanjing E. Road, Taipei City
10489 Taiwan, R.O.C.
T: +886 2 25177362
F: +886 2 25173782

Vietnam - Hanoi
Adriana Limited #
8th Floor, 71 Mai Hac De Street
Bui Thi Xuan Ward,
Hai Ba Trung District
Hanoi, Vietnam
T: +84 4 3974 4890
F: +84 4 3974 4891

Vietnam – Ho Chi Minh City
Adriana Limited #
Suite 1A, Level 1, Fimexco Building
231 - 233, Le Thanh Ton Street,
District 1, Ho Chi Minh City, Vietnam
T: +84 8 3820 3483 / 3484
F: +84 8 3820 3945

UAE - Sharjah
Adriana Limited ^
Sharjah Airport International Free Zone
Executive Suite X4-17
P.O.Box 120652
Sharjah - U.A.E
T: +971 6557 5015
F: +971 6557 5076

WorldCard Hong Kong
WorldCard (Hong Kong) Limited
Suite 1001, Ocean Centre
5 Canton Road
Tsimshatsui, Kowloon
Hong Kong S.A.R.
T: +852 2978 3888
F: +852 2314 8512
E:hotline@worldcard.com.hk
www.worldcard.com.hk

WorldCard Malaysia
Genting WorldCard Services Sdn Bhd
17th Floor, Wisma Genting
28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia
T: +603 2179 1888
F: +603 2333 6611
E:hotline@worldcard.com.my
www.worldcard.com.my

WorldCard Singapore
WorldCard (Singapore) Pte Ltd
9 Penang Road, #13-10 Park Mall
Singapore 238459
T: +65 6720 0888
F: +65 6720 0866
E: hotline@worldcard.com.sg
www.worldcard.com.sg

** Sales Office ^ Branch Office # Representative Office*

PLANTATIONS DIVISION

Regional Office
Genting Plantations Office, Sabah
Wisma Genting Plantations
KM 12, Labuk Road
90000 Sandakan
Sabah, Malaysia
T: +089 672 787 / 672 767
F: +089 673 976

PT Genting Plantations Nusantara
10th Floor Gedung Artha Graha
Sudirman Central Business District
Jl. Jenderal Sudirman Kav. 52-53
Jakarta 12190, Indonesia
T: +62 21 5151 938
F: +62 21 5151 917

PROPERTY DIVISION

Gentinggi Sdn Bhd
Genting Property Management Sdn Bhd
23rd Floor, Wisma Genting
28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia
T: +603 2178 2233 / 2333 2233
F: +603 2161 5304

Property Sales
- Awana Condominium
- Ria Apartments
Enquiries:
T: +603 2178 2233 / 2333 2233
F: +603 2163 5079

Kijal Resort Sdn Bhd (Sales Office)
Angsana Apartments
Baiduri Apartments
8th Floor, Wisma Genting
28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia
T: +603 2178 2233 / 2333 2233
F: +603 2164 7480

Projek Bandar Pelancongan Pantai Kijal
KM 28, Jalan Kemaman-Dungun
24100 Kijal, Kemaman
Terengganu, Malaysia
T: +609 864 9261
F: +609 864 9260

Genting Cheng Perdana Sales Office
No. 32, Jalan Cheng Perdana 1/6
Desa Cheng Perdana 1, Cheng
75250 Melaka, Malaysia
T: +606 312 3548
F: +606 312 3590

Genting Permaipura Golf & Country Club Sales Office
Jalan Permaipura 5, 08100 Bedong
Kedah, Malaysia
T: +604 459 4000
F: +604 459 4500

Genting Indahpura Sales Office
1213-1215, Jalan Kasturi 36/45,
Indahpura, 81000 Kulaipura, Johor, Malaysia
T: +607 6624 652
F: +607 6624 655

Genting Pura Kencana Sri Gading Sales Office
8th Mile, Jalan Kluang
83300 Sri Gading, Batu Pahat
Johor, Malaysia
T: +607 455 8181
F: +607 455 7171

BIOTECHNOLOGY DIVISION

Office & Laboratory
L3-I-1 Enterprise 4, Technology Park Malaysia
Lebuhraya Puchong-Sg Besi, Bukit Jalil
57000 Kuala Lumpur, Malaysia
T: +603 8996 9888
F: +603 8996 3388

The Gasoline Tree™ Experimental and Research Station, Jatropha Division
Jalan Salak-KLIA (Kuala Lumpur International Airport)
Cincang, 43900 Sepang, Selangor, Malaysia
T: +6019 286 8856

ENERGY DIVISION

Malaysia
Genting Sanyen (Malaysia) Sdn Bhd
Genting Sanyen Power Sdn Bhd
Mastika Utilities & Services Sdn Bhd
Kuala Langat Power Plant
Lot 7090, Mukim Tanjung 12,
Bukit Changgang, Karung Berkunci
No. 227, Daerah Kuala Langat,
42700 Banting, Selangor, Malaysia
T: +603 3182 6800
F: +603 3182 6900

Genting Oil & Gas Limited
Genting Oil & Gas Sdn Bhd
22nd Floor, Wisma Genting
28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia
T: +603 2178 2211
F: +603 2162 4032

Genting Bio-Oil Sdn Bhd
Lot 7090, Mukim Tanjung 12
Bukit Changgang, Karung Berkunci
No. 227, Daerah Kuala Langat,
42700 Banting, Selangor, Malaysia
T: +603 3182 6842
F: +603 3182 6832

c/o Genting Oil Mills (WM) Sdn Bhd
Batu 54, Jalan Johor
86100 Ayer Hitam, Johor Darul Takzim, Malaysia
T: +607 758 3312
F: +607 758 3209

China
Genting Power China Limited
Suite C, 12th Floor, Tower A
Gateway Plaza
No 18, Xiaguangli, Dong San Huan Bei Lu
Chaoyang District
Beijing 100027, P.R. China
T: +86 10 84400990
F: +86 10 84400688

Fujian Pacific Electric Company Limited
Meizhou Wan Power Plant
Talian, Dongpu, Xiuyu District, Putian City
Fujian 351152, P.R. China
T: +86 594 591 6880
F: +86 594 590 1930

Genting Oil & Gas (China) Limited
Beijing Office:
Unit 1602, 16th Floor, Tower A
Ping An International Financial Center
No. 1-3, Xinyuan South Road, Chaoyang District
Beijing 100027, P.R. China
T: +86 10 8440 0990
F: +86 10 8440 0688

Dongying Office:
6th Floor, Haike Tower
No. 726, Beiyi Lu, Dongying
Shandong Province, 257000 P.R. China
T: +86 546 815 1900
F: +86 546 815 1988

India
Genting Lanco Power (India) Pte Ltd
Lanco Kondapalli Power Plant
Kondapalli IDA, Ibrahimpatnarn Mandal
Krishna District, 521 228
Andhra Pradesh, India
T: +91 866 287 2807 / 287 2808
F: +91 866 287 2806

Indonesia
Genting Oil Natuna Pte Ltd/
Sanyen Oil & Gas Pte Ltd/
Genting Oil Kasuri Pte Ltd
Bapindo Plaza, 16th Floor, Citibank Tower, Jl. Jend
Sudirman Kav. 54-55
Jakarta 12190, Indonesia
T: +62 21 527 3828
F: +62 21 527 3827

Morocco
Genting Oil Morocco Limited
68 bis, Av. Fal Ouel Omeir
Residence Rif, Apt No. 2
Agdal, Rabat, Morocco
T: +212 5 3768 1396
F: +212 5 3768 1397

GROUP OFFICES
GENTING BERHAD
www.genting.com

CORPORATE OFFICES

Genting Berhad - Group Head Office
24th Floor, Wisma Genting, 28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia
T: +603 2178 2288 / 2333 2288
F: +603 2161 5304
E: info@genting.com

LEISURE & HOSPITALITY DIVISION

Genting Malaysia Berhad
(formerly known as Resorts World Bhd)
Awana Hotels & Resorts
www.gentingmalaysia.com
www.rwgenting.com
www.awana.com.my
23rd Floor, Wisma Genting, 28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia
T: +603 2178 2233 / 2333 2233
F: +603 2161 5304
E: ir.genm@genting.com

Genting Singapore PLC
www.gentingsingapore.com

Head Office
9 Penang Road, #13-10 Park Mall, Singapore 238459
T: +65 6823 9888
F: +65 6823 9878

Singapore
www.rwsentosa.com
Resorts World at Sentosa Pte Ltd
8 Sentosa Gateway, Sentosa, Singapore 098269

Correspondence address:
39 Artillery Avenue, Sentosa, Singapore 099958
T: +65 6577 8888
F: +65 6577 8890

United Kingdom
Genting UK Plc
www.gentinguk.com
Circus Casino, Star City, Watson Road, Birmingham
B7 5SA , United Kingdom
T: +44 121 325 7760
F: +44 121 325 7761

Malaysia
Genting International Sdn Bhd
(formerly known as Genting International Services Sdn Bhd)
16th Floor, Wisma Genting, 28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia
T: +603 2178 2288 / 2333 2288
F: +603 2333 6368

E-Genting Holdings Sdn Bhd
19th Floor, Wisma Genting, 28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia
T: +603 2178 2288 / 2333 2288
F: +603 2333 6666 / 6288

PLANTATIONS DIVISION

Genting Plantations Berhad
(formerly known as Asiatic Development Berhad)
www.gentingplantations.com
10th Floor, Wisma Genting, 28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia
T: +603 2178 2255 / 2333 2255
F: +603 2161 6149
E: gpbinfo@genting.com

ENERGY DIVISION
www.gentingenergy.com

Genting Power Holdings Limited
22nd Floor, Wisma Genting, 28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia
T: +603 2178 2211 / 2333 2211
F: +603 2162 4032
E: enquiry@gentingenergy.com

Genting Oil & Gas Limited
22nd Floor, Wisma Genting, 28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia
T: +603 2178 2211 / 2333 2211
F: +603 2163 5187
E: enquiry@gentingenergy.com

PROPERTY DIVISION

Genting Property Sdn Bhd
(formerly known as Asiatic Land Development Sdn Bhd)
www.gentingplantations.com
12th Floor, Wisma Genting, 28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia
T: +603 2178 2255 / 2333 2255
F: +603 2164 1218
E: gpbinfo@genting.com

BIOTECHNOLOGY DIVISION

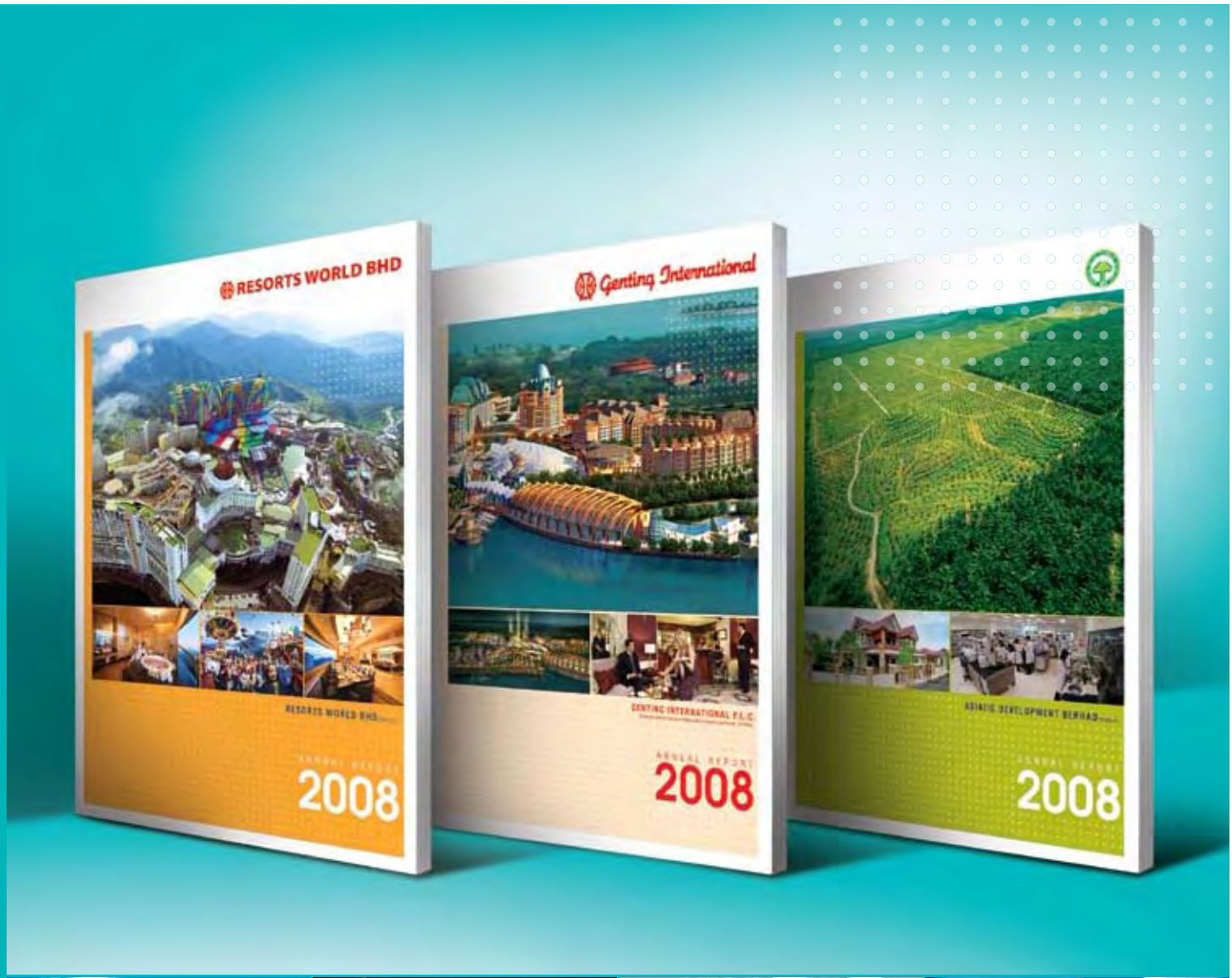
ACGT Sdn Bhd
(formerly known as Asiatic Centre for Genome Technology Sdn Bhd)
www.acgt.asia
25th Floor, Wisma Genting, 28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia.
T: +603 2178 2288 / 2333 2288
F: +603 2161 3621
E: info@acgt.asia

Genting Berhad (7916-A)
24th Floor, Wisma Genting
Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia

T : +603 2178 2288 / 2333 2288
F : +603 2161 5304

www.genting.com

GENTING



GENTING BERHAD (7916-A)

ANNUAL REPORT 2008

GENTING GROUP

We are a leading multinational corporation committed to enhancing shareholder value and maintaining long-term sustainable growth in our core businesses.

OUR MISSION

We will:

1. Be responsive to the changing demands of our customers and excel in providing quality products and services.
2. Be committed to innovation and the adoption of new technology to achieve competitive advantage.
3. Generate a fair return to our shareholders.
4. Pursue personnel policies which recognise and reward performance and contributions of employees and provide proper training, development and opportunities for career advancement.
5. Be a responsible corporate citizen, committed to enhancing corporate governance and transparency.

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CORPORATE PROFILE

www.genting.com

A leading global multinational corporation

The Genting Group is Malaysia's leading multinational corporation and one of Asia's best-managed companies. The Group has over 27,000 employees, 4,500 hectares of prime resort land and about 134,000 hectares of plantation land.

The Genting Group is the collective name for Genting Berhad and its subsidiaries. It comprises four listed entities with a combined market capitalisation of about RM42 billion (US$12 billion) as at 23 April 2009.

The Group via Genting International P.L.C.* ("Genting International") (www.gentinginternational.com) is a leading resort development specialist with over 20 years of international gaming expertise and global experience in developing, operating and/or marketing internationally acclaimed casinos and integrated resorts in different parts of the world, including Australia, the Americas, Malaysia, the Philippines and the United Kingdom ("UK").

In 2006, the Group won a competitive tender to build and operate an integrated resort in Singapore's Sentosa Island, called Resorts World at Sentosa. The integrated resort is scheduled to open in the first quarter of 2010. The resort's family-focused leisure attractions will include Universal Studios Singapore, Marine Life Park - the world's largest oceanarium and six themed hotels.

The Genting Group is the largest casino operator in the UK where its subsidiary, Genting UK has a total of 45 casinos - 40 in provinces and 5 of the most prestigious casinos in London (i.e. Crockfords Club, Maxims Casino Club, The Colony Club, The Palm Beach and London Mint). Genting International launched its first online casino brand, CircusCasino.com in June 2008.

The Genting Group was founded in 1965 by the late Tan Sri (Dr.) Lim Goh Tong with the development of a beautiful highlands resort, named Genting Highlands Resort (www.genting.com.my). Located at the peak of Mount Ulu Kali, 2,000 metres above sea level and 51 kilometres from Kuala Lumpur in Malaysia, it is now one of the world's leading integrated entertainment resorts, attracting 19.2 million visitors in 2008.

Under the leadership of Tan Sri Lim Kok Thay, the Genting Group continues to grow from strength to strength. His commitment to excellence, innovation and growth has resulted in the birth of premier global brand names.

The jewel of the Group's Malaysian division, Genting Highlands Resort, was voted the World's Leading Casino Resort (2005, 2007 and 2008) and Asia's Leading Casino Resort from 2005 to 2008 by World Travel Awards.

The resort offers 6 hotels with over 10,000 rooms, 60 fun rides, 170 dining and shopping outlets, mega shows, international business convention facilities and endless entertainment - all in one location. At 2,000 metres (6,000 feet) above sea level, it enjoys a fresh cool climate all year round and splendid views of the natural surrounding highlands. One of its hotels, First World Hotel, is the world's largest hotel with 6,118 rooms (officially acknowledged by Guinness World Records and Ripley's Believe It Or Not).

Genting Highlands Resort is owned and operated by Resorts World Bhd ("RWB"). In addition, RWB owns and manages the Awana chain of hotel resorts in Malaysia (www.awana.com.my), comprising Awana Genting Highlands Golf & Country Resort, Awana Kijal Golf, Beach & Spa Resort, Terengganu and Awana Porto Malai, Langkawi.

One of the country's lowest cost producers of palm oil, the Genting Group's Plantation division under Asiatic Development Berhad ("Asiatic"), has about 134,000 hectares of land in Malaysia and Indonesia. It has property development projects in the states of Johor, Kedah and Melaka, and has joint venture projects to develop land in Indonesia into oil palm plantation.

Asiatic, through its subsidiary Asiatic Centre for Genome Technology Sdn Bhd ("ACGT") has also formed a joint venture with US-based Synthetic Genomics, Inc. to explore the use of genomics-based techniques to increase productivity and further enhance value from oil palm and other crops. In line with its aim to be a world-class centre of excellence in genomic science in Malaysia, ACGT is receiving technical assistance from the highly acclaimed US-based J. Craig Venter Institute.

Operating in Malaysia, India and China, the Group's Power Division is a considerable force in the industry with a net attributable capacity of 1,450MW. Its two key assets are the 720MW Kuala Langat gas-fired plant in Malaysia and the 724MW Meizhou Wan coal-fired plant in Fujian, China.

The Oil & Gas Division via Genting Oil & Gas Limited (www.gentingoil.com) is one of the region's leading independent exploration and production companies. In China, the division operates an onshore-enhanced recovery oilfield under a Petroleum Contract with Sinopec. In Indonesia, the division has interests in four Production Sharing Contracts signed with BPMIGAS (Indonesia's oil and gas supervisory body). In Morocco, the division operates the Ras Juby Offshore Block held with ONHYM.

The Genting Group is committed to grow strongly as a leading global multinational corporation.

* *With effect from 27 April 2009, Genting International P.L.C. is known as Genting Singapore PLC and the corporate website www.gentinginternational.com is changed to www.gentingsingapore.com.*

bringing you our expertise in...

leisure & hospitality • power • plantation • property • biotechnology • oil & gas

Genting Highlands Resort
One of the world's leading integrated resorts

Resorts World at Sentosa
World-class integrated family resort in Singapore

Genting UK
Largest casino operator in the United Kingdom

Genting Power
A regional power player in Asia

Genting Oil & Gas
One of the region's leading independent oil and gas exploration and production companies

Asiatic
One of Malaysia's lowest cost palm oil producers

Asiatic Land
A reliable property developer

Asiatic Centre for Genome Technology
A centre of excellence in genomic science

GENTING PREMIER BRANDS

ASIATIC DEVELOPMENT BERHAD

ASIATIC LAND DEVELOPMENT SDN BHD

ASIATIC CENTRE FOR GENOME TECHNOLOGY SDN BHD

Genting Oil & Gas Limited

Genting Power Holdings Limited

GROUP CORPORATE STRUCTURE

GENTING BERHAD (7916-A)
and its Principal Subsidiaries
and Associates
as at 23 April 2009

LEISURE & HOSPITALITY DIVISION

48.5% **RESORTS WORLD BHD***
48.5% First World Hotels & Resorts Sdn Bhd^
54.4% **GENTING INTERNATIONAL P.L.C.****
54.4% Resorts World at Sentosa Pte Ltd##
54.4% Genting UK Plc (Formerly known as Genting Stanley Plc)##
54.4% Genting Alderney Limited (Formerly known as Genting Stanley Alderney Limited)##
54.4% E-Genting Holdings Sdn Bhd##
54.4% Genting WorldCard Services Sdn Bhd##
30.3% LANDMARKS BERHAD*

PLANTATION DIVISION

54.7% **ASIATIC DEVELOPMENT BERHAD***
54.7% Asiatic Tanjung Bahagia Sdn Bhd#
54.7% Asiatic SDC Sdn Bhd#
54.7% Asiatic Oil Mills (WM) Sdn Bhd#
54.7% Asiatic Plantations (WM) Sdn Bhd#
54.7% Asiatic Centre for Genome Technology Sdn Bhd#

PROPERTY DIVISION

54.7% Asiatic Land Development Sdn Bhd#
100% Oakwood Sdn Bhd
48.5% Gentinggi Sdn Bhd^
48.5% Kijal Resort Sdn Bhd^
54.7% Setiamas Sdn Bhd#

POWER DIVISION

100% Genting Power Holdings Limited
58.6% Genting Sanyen Power Sdn Bhd
100% Genting Power China Limited
30% Lanco Kondapalli Power Pvt Ltd
36.3% Aban Power Company Ltd

OIL & GAS DIVISION

95% Genting Oil & Gas Limited
95% Genting Oil & Gas (China) Limited
95% Laila Limited

INVESTMENT HOLDING & MANAGEMENT SERVICES

100% Genting Hotel & Resorts Management Sdn Bhd
100% Awana Hotels & Resorts Management Sdn Bhd
100% Genting Management and Consultancy Services Sdn Bhd
100% Genting Overseas Holdings Ltd
48.5% Resorts World Limited^
74% Genting Lanco Power (India) Pvt Ltd

* Listed on Bursa Malaysia Securities Berhad.
** Listed on Singapore Exchange Securities Trading Limited.
^ Subsidiary of Resorts World Bhd.
# Subsidiary of Asiatic Development Berhad.
Subsidiary of Genting International P.L.C.

CORPORATE DIARY

2008

28 February
Announcement of the Unaudited Consolidated Results of the Group for the fourth quarter and the Audited Consolidated Results for the financial year ended 31 December 2007.

2 May
Announcement of the Proposed Renewal of authority for the Company to purchase its own shares and Proposed Exemption under Practice Note 2.9.10 of the Malaysian Code on Take-overs and Mergers, 1998.

21 May
Announcement of the following:
(a) Entitlement Date for the Proposed Final Dividend in respect of the financial year ended 31 December 2007; and
(b) Fortieth Annual General Meeting; and
(c) Proposed amendments to the Articles of Association of the Company.

27 May
Announcement of signing of a new Production Sharing Contract by Genting Oil Kasuri Pte Ltd, an indirect 95% owned subsidiary of the Company with BPMIGAS for the Kasuri Block in Indonesia.

29 May
Announcement of the Unaudited Consolidated Results of the Group for the first quarter ended 31 March 2008.

30 May
Notice to Shareholders of the Fortieth Annual General Meeting.

23 June
Fortieth Annual General Meeting.

28 August
Announcement of the following:
(a) Unaudited Consolidated Results of the Group for the second quarter ended 30 June 2008; and
(b) Entitlement Date for the Interim Dividend in respect of the half year ended 30 June 2008.

8 October
Announcement of the re-designation of Mr Quah Chek Tin as an Independent Non-Executive Director from Non-Independent Non-Executive Director of the Company.

17 October
Announcement of the acquisition by Dragasac Limited, an indirect wholly-owned subsidiary of the Company, of 1,000,000 shares of Class A Common Stock with par value of US$0.002 each in Synthetic Genomics, Inc ("SGI") at a purchase price of US$8 per SGI share from Dr J Craig Venter for a total cash consideration of US$8 million.

27 November
Announcement of the Unaudited Consolidated Results of the Group for the third quarter ended 30 September 2008.

2009

26 February
Announcement of the Unaudited Consolidated Results of the Group for the fourth quarter and the Audited Consolidated Results for the financial year ended 31 December 2008.

7 April
Announcement of the Proposed Renewal of authority for the Company to purchase its own shares and Proposed Exemption under Practice Note 2.9.10 of the Malaysian Code on Take-overs and Mergers, 1998.

12 May
Announcement of the following:
(a) Entitlement Date for the Proposed Final Dividend in respect of the financial year ended 31 December 2008;
(b) Forty-First Annual General Meeting; and
(c) Proposed Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature.

DIVIDENDS		Announcement	Entitlement Date	Payment
2007	Final - 4.3 sen less tax per ordinary share of 10 sen each	28 February 2008	30 June 2008	23 July 2008
2008	Interim - 3.0 sen less tax per ordinary share of 10 sen each	28 August 2008	30 September 2008	24 October 2008
2008	Proposed Final - 4.0 sen less tax per ordinary share of 10 sen each	26 February 2009	30 June 2009	27 July 2009*

* *Upon the approval of Shareholders at the Forty-First Annual General Meeting.*

CORPORATE INFORMATION

BOARD OF DIRECTORS

Tan Sri Lim Kok Thay	Chairman and Chief Executive
Tun Mohammed Hanif bin Omar	Deputy Chairman
Tan Sri Mohd Amin bin Osman	Executive Director
Dato' Dr. R. Thillainathan	Non-Independent Non-Executive Director
Mr Quah Chek Tin	Independent Non-Executive Director
Dato' Paduka Nik Hashim bin Nik Yusoff	Independent Non-Executive Director
Tan Sri Dr. Lin See Yan	Independent Non-Executive Director
Mr Chin Kwai Yoong	Independent Non-Executive Director

AUDIT COMMITTEE

Tan Sri Dr. Lin See Yan
Chairman/Independent Non-Executive Director

Dato' Paduka Nik Hashim bin Nik Yusoff
Member/Independent Non-Executive Director

Mr Quah Chek Tin
Member/Independent Non-Executive Director

Mr Chin Kwai Yoong
Member/Independent Non-Executive Director

NOMINATION COMMITTEE

Tan Sri Dr. Lin See Yan
Chairman/Independent Non-Executive Director

Dato' Paduka Nik Hashim bin Nik Yusoff
Member/Independent Non-Executive Director

REMUNERATION COMMITTEE

Dato' Paduka Nik Hashim bin Nik Yusoff
Chairman/Independent Non-Executive Director

Tan Sri Dr. Lin See Yan
Member/Independent Non-Executive Director

Tan Sri Lim Kok Thay
Member/Chairman and Chief Executive

SECRETARY

Ms Loh Bee Hong

PRINCIPAL EXECUTIVE OFFICERS

Tan Sri Lim Kok Thay
Chairman and Chief Executive

Tun Mohammed Hanif bin Omar
Deputy Chairman

Tan Sri Mohd Amin bin Osman
Executive Director

Mr Tan Kong Han
President and Chief Operating Officer

Mr Chong Kin Leong
Executive Vice President - Finance

Dato' Justin Leong Ming Loong
Head of Strategic Investments and Corporate Affairs

Mr Ong Tiong Soon
Chief Executive Officer - Genting Sanyen Group

Ms Goh Lee Sian
Senior Vice President - Legal

Encik Azmi bin Abdullah
Group Treasurer

GENTING BERHAD

A public limited liability company
Incorporated and domiciled in Malaysia
Company No. 7916-A

REGISTERED OFFICE

24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur
Tel : +603 2178 2288/2333 2288
Fax : +603 2161 5304
E-mail : gbinfo@genting.com

REGISTRARS

Genting Management and Consultancy Services Sdn Bhd
24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur
Tel : +603 2178 2266/2333 2266
Fax : +603 2161 5304

STOCK EXCHANGE LISTING

Main Board of Bursa Malaysia Securities Berhad
(Listed on 28 December 1971)

AUDITORS

PricewaterhouseCoopers
(Chartered Accountants)

INTERNET HOMEPAGE

www.genting.com

DIRECTORS' PROFILE

TAN SRI LIM KOK THAY
Chairman and Chief Executive

Tan Sri Lim Kok Thay (Malaysian, aged 57), appointed on 17 August 1976, was redesignated as the Chairman and Chief Executive on 1 July 2007. He holds a Bachelor of Science Degree in Civil Engineering from the University of London. He attended the advanced management programme of Harvard Business School, Harvard University in 1979. He is also the Chairman and Chief Executive of Resorts World Bhd, the Chief Executive and a Director of Asiatic Development Berhad, the Executive Chairman of Genting International P.L.C*. and the Chairman of Genting UK Plc (formerly known as Genting Stanley Plc).

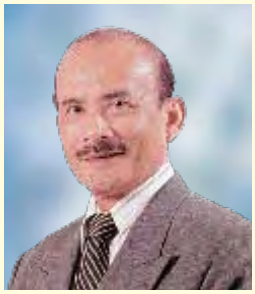
In addition, he sits on the Boards of other Malaysian and foreign companies. He has served in various positions within the Group since 1976. He also sits on the Board of trustees of several charitable organisations in Malaysia.

Tan Sri Lim holds a total of 10,369,000 ordinary shares in the Company, 1,660,000 ordinary shares in Resorts World Bhd, 369,000 ordinary shares in Asiatic Development Berhad and 198,000 ordinary shares in Genting International P.L.C.; and has a share option to subscribe for 2,500,000 ordinary shares in the Company, a share option to subscribe for 2,340,000 ordinary shares in Resorts World Bhd and a share option to subscribe for 5,658,536 ordinary shares in Genting International P.L.C.; Tan Sri Lim was awarded the right to receive 750,000 ordinary shares in Genting International P.L.C. under the Genting International Group Performance Share Scheme ("PSS") upon satisfying the criteria set out in the PSS and upon satisfying such conditions as may be imposed.

Tan Sri Lim is a Director of Kien Huat Realty Sdn Berhad ("KHR"), a substantial shareholder of the Company and has a deemed interest in KHR by virtue of being a beneficiary of discretionary trust which owns non-voting preference shares in KHR.

Tan Sri Lim is the Chairman and Chief Executive Officer of Star Cruises Limited ("Star Cruises"), a company listed on The Stock Exchange of Hong Kong Limited. He also has interest in the securities of Star Cruises. The Star Cruises group engages in cruise and cruise-related businesses which form a segment of the leisure industry. As disclosed in Star Cruises' circular dated 30 March 2007, Star Cruises group acquired shares in Macau Land Investment Corporation to invest in Macau with a view to develop a hotel for the operation of a casino (subject to obtaining the relevant authorisation from the Government of Macau). On 31 July 2008, the Star Cruises group entered into a number of agreements with Alliance Global Group, Inc., a company listed on the Philippine Stock Exchange, Inc. to acquire, upon completion, an aggregate of 50% (direct and indirect) interests in the share capital of Travellers International Hotel Group, Inc. to pursue strategic and collaborative arrangements to develop and operate hotel and casino complexes in the Philippines.

In the context of the above businesses of Star Cruises, Tan Sri Lim is therefore considered as having interests in business apart from the Group's business, which may compete indirectly with the Group's business.



TUN MOHAMMED HANIF BIN OMAR
Deputy Chairman

Tun Mohammed Hanif bin Omar (Malaysian, aged 70), appointed on 23 February 1994, is the Deputy Chairman. He was the Inspector-General of The Royal Malaysian Police for 20 years before retiring in January 1994, having joined as an officer in 1959. He holds a Bachelor of Arts Degree from the University of Malaya, Singapore, Bachelor of Law (Honours) degree from Buckingham University and the Certificate of Legal Practice (Honours) from the Legal Qualifying Board.

He is also the Deputy Chairman of Resorts World Bhd and the Chairman of General Corporation Berhad and sits on the Boards of AMMB Holdings Berhad, AmBank (M) Berhad, AmIslamic Bank Berhad, AMFB Holdings Berhad and AmInvestment Bank Berhad.

He has received honorary awards from Malaysia, Indonesia, Thailand, Singapore, Brunei and the Philippines for his invaluable contribution towards the region's security. In 1993, he became the only serving public servant to be awarded non-ex-officio Malaysia's highest non-royal award which carries the titleship of 'Tun'.

Tun Mohammed Hanif was a member of the 2004 Royal Commission for the Enhancements of the Operations and Management of The Royal Malaysian Police. He is the President of the Malaysian Institute of Management (MIM) and Malaysian Branch of the Royal Asiatic Society (MBRAS), member of the Malaysian Equine Council and a council member of the Malaysian Crime Prevention Foundation. In addition, he is the Chairman of the Tun Razak Trust Foundation, a trustee of the Malaysian Liver Foundation and The MCKK Foundation.

Tun Mohammed Hanif holds 101,000 ordinary shares in the Company and 5,000 ordinary shares in Resorts World Bhd; and has a share option to subscribe for 1,555,000 ordinary shares in the Company, share option to subscribe for 2,185,000 ordinary shares in Resorts World Bhd and a share option to subscribe for 1,131,707 ordinary shares in Genting International P.L.C.

DIRECTORS' PROFILE (cont'd)

TAN SRI MOHD AMIN BIN OSMAN
Executive Director

Tan Sri Mohd Amin bin Osman (Malaysian, aged 81), appointed on 12 May 1986, was appointed an Executive Director on 1 May 2003 upon the expiry of his consultancy contract with the Company on 30 April 2003. He is also the Chairman of Asiatic Development Berhad.

He had a distinguished career with the Royal Malaysian Police Force for a period of over 36 years where he retired as the Acting Inspector General of Police, Malaysia. In between, he had served as Deputy Commissioner of Police, Sabah; Brigade Commander, Police Field Force, East Malaysia; Chief of City Police, Kuala Lumpur; and Director of the Special Branch, Malaysia. He has won various awards including the Panglima Setia Mahkota and Sri Indera Mahkota Pahang. He also sits on the Board of Shangri-la Hotels (Malaysia) Berhad.

Tan Sri Mohd Amin holds 1,204,600 ordinary shares in the Company, 540,000 ordinary shares in Resorts World Bhd, 989,000 ordinary shares in Asiatic Development Berhad and 196,000 ordinary shares in Genting International P.L.C.; and has a share option to subscribe for 1,240,000 ordinary shares in the Company and a share option to subscribe for 989,707 ordinary shares in Genting International P.L.C.

DATO' DR. R. THILLAINATHAN
Non-Independent Non-Executive Director

Dato' Dr. R. Thillainathan (Malaysian, aged 64), appointed on 15 January 2003, was redesignated as a Non-Independent Non-Executive Director, following his retirement as an Executive Director on 30 July 2007. He was the Chief Operating Officer of the Company from 27 November 2002 to 9 September 2006. He holds a Class 1 Honours in Bachelor of Arts (Economics) Degree from the University of Malaya, obtained his Masters and PhD in Economics from the London School of Economics and is a Fellow of the Institute of Bankers Malaysia. He has been with the Genting Group since 1989. He also sits on the Boards of Petronas Dagangan Berhad and Bursa Malaysia Berhad. Dato' Dr. R. Thillainathan has extensive years of experience in finance and banking. He is the past President of Malaysian Economic Association.

He is currently a director of Asia Capital Reinsurance Malaysia Sdn Bhd and a trustee of two companies limited by guarantee namely Child, Information, Learning and Development Centre as well as Yayasan MEA.

Dato' Dr. R. Thillainathan has a share option to subscribe for 610,000 ordinary shares in the Company and a share option to subscribe for 1,697,560 ordinary shares in Genting International P.L.C.

MR QUAH CHEK TIN
Independent Non-Executive Director

Mr Quah Chek Tin (Malaysian, aged 57), appointed on 12 April 1999, was redesignated as an Independent Non-Executive Director on 8 October 2008. He began his career with Coopers & Lybrand, London before returning to Malaysia. He joined the Genting Group in 1979 and has served in various positions within the Group. He was the Executive Director of the Company as well as the Executive Director and Chief Operating Officer of Resorts World Bhd prior to his retirement on 8 October 2006. He holds a Bachelor of Science (Honours) Degree in Economics from the London School of Economics and Political Science and is a Fellow of the Institute of Chartered Accountants in England and Wales and a member of the Malaysian Institute of Accountants.

In addition, he sits on the Boards of Resorts World Bhd, Asiatic Development Berhad and Paramount Corporation Berhad.

Mr Quah holds 5,000 ordinary shares in the Company and Resorts World Bhd respectively and has a share option to subscribe for 1,240,000 ordinary shares in the Company and a share option to subscribe for 1,697,560 ordinary shares in Genting International P.L.C.

DIRECTORS' PROFILE (cont'd)

DATO' PADUKA NIK HASHIM BIN NIK YUSOFF
Independent Non-Executive Director

Dato' Paduka Nik Hashim bin Nik Yusoff (Malaysian, aged 71), appointed on 8 June 1979, is an Independent Non-Executive Director. He holds a Bachelor of Arts (Honours) Degree from Melbourne University and also a Masters Degree in Public Administration from Harvard University, USA. He has been in the banking industry for more than 30 years. He sits on the Board of Malayan United Industries Berhad.

Dato' Paduka Nik Hashim bin Nik Yusoff has a share option to subscribe for 989,707 ordinary shares in Genting International P.L.C.

TAN SRI DR. LIN SEE YAN
Independent Non-Executive Director

Tan Sri Dr. Lin See Yan (Malaysian, aged 69), appointed on 28 November 2001, is an Independent Non-Executive Director. He is an independent strategic and financial consultant and a chartered statistician. Tan Sri Dr. Lin received three degrees from Harvard University, including a PhD in economics. He is an Eisenhower Fellow and also Pro-Chancellor, Universiti Sains Malaysia, Professor of Economics (Adjunct) at Universiti Utara Malaysia and Professor of Business & International Finance (Adjunct) at University Malaysia Sabah.

Prior to 1998, he was Chairman/President and CEO of the Pacific Bank Group and for 14 years previously, Deputy Governor of Bank Negara Malaysia (the Central Bank), having been a central banker for 34 years. After retiring as Chairman of EXCO, Khazanah Nasional in 2000, Tan Sri Dr. Lin continues to serve the public interest, including Member, Prime Minister's Economic Council & National Innovation Council as well as the National Committee to Transform Higher Education; and Economic Advisor, Associated Chinese Chambers of Commerce and Industry of Malaysia. He is Chairman Emeritus, Harvard Graduate School Alumni Association Council at Harvard University as well as its Regional Director for Asia, Harvard Alumni Association. He is also President, Harvard Club of Malaysia and an Eisenhower Fellow & Distinguished Fellow, Institute of Strategic and International Studies Malaysia.

Tan Sri Dr. Lin advises and sits on the Boards of a number of publicly listed and private enterprises in Malaysia, Singapore, Hong Kong and Indonesia, including as Independent Director of Resorts World Bhd, Ancom Berhad, Fraser & Neave Holdings Berhad, Jobstreet Corporation Berhad, Kris Assets Holdings Berhad and Wah Seong Corporation Berhad.

Tan Sri Dr. Lin is a trustee of Tun Ismail Ali Foundation (PNB), Malaysian Economic Association Foundation and National Cancer Foundation (MAKNA) as well as mentor counsellor of the LIN Foundation.

Tan Sri Dr. Lin holds 450,000 ordinary shares in Resorts World Bhd and 45,000 ordinary shares in Genting International P.L.C.; and has a share option to subscribe for 1,131,707 ordinary shares in Genting International P.L.C.

MR CHIN KWAI YOONG
Independent Non-Executive Director

Mr Chin Kwai Yoong (Malaysian, aged 60), appointed on 23 August 2007, is an Independent Non-Executive Director. He is a Fellow of the Institute of Chartered Accountants in England and Wales and a member of the Malaysian Institute of Certified Public Accountants and the Malaysian Institute of Accountants.

He started his career with Price Waterhouse (currently known as PricewaterhouseCoopers) as an Audit Senior in 1974 and was promoted to Audit Manager in 1978. He was an Audit Partner in the firm from 1982 until his retirement in 2003. During his tenure as Partner, he was the Executive Director in charge of the Consumer and Industrial Products and Services Group and was the Director-in-charge of the Audit and Business Advisory Services and Management Consulting Services division.

He has extensive experience in the audits of major companies in banking, oil and gas, automobile, heavy equipment, manufacturing, construction and property development industries. He was also involved in corporate advisory services covering investigations, mergers and acquisitions and share valuations.

He has been a director of Rangkaian Pengangkutan Integrasi Deras Sdn Bhd since January 2005 and a director of Astro All Asia Networks plc since March 2006. He also sits on the Board of Deleum Berhad. He was a director of Tractors Malaysia Holdings Berhad until February 2006.

Notes:
The details of Directors' attendances at Board Meetings are set out in the Corporate Governance statement on page 43 of this Annual Report.

Save as disclosed, the above Directors have no family relationship with any Director and/or major shareholder of Genting Berhad, have no conflict of interest with Genting Berhad and have not been convicted for any offence within the past ten years.

* *With effect from 27 April 2009, Genting International P.L.C. is known as Genting Singapore PLC.*

CHAIRMAN'S STATEMENT

"In these difficult global economic times, we will focus on strengthening our position as a leading global multinational."

- Tan Sri Lim Kok Thay

On behalf of the Board of Directors, I am pleased to present to you the Annual Report and Audited Financial Statements of Genting Berhad ("the Company") and its group of companies ("Group" or "We") for the financial year ended 31 December 2008.

PERFORMANCE REVIEW

The Group's varied businesses internationally and in Malaysia were not spared the adverse effects of the global financial turmoil that intensified in 2008. It has been a busy year as the Group executed numerous strategies to strengthen and grow its businesses and to overcome the challenges posed by higher costs and the uncertainties in the economic environment.

The overall performance of the Group was commendable as the major business divisions achieved higher revenue in 2008. Group revenue rose by 7% to post a new high of RM9.1 billion in 2008 (2007: RM8.5 billion).

The Leisure & Hospitality Division benefited from stronger underlying performance from Genting Highlands Resort, arising from higher volume of business and better luck factor from the premium player business. The Plantation Division benefited from higher palm products prices and increased crop production. The Kuala Langat power plant benefited from higher energy charges. The Oil & Gas Division achieved higher average oil prices in 2008.

All business divisions, except for the Power Division, registered higher profits from operations. However, due to higher impairment losses and lower one-off gains, Group profit before tax was RM1.7 billion in 2008, a 49% decrease compared to the previous year (2007: RM3.4 billion).

Profit from the Leisure & Hospitality Division was higher in 2008, in tandem with its increased revenue, mainly due to Genting Highlands Resort. The UK casino operations posted lower revenue and a loss before impairment losses in 2008 as a result of lower volume of business, redundancy cost write-offs due to closure of casinos, bad debts and higher gaming duties exacerbated by the weakening of Pound Sterling.

Profit from the Power Division was lower in 2008, mainly due to the Meizhou Wan power plant being affected by higher coal prices, lower electricity sales achieved in China and the one-off windfall profit contribution by the Kuala Langat power plant in Malaysia.

FINANCIAL HIGHLIGHTS

Year ended 31 December	2008 RM million	2007 RM million	Change %
Revenue	**9,082.5**	8,483.8	7
Profit before taxation	**1,734.8**	3,394.5	(49)
Profit after taxation from continuing operations	**983.4**	2,732.3	(64)
Loss for the financial year from discontinued operations	**-**	(170.0)	(100)
Profit for the financial year	**983.4**	2,562.3	(62)
Profit attributable to equity holders of the Company	**569.3**	1,988.9	(71)
Shareholders' equity	**12,442.0**	12,355.0	1
Total assets	**30,450.7**	30,178.9	1
Basic earnings per share (sen)*	**15.38**	53.81	(71)
Diluted earnings per share (sen)*	**15.32**	53.60	(71)
Net dividend per share (sen)	**5.22**	27.05	(81)
Dividend cover (times)	**3.0**	2.0	50
Net assets per share (RM)	**3.37**	3.34	1
Return (after tax and minority interests) on average shareholders' equity (%)	**4.59**	16.82	(73)

** Computed based on profit attributable to equity holders of the Company.*

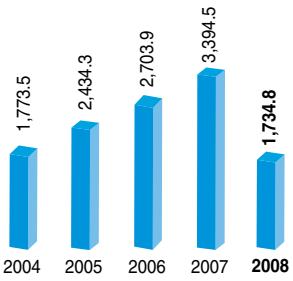
DIVIDENDS

We will maintain a reasonable balance between dividend payout and funds set aside for future investment and business growth. An interim dividend of 3.0 sen less tax per ordinary share of 10 sen each amounting to RM82.1 million was paid on 24 October 2008.

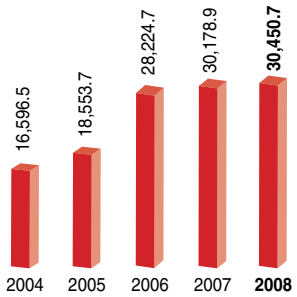
The Board has recommended a final gross dividend of 4.0 sen less tax per ordinary share of 10 sen each for the approval of shareholders at the forthcoming 41st Annual General Meeting. Total gross dividend per ordinary share in 2008 will amount to 7.0 sen (2007: 37.0 sen).

CHAIRMAN'S STATEMENT (cont'd)

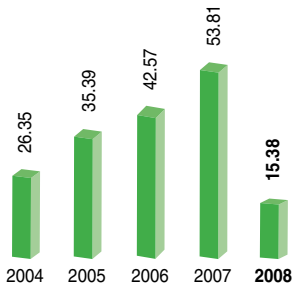
PROFIT BEFORE TAXATION
RM million



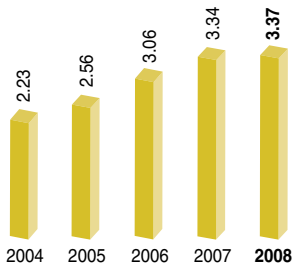
TOTAL ASSETS
RM million



BASIC EARNINGS PER SHARE
Sen



NET ASSETS PER SHARE
RM



CORPORATE DEVELOPMENTS

The Group via its key subsidiaries undertook several corporate exercises in 2008, as summarised below in chronological order.

In April 2008, Resorts World Bhd ("RWB") via its subsidiary completed the sale of its entire equity interest of 6.16% in Genting International PLC ("Genting International") to RWB's shareholders and raised about RM522.5 million in cash for RWB Group.

In June 2008, Genting International via its subsidiary, entered into a partnership with the NEC Group to develop a leisure and entertainment complex at The National Exhibition Centre in Birmingham in the UK. The proposed £90 million new complex will have a wide range of facilities including a world-class hotel, spa, bars, restaurants, conference facilities and a casino. The proposed development is subject to planning approvals and the granting of a gaming licence by the Solihull Metropolitan Borough Council to operate a large casino through a selection process, which is expected to complete in 2010.

In December 2008, RWB via its subsidiary acquired a 10% equity stake for a cash consideration of USD69.0 million in US-based Walker Digital Gaming LLC, which is principally involved in developing, protecting and commercialising patents attributable to the gaming industry. This investment will allow RWB to align itself with one of the leading innovators in proprietary gaming products to meet the increasingly advanced gaming technology being adopted globally and to broaden its earnings base.

CAPITAL AND FUNDING

Despite the tough financial and credit environment, the Group was able to secure the necessary financing for its investment projects in 2008.

In Singapore, S$4.0 billion of syndicated credit facility was successfully secured for the Resorts World at Sentosa project in April 2008.

Genting International raised S$3.04 billion by undertaking two convertible bond issues and a rights issue exercise in 2007. As at 31 December 2008, a total of S$367.4 million from the first bond issue had been converted into about 583.1 million new ordinary shares. There has been no conversion from the second bond issue.

The Company and RWB continued to purchase its own shares in 2008. As at 23 April 2009, the Company had cumulatively bought back 8.7 million of its own shares for a total consideration of RM42.6 million and RWB had cumulatively bought back 182.8 million of its own shares for a total consideration of RM634.3 million.

CORPORATE SOCIAL RESPONSIBILITY

We uphold the highest standards of operations and conduct. As a socially responsible corporation, we are committed to contribute positively to the development of the economy and community in all the jurisdictions where we operate. The Group has always shown care for the environment and its employees, fostering strong relationships with business associates and supporting many community welfare causes as part of its business ethics and responsibilities. A separate section in this report in pages 38 to 42 highlights our key corporate social responsibility activities in 2008.

PROSPECTS

The prospects for 2009 remain challenging, as the slowdown of the global economy will impact consumer spending and leisure travel.

The **Leisure & Hospitality** division's Genting Highlands Resort will continue to provide exciting and affordable leisure and entertainment activities to mitigate any decline in visitations. We will continue to monitor the performance of Genting UK, as the current recession in the UK will likely have a more adverse impact on its operations in 2009. We will continue to focus on maximising efficiency and undertake strategies to ensure the long-term strength of the business.

CHAIRMAN'S STATEMENT (cont'd)

Despite challenging times, the construction of Resorts World at Sentosa has progressed well and is on track for a soft opening in the first quarter of 2010. Maxims Tower was the first hotel to be topped out in February 2009. Maxims Tower will open with three other hotels (namely Hotel Michael, Festive Hotel and Hard Rock Hotel Singapore), the casino, Le Vie Theatre, a 7,300-seat Grand Ballroom and Universal Studios Singapore. Our team in Singapore will accelerate their human resource recruitment, training programmes and sales and marketing activities in 2009, ahead of its scheduled opening. These pre-opening costs will likely be expensed in 2009 and therefore, will have a significant impact on Genting International's financial results.

The **Power Division's** Kuala Langat power plant remains highly ranked in the merit order dispatch schedule of Tenaga Nasional Berhad, the national utility group of Malaysia. In India, the division is undertaking an expansion programme for the Lanco Kondapalli power plant, by adding another generating block of 366MW (Phase II) at its site. Phase II is expected to achieve full commercial operation by the first quarter of 2010. Lower coal prices will benefit our Meizhou Wan power plant but the same power plant may be affected by lower-than-expected tariff increases in China.

For Genting Bio-Oil Sdn Bhd, relevant pilot facilities have been set up in Japan to undertake research and development works in upgrading the uses of bio-oil, for example stationary diesel engine application. An upgrading trial was conducted successfully in March 2009.

The **Plantation Division's** performance will likely be affected by the softer palm oil prices in 2009. The Division's sixth oil mill was commissioned in April 2009. The Division expanded its landbank about 67% to 134,000 hectares in 2008. It entered into two joint ventures in Indonesia to develop oil palm plantation; namely a provisional area under "Location Permit" ("Izin Lokasi") of 45,000 hectares in Central Kalimantan and another 8,518 hectares in West Kalimantan for which the "Rights to Use" ("Hak Guna Usaha") has been applied. Along In line with this expansion, the Division will continue with land clearing and planting activities over the next few years.

The **Biotechnology Division** will continue to focus on research and development to develop and commercialise genomics-based solutions that can increase crop productivity and enhance the value of oil palm and other crops.

The **Property Division** will focus on selling its existing inventory and will closely monitor trends in the property market. Selective project launches will be undertaken where there is strong market demand.

The **Oil & Gas Division** will undertake an onshore 2D seismic programme to define prospects and potential gas resources for the new Kasuri Block. In the second half of 2009, the Division is expected to start to receive monthly deferred consideration payments from BP Global relating to its rights to long-term cash flows based on petroleum production from the Muturi PSC.

In these difficult economic times, the Group will be even more vigilant to contain escalation in costs and improve operating efficiencies. We will closely monitor the global trends and developments in the industries in which we operate. We will also look for strategic investment opportunities that may arise from these challenging times that will provide long-term growth and expansion plans for the Group. Ultimately, these efforts will strengthen the Group and position us better for the eventual economic recovery.

APPRECIATION

I would like to take this opportunity to thank our distinguished members of the Board, who have provided valuable insights and guidance to the Group during the year.

On behalf of the Board, I am pleased to announce the re-designation of Mr. Quah Chek Tin as Independent Non-Executive Director of the Company from Non-Independent Non-Executive Director with effect from 8 October 2008.

I would like to welcome Ms. Elaine Loh Bee Hong who joined the Group on 1 May 2008, as Company Secretary of the Company, RWB and Asiatic Development Berhad, as well as Assistant Company Secretary of Genting International. Ms. Loh has more than 18 years of secretarial experience.

To our valued stakeholders, including shareholders, customers, business associates, regulatory bodies, various authorities and employees, thank you for your confidence and support. I look forward to your continued support as we progress forward and achieve greater success.

TAN SRI LIM KOK THAY
Chairman
23 April 2009

PENYATA PENGERUSI

"Pada masa ekonomi global yang mencabar ini, kami memberi fokus untuk mengukuhkan kedudukan kami sebagai peneraju multinasional global."

- Tan Sri Lim Kok Thay

Bagi pihak Lembaga Pengarah, saya dengan sukacitanya membentangkan Laporan Tahunan dan Penyata Kewangan yang telah diaudit untuk Genting Berhad ("Syarikat") dan kumpulan syarikat-syarikatnya ("Kumpulan" atau "Kami") bagi tahun kewangan berakhir 31 Disember 2008.

SEMAKAN PRESTASI

Kesemua perniagaan Kumpulan ini di peringkat antarabangsa dan di Malaysia, tidak dikecualikan daripada mengalami kesan-kesan negatif akibat krisis kewangan global yang bertambah buruk pada 2008. Tahun tersebut merupakan tahun yang sibuk kerana Kumpulan telah melaksanakan pelbagai strategi untuk mengukuh dan mengembangkan perniagaan bagi menangani pelbagai cabaran yang berpunca dari peningkatan kos dan keadaan ekonomi yang tidak menentu.

Prestasi keseluruhan Kumpulan adalah membanggakan kerana bahagian-bahagian utama perniagaan mencapai perolehan yang lebih tinggi pada 2008. Perolehan Kumpulan meningkat sebanyak 7% untuk mencatat paras tertinggi baru iaitu RM9.1 bilion pada 2008 (2007: RM8.5 bilion).

Bahagian Peranginan dan Keraian bermanfaat daripada kekukuhan prestasi asas Genting Highlands Resort, yang berpunca dari peningkatan jumlah perniagaan dan faktor nasib yang lebih baik daripada perniagaan pelanggan premium. Bahagian Perladangan bermanfaat daripada harga produk sawit yang lebih tinggi dan peningkatan hasil ladang. Loji Janakuasa Kuala Langat bermanfaat daripada kenaikan caj tenaga tetapi loji janakuasa di China terjejas oleh jualan tenaga elektrik yang berkurangan. Bahagian Minyak dan Gas mencapai kenaikan harga purata minyak pada 2008.

Semua bahagian perniagaan, kecuali Bahagian Janakuasa, mencatat keuntungan yang lebih tinggi dari operasi. Walau bagaimanapun, disebabkan oleh kemerosotan yang lebih mendalam, maka keuntungan telah menurun. Keuntungan Kumpulan sebelum cukai ialah RM1.7 bilion pada 2008, iaitu penurunan sebanyak 49% berbanding dengan tahun sebelumnya (2007: RM3.4 bilion).

Keuntungan daripada Bahagian Peranginan dan Keraian adalah lebih tinggi pada 2008, selaras dengan kenaikan perolehannya, terutamanya dari Genting Highlands Resort. Operasi kasino UK mencatatkan perolehan yang lebih rendah dan kerugian sebelum kerugian kemerosotan pada tahun 2008 adalah disebabkan oleh jumlah perniagaan yang rendah, kos bertindan, pelupusan disebabkan penutupan kasino, hutang lapuk dan duti perjudian yang lebih tinggi di samping diburukkan lagi dengan penyusutan Pound Sterling.

Keuntungan daripada Bahagian Janakuasanya adalah lebih rendah bagi tahun 2008, terutamanya disebabkan oleh loji janakuasa Meizhou Wan yang dibebani peningkatan harga arang batu, jualan tenaga elektrik yang lebih rendah di China dan sumbangan keuntungan yang tidak dijangka yang ditanggung oleh loji jana kuasa Kuala Langat di Malaysia.

SOROTAN KEWANGAN

Tahun berakhir 31 Disember	2008 RM juta	2007 RM juta	Perubahan %
Perolehan	**9,082.5**	8,483.8	7
Untung sebelum cukai	**1,734.8**	3,394.5	(49)
Untung selepas cukai dari operasi berterusan	**983.4**	2,732.3	(64)
Rugi dari operasi yang diberhentikan bagi tahun kewangan	**-**	(170.0)	(100)
Untung untuk tahun kewangan	**983.4**	2,562.3	(62)
Untung boleh agih kepada pemegang ekuiti Syarikat	**569.3**	1,988.9	(71)
Ekuiti pemegang saham	**12,442.0**	12,355.0	1
Jumlah aset	**30,450.7**	30,178.9	1
Perolehan asas sesaham (sen)*	**15.38**	53.81	(71)
Perolehan bersih sesaham (sen)*	**15.32**	53.60	(71)
Dividen bersih sesaham (sen)	**5.22**	27.05	(81)
Liputan dividen (kali)	**3.0**	2.0	50
Aset bersih sesaham (RM)	**3.37**	3.34	1
Pulangan (selepas cukai dan kepentingan minoriti) per purata ekuiti pemegang saham (%)	**4.59**	16.82	(73)

** Dikira berdasarkan untung boleh agih kepada pemegang ekuiti Syarikat*

DIVIDEN

Kami akan mengekalkan keseimbangan yang munasabah antara pembayaran dividen dan peruntukkan dana untuk pelaburan dan perkembangan perniagaan pada masa hadapan. Dividen interim sebanyak 3.0 sen tolak cukai sesaham biasa 10 sen berjumlah RM82.1 juta telah dibayar pada 24 Oktober 2008.

Lembaga Pengarah telah mencadangkan dividen kasar akhir sebanyak 4.0 sen tolak cukai sesaham biasa 10 sen setiap satu untuk kelulusan pemegang saham di Mesyuarat Agung Tahunan ke-41 yang akan datang. Jumlah keseluruhan dividen kasar sesaham biasa pada 2008 akan berjumlah 7.0 sen (2007: 37.0 sen).

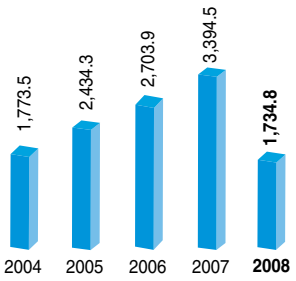
PEMBANGUNAN KORPORAT

Pada tahun 2008, Kumpulan melalui subsidiari-subsidiari utamanya telah melaksanakan beberapa rancangan korporat, seperti yang diringkaskan mengikut turutan di bawah.

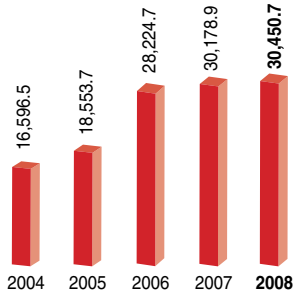
Pada April 2008, Resorts World Bhd ("RWB") melalui subsidiari telah menyelesaikan penjualan keseluruhan ekuitinya sebanyak 6.16% dalam Genting International PLC ("Genting International") kepada pemegang-pemegang saham RWB dan dengan itu mengumpulkan dana sebanyak RM522.5 juta modal dalam bentuk tunai untuk Kumpulan RWB.

PENYATA PENGERUSI (sambungan)

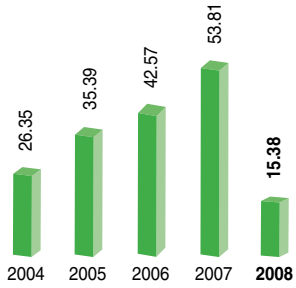
UNTUNG SEBELUM CUKAI
RM juta



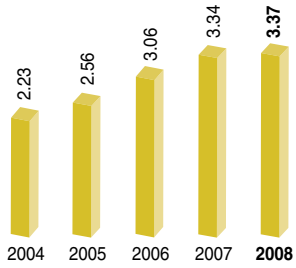
JUMLAH ASET
RM juta



PEROLEHAN ASAS SESAHAM
Sen



ASET BERSIH SESAHAM
RM



Pada Jun 2008, Genting International melalui subsidiarinya telah mencapai perjanjian usahasama dengan Kumpulan NEC untuk membangunkan kompleks peranginan dan hiburan di National Exhibition Centre, Birmingham, UK. Kompleks baru yang dicadangkan dan bernilai £90 juta itu akan dilengkapi pelbagai kemudahan termasuk sebuah hotel yang bertaraf dunia, spa, bar, restoran, kemudahan-kemudahan seminar dan kasino. Cadangan pembangunan adalah tertakluk kepada perancangan dan kelulusan lesen kasino melalui proses pemilihan oleh Solihull Metropolitan Borough Council untuk beroperasi kasino yang besar dan dijangka boleh siap dibina pada 2010.

Pada Disember 2008, RWB melalui subsidiarinya memperolehi 10% pegangan ekuiti dengan tunai berjumlah USD69.0 juta dalam Walker Digital Gaming LLC, sebuah syarikat Amerika yang terlibat dalam pembangunan, perlindungan dan pengkomersialan paten berkaitan dengan industri kasino. Pelaburan ini akan membolehkan RWB untuk menyelaras kedudukannya dengan salah satu peneraju keluaran produk kasino utama bagi memenuhi aliran global teknologi perjudian yang semakin meningkat dan untuk meluaskan dasar perolehannya.

MODAL DAN PEMBIAYAAN DANA

Di sebalik keadaan kewangan dan kredit yang sukar, Kumpulan berjaya mendapatkan pembiayaan kewangan untuk projek-projek pelaburannya pada tahun 2008.

Di Singapura, Kumpulan berjaya menyelaraskan kemudahan kredit secara sindiket berjumlah S$4.0 bilion pada April 2008 untuk projek Resorts World at Sentosa.

Genting International telah mengumpul S$3.04 bilion melalui terbitan dua bon boleh tukar dan terbitan hak pada 2007. Setakat 31 Disember 2008, sejumlah S$367.4 juta dari bon terbitan pertama telah ditukar kepada kira-kira 583.1 juta saham biasa baru. Tiada penukaran dibuat dari terbitan bon kedua.

Syarikat dan RWB telah meneruskan aktiviti pembelian saham-saham mereka sendiri masing-masing dalam tahun 2008. Setakat 23 April 2009, Syarikat telah secara keseluruhan membeli balik sejumlah 8.7 juta saham-sahamnya sendiri dengan nilai pertimbangan sebanyak RM42.6 juta dan RWB secara keseluruhan telah membeli balik sejumlah 182.8 juta saham-sahamnya sendiri dengan nilai pertimbangan sebanyak RM634.3 juta.

TANGGUNGJAWAB SOSIAL KORPORAT

Kumpulan kami mengamalkan piawaian pengendalian dan operasi yang tertinggi. Sebagai entiti korporat yang mengamalkan tanggungjawab sosial, kami komited untuk menyumbang secara positif kepada pembangunan ekonomi dan komuniti di negara-negara di mana kami beroperasi. Kumpulan kami sentiasa mengambil berat terhadap alam sekitar dan para pekerja, memupuk hubungan yang kukuh dengan rakan-rakan perniagaan dan menyokong kerja-kerja kebajikan masyarakat sebagai sebahagian etika dan tanggungjawab perniagaan. Laporan yang berasingan untuk seksyen ini dari halaman 38 ke 42 menyerlahkan aktiviti-aktiviti utama tanggungjawab sosial kami pada 2008.

PROSPEK

Prospek untuk 2009 kekal mencabar, kesan daripada kemelesetan ekonomi global yang menjejaskan perbelanjaan dan perjalanan peranginan pengguna.

Bahagian Peranginan dan Keraian Genting Highlands Resort akan terus menyediakan aktiviti-aktiviti peranginan dan hiburan yang menarik dan berpatutan bagi mengekang sebarang penurunan dalam jumlah lawatan. Kami akan terus memantau prestasi Genting UK, memandangkan kemelesetan semasa di UK dijangka akan memberikan kesan yang negatif kepada operasinya pada 2009. Kami akan terus fokus utuk meningkatkan kecekapan dan melaksanakan strategi-strategi untuk memastikan keteguhan perniagaan jangka panjang.

PENYATA PENGERUSI (sambungan)

Walaupun di dalam tempoh yang mencabar ini, pembinaan Resorts World at Sentosa telah berjalan dengan lancar dan pembukaan tidak rasmi dijangka pada suku pertama 2010. Maxims Tower adalah hotel pertama yang mencapai pembinaan paras tertinggi pada Februari 2009. Maxims Tower akan dibuka bersama tiga hotel-hotel lain (iaitu Hotel Michael, Festive Hotel dan Hard Rock Hotel Singapore), kasino, Pawagam Le Vie, dewan megah yang boleh menampung 7,300 tempat duduk dan Universal Studios Singapore. Pasukan kami di Singapura akan mempercepatkan proses pengambilan tenaga kerja, program-program latihan dan aktiviti-aktiviti jualan dan pemasaran pada tahun 2009, iaitu lebih awal daripada tarikh pembukaan yang dijadualkan. Kos pra-pembukaan dijangka akan dibelanjakan dalam tahun 2009 dan oleh itu, akan memberi impak yang signifikan kepada Genting International.

Loji Janakuasa Kuala Langat dari **Bahagian Janakuasa** kekal dalam senarai tertinggi jadual penghantaran merit kumpulan utiliti nasional di Malaysia, Tenaga Nasional Berhad. Di India, bahagian ini sedang melaksanakan program untuk memperkembangkan loji janakuasa Lanco Kondapalli, dengan menambahkan lagi satu blok penjanakuasa 366MW (Fasa II) di tapaknya. Fasa II ini dijangka akan mencapai operasi komersial sepenuhnya pada suku pertama 2010. Harga arang batu yang lebih rendah akan menguntungkan loji janakuasa kami di Meizhou Wan, tetapi kenaikan kadar tarif di China yang lebih rendah daripada jangkaan, mungkin memberi kesan negatif kepada loji jana kuasa tersebut.

Bagi Genting Bio-Oil Sdn Bhd, kelengkapan ujian-ujian yang berkaitan telah disediakan di Jepun untuk melaksanakan kerja-kerja penyelidikan dan pembangunan dalam mempertingkatkan kegunaan bio-oil, contohnya aplikasi enjin disel pegun. Satu percubaan peningkatan telah berjaya dijalankan pada March 2009.

Prestasi **Bahagian Perladangan** dijangka akan terjejas oleh kerana harga minyak sawit yang lebih rendah pada 2009. Kilang minyak yang keenam bagi Bahagian telah siap dibina pada April 2009. Bahagian ini juga berjaya memperluaskan kawasan penanamannya sebanyak 67% kepada 134,000 hektar dalam tahun 2008. Bahagian ini telah menandatangani dua usahasama untuk membangunkan ladang-ladang kelapa sawit di Indonesia; iaitu satu keluasan kawasan sementara di bawah Izin Lokasi seluas 45,000 di Kalimantan Tengah dan satu lagi kawasan seluas 8,518 hektar yang telah dipohon Hak Guna Usaha di Kalimantan Barat. Selaras dengan perkembangan ini, aktiviti-aktiviti pembersihan tanah dan penanaman akan terus dilaksanakan untuk beberapa tahun yang akan datang.

Bahagian Bioteknologi akan terus memberi fokus kepada kerja-kerja penyelidikan dan pembangunan untuk membangun dan mengkomersialkan penyelesaian-penyelesaian berasaskan genomik yang boleh meningkatkan hasil pertanian dan menambah nilai tanaman kelapa sawit serta tanaman-tanaman lain.

Bahagian Hartanah pula akan fokus kepada penjualan inventori semasa dan terus memantau secara teliti trend-trend pasaran hartanah. Pelancaran-pelancaran projek akan dibuat secara terpilih berdasarkan permintaan pasaran yang tinggi.

Bahagian Minyak dan Gas akan melaksanakan program seismik 2D untuk mengenal pasti saiz isi takungan dan potensi pembangunan blok Kasuri yang baru. Bahagian ini dijangka menerima hak-hak pertimbangan tertunda bulanan dari BP Global atas aliran tunai jangka panjang berdasarkan pengeluaran petroleum dari Muturi PSC pada separuh tahun kedua 2009.

Dalam masa ekonomi yang sukar ini, Kumpulan akan lebih meneliti untuk mengawal sebarang kenaikan kos-kos dan meningkatkan kecekapan operasi. Kami akan memantau dengan lebih teliti trend-trend global dan pembangunan industri-industri di mana kami beroperasi. Kami juga akan mencari peluang-peluang pelaburan strategik yang mungkin muncul pada masa yang mencabar ini yang akan memberikan pertumbuhan dan perkembangan jangka panjang untuk Kumpulan. Akhirnya, usaha-usaha ini akan mengukuhkan Kumpulan dan meletakkan kami pada kedudukan yang lebih baik bila ekonomi pulih semula.

PENGHARGAAN

Saya ingin mengambil peluang ini untuk mengucapkan terima kasih kepada ahli-ahli Lembaga Pengarah yang dihormati, yang telah memberikan pendapat-pendapat dan bimbingan yang bernilai kepada Kumpulan sepanjang tahun ini.

Bagi pihak Lembaga Pengarah, sukacitanya saya mengumumkan penjawatan-semula En. Quah Chek Tin sebagai Pengarah Bukan-Eksekutif Bebas Syarikat daripada Pengarah Bukan-Eksekutif Bukan-Bebas bermula dari 8 Oktober 2008.

Saya ingin mengalu-alukan Puan Elaine Loh Bee Hong yang menyertai Kumpulan pada 1 Mei 2008, sebagai Setiausaha Syarikat kepada syarikat ini, RWB dan Asiatic Development Berhad dan juga sebagai Penolong Setiausaha Syarikat Genting International. Puan Loh mempunyai lebih daripada 18 tahun pengalaman dalam bidang kesetiausahaan.

Kepada kesemua pemegang amanah harta kami yang dihargai, termasuk para pemegang saham, pelanggan, rakan-rakan niaga, lembaga-lembaga perundangan, pelbagai pihak berkuasa dan para pekerja, terima kasih di atas segala keyakinan dan sokongan anda. Saya berharap kita terus bekerjasama dan memberi sokongan untuk berkembang maju dan mencapai kejayaan yang lebih cemerlang.

TAN SRI LIM KOK THAY
Pengerusi
23 April 2009

主席文告

“当全球经济充满挑战之际，我们将专注於巩固我们作为顶尖全球跨国企业的地位。”

– 丹斯里林国泰

本人谨代表董事部向您呈献云顶有限公司（以下简称“本公司”）与其集团成员公司（以下简称“本集团”或“我们”）截至2008年12月31日的年度报告及已审核财政报告。

业绩回顾

在2008年，本集团在马来西亚以至国际的各项业务在全球金融危机冲击下，也无法避免地遭受到前所未有的负面影响。本集团在今年经历了忙碌的一年，在落实各项策略以加强与促进业务成长之馀，尚须克服成本上涨，以及经济环境不明朗等因素所带来的挑战。

各组业务2008年的营运收入都有所增加，因此本集团的整体表现相当不俗。本集团2008年的营运收入增长7%至九十一亿令吉，为创新收入（2007年：八十五亿令吉）。

云顶高原胜地的强劲表现，带动了休闲与酒店组的业绩，主要是因为胜地的业务量增加再加上在赌场豪客业务享有更佳运气的缘故。种植组从油棕产品价格上涨与收成增加的趋势中受惠。瓜拉冷岳电力厂从更高的能源收费得利，惟中国发电厂则受到电力销售减少所影响。石油气体组在2008年所达到的平均油价向上扬升。

除了电力组之外，各组业务皆取得较高的营运盈利。然而，由於减值亏损增加而一次过赚利减少，本集团2008年的扣税前盈利为十七亿令吉，比前一年减少了49%（2007年：三十四亿令吉）。

在云顶高原胜地贡献增加，再加上营运收入提高下，2008年的休闲与酒店组盈利扬升。然而，由於生意量欠佳、冗馀成本、关闭赌场的注销、坏帐、博采税增加，再加上英镑走势疲软，英国赌场业务在2008年的营运收入减少，并面对扣除减值亏损前亏损。

2008年来自电力组的盈利减少，主要是因为湄洲湾发电厂受到煤炭价格上涨所影响、中国的电力销售减少，再加上马来西亚瓜拉冷岳发电厂须承担一次过的意外盈利分摊。

财政重點

截至12月31日	2008年 百万令吉	2007年 百万令吉	差额 %
营运收入	**9,082.5**	8,483.8	7
税前盈利	**1,734.8**	3,394.5	(49)
来自持续中业务的税後盈利	**983.4**	2,732.3	(64)
来自已终止业务之年度亏损	**-**	(170.0)	(100)
年度盈利	**983.4**	2,562.3	(62)
归股东盈利	**569.3**	1,988.9	(71)
股东股权	**12,442.0**	12,355.0	1
总资产	**30,450.7**	30,178.9	1
每股基本收益（仙）*	**15.38**	53.81	(71)
每股稀释收益（仙）*	**15.32**	53.60	(71)
每股净股息（仙）	**5.22**	27.05	(81)
股息支付率（倍）	**3.0**	2.0	50
每股净资产（令吉）	**3.37**	3.34	1
平均股东股权（在扣税与扣除少数股东利益後）的回酬（%）	**4.59**	16.82	(73)

* *根据归股东盈利计算。*

股息

我们在派息的同时，保留部分资金作为未来投资与业务扩展之用，以让两者之间维持合理的平衡。我们已於2008年10月24日，为每股面值10仙普通股支付3.0仙中期股息(需扣税)，总值高达八千二百一十万令吉。

董事部所建议的终期股息为每股面值10仙普通股取得4.0仙(需扣税)，并将在来临的第四十一届股东大会提出，由股东批准。2008年分发的每股股息总额为7.0仙（2007年：37.0仙）。

企业发展

本集团通过主要子公司在2008年进行了多项企业计划，以下摘要乃按时间顺序排列。

在2008年4月份，名胜世界有限公司(以下简称“名胜世界”)通过其子公司完成脱售云顶国际有限公司全部的6.16%股权给名胜世界股东，为名胜世界集团筹措到五亿二千二百五十万令吉现金。

在2008年6月份，云顶国际通过其子公司与NEC集团合夥，以在英国伯明翰国家会展中心开发一个新的休闲兼娱乐综合大厦。拟议中的新综合大厦耗资九千万英镑，将有各式各样的设施，包括一流的酒店、温泉 spa 水疗、酒吧、餐厅、会议设施与赌场。这项拟议中的发展计划预定在2010年竣工，目前尚有待进一步规划，以及索里大都市自治区议会通过遴选程序来发出博采执照。

在2008年12月份，名胜世界通过其子公司以六千九百万美元价格，收购美国 Walker Digital Gaming 公司 10% 股权，後者从事博采业的专利开发、保障与商业化等业务。这项收购可让名胜世界与名列博彩专利产品的首要革新者之一结盟，以迎合全球日益先进的博采科技，并扩大其盈利基础。

资本与融资

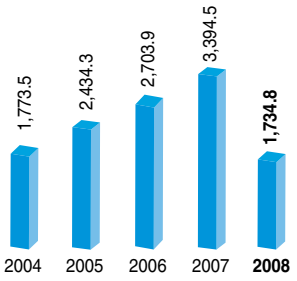
尽管经历艰难的金融与信贷环境，本集团成功为2008年的投资项目取得必要的融资。

在新加坡，名胜世界圣淘沙於2008年4月成功取得四十亿新元银团贷款。

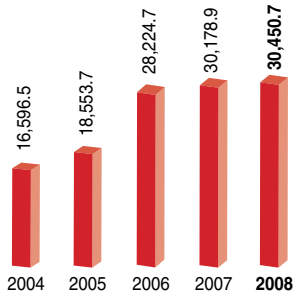
云顶国际於2007年通过两项可转换债券发行与附加股计划共筹措了三十亿四千万新元。截至2008年12月31日，首项债券发行的三亿六千七百四十万新元可转换债券，已转换为五亿八千三百一十万股新普通股。第两项债券发行尚未有任何转换行动。

主席文告

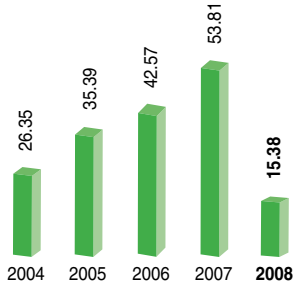
税前盈利
百万 令吉



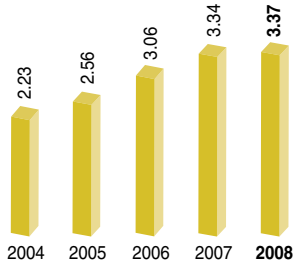
总资产
百万 令吉



每股基本收益
仙



每股净资产
令吉



在2008年，本公司与名胜世界继续其股票回购计划。截至2009年4月23日，本公司累积回购了八百七十万股本身的股票，总费用为四千二百六十万令吉，而名胜世界则累积回购了一亿八千二百八十万股本身的股票，总费用为六亿三千四百三十万令吉。

企业社会责任

我们秉承最高标准之营运与管理操守。作为一家深具社会责任感的企业，我们在本集团业务遍及之处，继续为当地经济与社会发展，作出积极贡献。本集团始终非常关怀环保课题及其员工福利、与商业夥伴加强联繫并支持多项社区福利活动，是我们商业道德与对社会贡献之一部分。此报告的第38至42页，重点介绍我们於2008年履行企业社会责任之主要活动。

前景

由於全球经济放缓将冲击消费开支与休闲旅遊，因此2009年的前景仍充满挑战。

休闲与酒店组的云顶高原胜地将继续提供引人入胜与能力可及的休闲与娱乐活动，以缓和任何的遊客下降的冲击。我们将继续密切留意英国云顶之表现，因为英国当前所经历的不景气，极可能会对2009年之表现形成不利影响。我们将继续致力提高效率，并著手巩固策略，以确保其业务长期的优势。

尽管当前局势艰难，名胜世界圣淘沙的建築工程进展顺利，并可按照原订计划於2010年第一季非正式开幕。美星豪华酒店是第一间於2009年2月完成盖顶阶段的酒店。美星豪华酒店将与另三家酒店（迈克尔酒店、节庆酒店与新加坡硬石酒店）、赌场、Le Vie 剧院、可容纳七千三个座位的宏伟宴客厅与新加坡环球影城。我们在新加坡的团队将於2009年在预计开幕仪式之前，加速招募人力资源、推行培训计划、销售与营销活动。这些开幕前费用将在2009年支出，因此将会显著影响云顶国际的业绩。

电力组的瓜拉冷岳发电厂在马来西亚国家公共事业集团-国家能源有限公司的发电调度排序安排，持续享有优先排位。这个组别正在印度进行 Lanco Kondapalli 发电厂的扩建计划，以在现址第二阶段工程下增加366兆瓦发电塔。第二阶段预计在2010年第一季全面商业化运作。煤炭价格下降将惠及我们的发电厂，惟湄洲湾发电厂将受到中国电费增幅未如预期所影响。

云顶生物油私人有限公司已在日本设立相关的试验设施，以进行研究与开发工作，来提升生物油（例如固定柴油机应用程序）的运用。它已於2009年3月份成功进行提级试验。

种植组於2009年的表现，预料会受到棕油价格趋软所影响。这个业务组别兴建的第六间油较厂於2009年四月开始启用。在2008年，种植组的地库增加了约67%至134,000公顷。这个组别签署了两项联营计划以在印尼開發油棕園，分别为在加里曼丹中部開发依据土地许可证暂定条款的四万五千公顷的油棕園， 以及在加里曼丹西部开发已申请了土地发展权的八千五百一十八公顷的油棕園。配合这项扩充计划，这个组别未来几年将继续进行地面清理与种植活动。

生物科技组将继续其研究与开发工作，来开发与商业化基因体学解决方案，以加强农作物生产力，以及增加油棕与其它农作物的价值。

产业组将专注於售出现已竣工房屋，并密切留意房产市场的趋势。我们将在市场需求强劲的地区，推介精选发展项目。

主席文告

石油气体组将进行二维地震勘探计划，以鉴定新Kasuri区块的气体蕴藏量与发展潜能。这个组别预料将开始在2009年下半年，收到根据Muturi PSC 石油生产计算的长期现金流量权益之延期报酬。

在当前经济举步维艰的时刻，本集团将格外谨慎以控制成本上涨，并改善营运效率。我们将密切留意全球局势演变，以及我们所处身的各行业之发展。我们将留意当前挑战所带来的任何投资策略契机，来作为本集团长期成长与扩充的计划。这些努力最终将巩固本集团之实力，并以最有利定位，迎向经济复苏。

致谢

本人谨此对董事部成员过去一年来对本集团提供的宝贵意见与指导，致以万分谢意。

本人谨代表董事部，欣然宣佈柯建伯先生自2008年10月8日起，从本公司非独立非执行董事调任为独立非执行董事。

本人欢迎卢美凤女士於2008年5月1日加盟本集团成为本公司、名胜世界与亚地种植有限公司的公司秘书，以及云顶国际的助理公司秘书。卢女士拥有逾十八年的秘书行政经验。

对我们的股东、顾客、商业同仁、监管当局、各有关当局与雇员等利益相关者，一直以来给予本集团的支持与信赖，本人谨此表达由衷感谢。在本集团茁壮成长、迈向另一顶峰之际，我们衷心期望能继续获得您的鼎力支持。

丹斯里林国泰
主席
2009年4月23日

REVIEW OF OPERATIONS

Genting Highlands Resort

LEISURE & HOSPITALITY

The Leisure & Hospitality Division continued to perform well in 2008, registering revenue of RM6.3 billion (2007: RM5.9 billion) and profit before tax of RM2.2 billion (2007: RM2.0 billion). The Division has operations in Malaysia, Singapore and the United Kingdom.

GENTING HIGHLANDS RESORT

www.genting.com.my

GENTING
City of Entertainment

In Malaysia, the Group's leisure and hospitality operations are led by RWB, which operates the Group's crown jewel, Genting Highlands Resort ("Resort" or "GHR") and the Awana chain of resorts.

GHR is one of the world's leading integrated resorts and one of the most popular tourist destinations in Malaysia. It is a three-time winner of World's Leading Casino Resort (2005, 2007 and 2008) and a four-time consecutive winner of Asia's Leading Casino Resort (from 2005 to 2008) by World Travel Awards, reflecting its consistency in delivering world-class products and service excellence.

The Resort received 19.2 million visitors in 2008, 27% of which were hotel guests and 73% mainly Malaysian day-trippers. About 6% of total visitors were Singaporean hotel guests. Visitor arrivals from India, the Middle East, Taiwan, Vietnam, Indonesia and other regional countries continued to grow while domestic demand remained strong in 2008.

Also known as ***Genting - City of Entertainment***, the Resort is a popular choice for world-class shows and international performances. With three mega entertainment venues that have a total combined seating capacity of nearly 10,000, the Resort hosted some of the world's best performers in 2008.

DREAMZ, the Resort's popular daily resident show at ***Pavilion*** (2,000 capacity) received overwhelming response in 2008, leading to a six-month's extension into 2009. The sensational show features the elusive white tiger and white lion, with an internationally-assembled cast showcasing amazing illusions, motorcycle stunts and graceful acrobatic performances.

Magic Mirror - The Musical

Here and Now Tour 2008 - The Best of 80's

Club Elite

Arena of Stars (6,000 capacity) played host to the MTV Asia Awards 2008, Southeast Asia's most popular music awards event, which attracted popular artistes from around the world including the Pussycat Dolls, Leona Lewis, One Republic, Panic At The Disco, Jared Leto, Karen Mok and Super Junior. This event was broadcasted to over 80 million viewers in nine countries and showcased the superb mega-stars and entertainment offerings of GHR to the world.

Chinese music fans were in for a treat with the performances of various superstars from Hong Kong and Taiwan in 2008. 2008 kicked off with three days of full-house concerts featuring Jacky Cheung, followed by Sam Hui, Emil Chou, Alan Tam, Hacken Lee, Fei Yu Ching, Liza Wang, Joey Yung, Sammi Cheng, May Day, Vinci, Justin Lo, FIR and Leo Ku. Fans of Western artistes were treated to world-class concerts performed by Missy Elliot, Click 5, Tony Orlando, Kenny G and The Osmonds, to name a few. One highly-anticipated event was the "Here and Now Tour 2008 - The Best of 80's" concert, which featured Paul Young, Limahl, Bananarama, Johnny Hates Jazz and Howard Jones.

In addition, numerous show collaborations such as the Taiwanese Greatest Hits, Anugerah Bintang Popular, Eric Tsang Super Show and charity-based concerts such as "Magic Mirror - The Musical" and the New York Harlem Singers were held with great success at the Resort, providing its visitors a wider variety of entertainment choices.

The five hilltop hotels at the Resort (Maxims Genting - formerly Genting Hotel, Highlands Hotel, Resort Hotel, Theme Park Hotel and First World Hotel) recorded an overall average occupancy rate of 90% in 2008 (2007: 89%). Over 2.6 million room nights were sold in 2008, comparable to the previous year.

The Resort is continually refurbished and enhanced to provide our guests with the most up-to-date facilities and a high level of quality customer service. In 2008, the bulk of refurbishment works focused on Maxims Genting and Resort Hotel. ***Maxims Genting***, the Resort's premier flagship hotel, continued its room expansion by converting another three floors of 168 rooms to Maxims Suites in 2008. As at end 2008, it had 11 floors comprising 248 suites under the "Maxims" brand. ***Maxims Club, Suites and Residences*** have been well refurbished and redesigned to provide guests with complete comfort, privacy and exclusivity. A "one touch button for service" system has also been introduced to further enhance its premium personal butler service.

During the year under review, the concourse area between ***Highlands Hotel*** and Maxims Genting was upgraded to complement the new interior design of its food and beverage ("F&B") outlets in 2008. ***Resort Hotel*** was refurbished to feature a new lobby, a 24-hour reception counter, upgraded corridors and 147 rooms of stylish contemporary design.

M Spa & Fitness

Maxims Genting

First World Hotel - World's Largest Hotel

Enjoy shopping at the First World Plaza

First World Hotel & Plaza, comprising First World Hotel and First World Plaza is the only leisure, shopping and entertainment venue that enjoys cool fresh highlands air.

During the year, two floors of ***First World Hotel*** comprising 324 rooms were renovated and upgraded from standard to deluxe rooms. Another 60 rooms were refurbished into World Club rooms with deluxe facilities. First World Hotel's keycard system was integrated with the Genting Hospitality Management System in 2008 to provide automated key issuance to reduce check-in time and increase front office efficiency. The use of Genting WorldCard as room keycards for members was introduced in First World Hotel and Highlands Hotel during the year.

First World Plaza is the highest shopping destination in Malaysia, covering 500,000 square feet. The Plaza houses over 50 retail shops, 60 F&B outlets, 25 fun rides and six themed boulevards. During the year, new retail outlets such as Lazo Diamond joined existing outlets such as Adidas, World Of Cartoons, Padini Concept Shop, F.O.S. Clothing, The Body Shop, OSIM, Lovely Lace, Bonia and many more.

Genting Times Square hosted numerous local cultural performances, international magic shows, artiste showcases, festive celebration specials, fashion shows and event launches in 2008.

Universal Walk was a popular venue for many arts & cultural showcases, lifestyle & fashion fairs, and themed promotions in 2008, such as Chinese New Year Fair, SQE Valentine's Roadshow, Thai Songkran Festival, Colourful Yunnan Passion of China Art Cultural Fair, Tenants' Sale-cum-Malaysia Mega Sale Roadshow, Hari Raya Fair, Bumcity Roadshow, Batik Charity Showcase, OSIM Roadshow, The Nature of Inner Mongolia Showcase and Charming Vietnam.

Genting International Convention Centre (GICC) at the First World Hotel & Plaza continues to be one of the most sought-after venues for business events, attracting local and international meetings, incentives, conventions and exhibitions (MICE). GICC boasts over 150,000 square feet of convention space including the Grand Ballroom, Malaysia's largest column-free hall which can host over 6,000 in theatre-style seating, the 20,000 square feet Convention Hall that can be split into three smaller halls and also 18 meeting rooms to cater to a diverse range of functions. All of these come with the latest audio-visual equipment, WI-FI access and other state-of-the-art features. Its new Business Centre is equipped with modern business facilities such as secretarial services, facsimile, telephones and Internet access. Major conventioneers at GICC during the year included the International Olympic Council, Network J&J, Nasa Oil Dealers, American International Assurance and Nu Skin. In 2008, the MICE Privilege Card was introduced to conventioneers.

Genting International Convention Centre

Ming Ren

The Olive

GHR had a total of 102 F&B outlets in 2008. Of these, 43 F&B outlets are owned and operated by RWB, catering to over 13.7 million covers in 2008. Together with third-party F&B outlets, diners are offered a multitude of choices in local and international cuisines. New F&B outlets introduced by RWB in 2008 included Shanghai 10 and Vietnam House, focusing on authentic Shanghai and Vietnamese dishes respectively.

GHR's participation in the Malaysian International Gourmet Festival 2008 saw Chef Eric Lee of the ***Imperial Rama*** from Highlands Hotel and Executive Chef Oliver Lopez from ***The Olive***, Maxims Genting showcasing their culinary skills. The team won four Awards of Excellence for "Best Marketed Restaurant", "Most Creative Dining Experience", "Most Creative Restaurant Station" and "Most Creative Food Presentation". As part of RWB's continuous efforts to provide excellent dining experiences, famous chefs such as Chef Anton Mosimann of Mosimann's of London and Chinese Master Chef Sam Leong from the Tung Lok Group were brought back by popular demand. Chef John King, featuring authentic British cuisine from Crockford's of London, is the first of many international joint culinary programmes planned for the future.

Genting Theme Park with over 60 rides and attractions, was named the *Hospitality Asia Platinum Awards (HAPA) Tourist Attraction of The Year 2007/2008*. It is certified with the Quality Management System Standards ISO 9001:2000 from Lloyds's Register Quality Assurance Ltd.

During the year under review, a Rainforest theme was adopted to beautify the theme park with various flora and fauna that suit the highlands climate also showcasing a "park-within-a-park" concept. The theme park was lit up in the evenings with additional lighting effects for unique night experiences. As one of the premier theme parks in Malaysia, improvements were made to existing and new rides to ensure refreshing experiences and excitement for the entire family. Park rides are continuously refurbished to ensure optimal working conditions for maximum enjoyment.

First World Indoor Theme Park is located within First World Plaza, amidst the retail and F&B outlets. The Motion Master Theatre, being the first in Malaysia to present a 4D movie experience, now has new movie titles such as *"The Adventures of Jett and Jin" and "Monsters of the Deep"*.

New attractions featured at the Outdoor Theme Park in 2008 included the *3D Archery Paintball* at Magic Mountain and *Beryl's Chocolate Wonderland*. The Chocolate Wonderland is a quaint conservatory of 3,000 square feet storing the finest chocolates made from Ghanaian chocolate beans, and features a chocolate garden, chocolate wishing well and a chocolate factory.

Beryl's Chocolate Wonderland

Genting Theme Park - Fun at the Peak

AWANA HOTELS & RESORTS

www.awana.com.my

The Awana Hotels & Resorts comprising three beautifully designed resort properties in Malaysia, posted a lower overall average occupancy rate of 65% in 2008 (2007: 69%).

Awana Genting Highlands Golf & Country Resort ("Awana Genting")

Nestled in pristine greenery at 3,000 feet above sea level, Awana Genting is a getaway haven for families, golfers, conventioneers, eco-sports lovers and anyone seeking quiet repose, cool fresh air and breathtaking natural panoramas. Situated close to a host of entertainment facilities at Genting - City of Entertainment, Awana Genting has 430 guest rooms, 17 function rooms, a grand ballroom and an award-winning 18-hole championship golf course.

Awana Genting has abundant natural greenery, stunning hillside landscapes and plenty of opportunities for sustainable eco-activities. During the year, two new programmes were introduced, namely the Moonlight Walk Tour and Nature Discovery Package. The Moonlight Walk Tour provides visitors with an opportunity to experience the resort's natural surroundings at night. The Nature Discovery Package is designed to promote areas surrounding the Resort and to create more attractive activities for in-house guests. In November 2008, the "Genting Trailblazer" 14km run was held at Awana Genting, with a participation of 900 local and international runners.

Awana Genting is the preferred MICE (meetings, incentives, conventions and exhibitions) venue for numerous government and corporate events. It has hosted the "Charles River Center" and "Harvard Business School Alumni Club of Malaysia" events for the past few consecutive years. In 2008, Awana Genting's Tower Rooms, Meeting Rooms, F&B Outlets and Lobby areas were equipped with Wi-Fi services. Awana Genting achieved an average occupancy rate of 64% in 2008 (2007: 72%).

Awana Kijal Golf, Beach & Spa Resort ("Awana Kijal")

Located at Terengganu's premier beach, Awana Kijal is the No.1 resort in the East Coast of Peninsular Malaysia. Awana Kijal is a luxurious five-star resort with an 18-hole championship golf course stretching along the 7.6 kilometres beachfront facing the South China Sea. With a blend of classical Malay architecture and contemporary look, Awana Kijal has a unique feature of an 80-foot atrium - the first in the country.

In 2008, Awana Kijal obtained certification for HACCP by World Certification Services (WCS), the authority for the Food Safety Management Systems. During the year under review, the resort installed broadband internet access in guest rooms, Wi-Fi service in the lobby and F&B outlets, installed new carpets and upgraded its surveillance monitoring units. The Waterfall Café was transformed into a terrace dining and entertainment lounge with added seating capacity.

For the MICE market, the resort collaborated with two team-building consultants, namely RRC Worldwide Sdn Bhd and D' Jungle People Sdn Bhd, which have chosen Awana Kijal as their choice learning hub for team building and training centre.

Despite the tourism industry softening from the impact of the global economic downturn, Awana Kijal recorded a higher occupancy rate of 71% in 2008 (2007: 65%).

Awana Porto Malai, Langkawi ("Awana Porto Malai")

Awana Porto Malai is a popular holiday and convention resort destination on the island of Langkawi, Kedah.

Its 208-room Mediterranean-themed seafront resort attracted a wide segment of the market, especially international tourists from Southeast Asia and Europe, with growing interest from the Middle East and India. Awana Porto Malai hosted several international MICE events in 2008 such as Asia Pacific Correctional Conference Administrators, Royal Police Department, 3rd Langkawi International Temporal Bone Course and ASEAN Academy of Neuro–Oto-Audiology. It played host to several international tourism events such as Langkawi International Fishing Tournament and Inaugural Friendship Sports Fishing Competition Fish Tales - Langkawi 2008, which were covered by foreign media from Taiwan, China and BBC London.

Awana Porto Malai achieved the HACCP certification in 2008, ensuring the safest procedures in food preparation. Awana Porto Malai introduced the Taman Sari Royal Heritage Spa offering unique Javanese spa treatments, to enhance the "Rediscover Relaxation" theme. The seafront resort registered an average occupancy rate of 59% in 2008 (2007: 71%).

AWANA VACATION RESORTS

www.awanavacation.com

The Awana Timeshare Ownership Scheme, operated by Awana Vacation Resorts Development ("AVRD") provides its members with accommodation at various holiday resorts. In Malaysia, the resorts offered under this timeshare are Awana Genting, Ria Apartments at Genting Highlands Resort and Angsana Apartments at Kijal Beach Resort in Terengganu. The timeshare members have a choice of 3,800 resorts in 85 countries worldwide through the affiliation with Resort Condominium International (RCI). On 31 December 2008, AVRD had a total of 5,943 timeshare members.

For the second consecutive year, AVRD is the proud winner of the **"Best Brand in Leisure and Hospitality - Time Sharing"** at the BrandLaureate - SMEs Chapter Awards 2008.

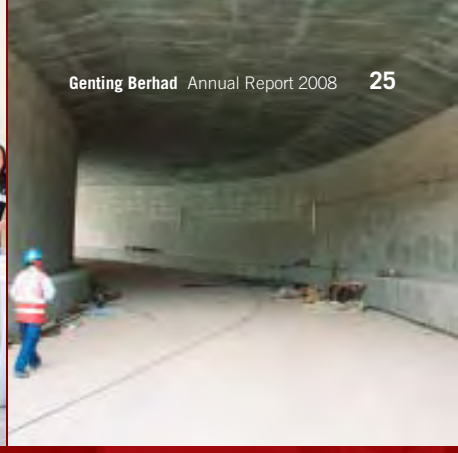
Awana Genting Highlands Golf & Country Resort

Awana Kijal Golf, Beach & Spa Resort

Awana Porto Malai, Langkawi

Completion of new Gateway Avenue, the main thoroughfare to mainland Singapore in March 2008.

Signing ceremony of the successful completion of the S$4.0 billion syndicated credit facilities in April 2008.



Completion of the four tunnels leading to the 4000-lot basement car park of RWS in August 2008.

GENTING INTERNATIONAL P.L.C.*
www.gentinginternational.com

Genting International

Genting International spearheads the Group's investments in the leisure and gaming sector outside Malaysia.

Listed on the Main Board of the Singapore Exchange Securities Trading Limited, Genting International is a leading integrated resorts development specialist. It has over 20 years of international gaming expertise and global experience in developing, operating and/or marketing internationally acclaimed casinos and integrated resorts in different parts of the world, including Australia, the Americas, Malaysia, the Philippines and the UK.

Resorts World at Sentosa, Singapore
www.rwsentosa.com

During 2008, the RWS team reached several milestones as the development of RWS, its world-class integrated resort progressed smoothly. As at 31 December 2008, RWS had awarded and committed more than S$4.5 billion of the total project cost. Of this, over S$3.4 billion were for construction contracts ranging from road diversion works to land reclamation, substructure works and main builder works for four hotels, casino, ballroom, showroom, retail area and Universal Studios Singapore.

RWS has implemented a series of measures to improve vehicular movement into and around the island. In January 2008, RWS began the construction of a new 710-metre vehicular causeway-bridge, connecting Sentosa to Singapore. When completed in the third quarter of 2009, this new 3-lane causeway-bridge would be merged with the current Sentosa causeway-bridge. The causeway-bridge building contract was awarded to Australia-based engineering and construction company McConnell Dowell.

In March 2008, the new Gateway Avenue, a four-lane 730-metre long carriageway costing S$60 million, was opened to the public. New ramps to RWS's future 4,000-lot basement car park were also completed as part of the project.

In April 2008, RWS awarded its largest superstructure construction contract to a joint venture between Japanese contractor Kajima Overseas Asia Pte Ltd and Singapore-based Tiong Seng Contractors (Pte) Ltd. The contract, worth over S$1 billion, entailed the superstructure development of the integrated resort's central zone, which would include Hotel Michael, Maxims Tower, Festive Hotel, the casino and FestiveWalk.

The S$345.6 million contract for the building of Hard Rock Hotel Singapore was awarded to Singapore-based company Low Keng Huat (Singapore) Limited and includes the building of a ballroom that would be one of Asia's largest column-free ballrooms with a seating capacity of 7,300.

In the same month, a joint venture was formed between Resorts World at Sentosa Pte Ltd and Sentosa Leisure Management Pte Ltd to build and operate a district cooling plant on the Sentosa Island. The plant will supply piped chilled water for air-conditioning and other cooling requirements of the integrated resort. Excess capacity from this district cooling plant will be sold to other users on Sentosa Island.

In May 2008, there was a landmark moment when the wall on the first level of Maxims Tower was cast, signifying the start of the superstructure works. The luxurious hotel was the first superstructure to emerge from the ground.

* *With effect from 27 April 2009, Genting International P.L.C. is known as Genting Singapore PLC and the corporate website www.gentinginternational.com is changed to www.gentingsingapore.com.*

View of RWS site in January 2009

In July 2008, works on Universal Studios Singapore began after a contract worth S$705 million was awarded to China Jingye Engineering Corp Ltd (Singapore branch). This company is a subsidiary of one of China's biggest construction conglomerates, the China Metallurgical Corporation (MCC) Group, which has worked on Beijing's National Stadium (also known as the Bird's Nest) and the new Beijing Opera House. Under the contract, China Jingye would oversee the construction of the infrastructure, facades and coordination of ride installations for Universal Studios Singapore. In the same month, the RWS team moved its largest department (Projects Department) from the Artillery Avenue office to a temporary on-site office to bring it closer to the site as construction activities moved into high gear.

In August 2008, the four tunnels leading to the basement car park of RWS were completed. Each tunnel is able to accommodate the height of a double-decker bus. During the current construction phase, the tunnels would be used as access routes by vehicles and workers to the work site.

In September 2008, the new red globular logo of RWS was unveiled, along with a catchy tagline "A million moments. One world" to strategically position RWS as the world's premier hospitality brand. This followed a six-month extensive brand positioning exercise that included focus groups across the integrated resort's key target markets. The updated corporate identity was designed to reflect RWS's brand personality, its spirit and aspirations to bring an unprecedented integrated resort experience to Singapore and the world.

In October 2008, RWS announced that the world's first mega theme park attraction based on the blockbuster film *Transformers* would be one of the 24 attractions at Universal Studios Singapore. The Transformers attraction will be a fusion of special effects and stunning robotics combined with an innovative ride system.

As the underground works came to a close, the structures of Maxims Tower, Hotel Michael, Hard Rock Hotel Singapore and Festive Hotel began rising from the ground from the third quarter of 2008. The seven-storey steel frame for *The Revenge of the Mummy* indoor ride also began to take shape, while more than 40% of the works under the bridge building contract awarded to McConnell Dowell was completed.

2008 also saw RWS making appearances in several marketing and trade shows, namely the China International Travel Mart, Pacific Asia Travel Association (PATA) Travel Mart, Asia-Pacific Incentive & Meetings Expo (AIME) and International Tourismus Borse (ITB) Berlin. These events were ideal to showcase the attractions and facilities that the resort could offer to the travel trade, consumers and business travellers.

Genting International remains committed to delivering its proposal for RWS - a trailblazing tourism product with universal appeal, a "must-see, must-visit" destination that will be a unique landmark attraction in Singapore.

Resorts World SENTOSA

A sneak peek at RWS in 2010

Universal Studios Singapore®

Theme park and roller coaster fans in the region will have something to shout about when Universal Studios Singapore® ("USS") opens in RWS come early 2010. An anchor attraction of RWS, USS is Southeast Asia's first and only Universal Studios theme park, and will feature 24 rides and attractions in 7 themed zones, 18 rides of which will be specially designed or adapted for Singapore.Visitors can look forward to brand new rides as well as popular favourites such as The Revenge of the Mummy and the Waterworld stunt show.

FestiveWalk

The main thoroughfare of the integrated resort, FestiveWalk is a half-kilometre stretch of waterfront restaurants, trendy clubs and concept stores. Pulsating with 24/7 action and activity, it will have roving and street performances, and entertainment for the whole family to enjoy.

Resorts World Casino™

The Resorts World Casino™, located within Maxims Tower, will feature exclusive gaming rooms, suites and lounges.

Le Vie Theatre

The dual purpose 1,600-seat Le Vie Theatre, which doubles as a Plenary Hall, is located within Festive Hotel.

Maxims Tower

Maxims Tower, an all-suite luxury hotel with more than 120 rooms, offers 24-hour butler service and exclusive, discreet and pampering hospitality.

Hotel Michael

The 470-room Hotel Michael showcases the design masterpiece of American designer and the integrated resort's master architect Michael Graves. Hotel Michael will display the breadth and depth of Michael Graves Associates' work, from furniture and paintings to cutlery and linen.

Festive Hotel

The family-themed Festive Hotel will offer more than 390 rooms. Situated in the heart of the integrated resort, it is a stone's throw away from FestiveWalk.

Hard Rock Hotel Singapore

Among the four hotels opening in early 2010 is Singapore's first and only Hard Rock Hotel, with more than 360 rooms. The Resorts World Ballroom, one of Asia's largest column-free ballrooms with seating for 7,300 delegates, will be located at Hard Rock Hotel Singapore. The ballroom can be further divided into smaller ballrooms or separate plenary halls, making Hard Rock Hotel Singapore and RWS the preferred venue for conventions, meetings, seminars, concerts, performances as well as banquets in this part of the world.

Public Attractions

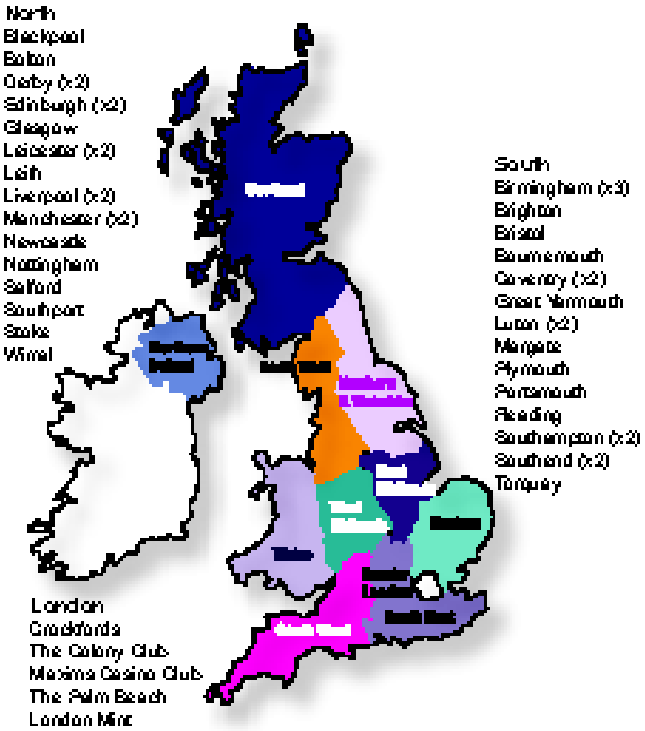
A mega-entertainment hub, RWS will offer visitors various public attractions and performances including the Crane Dance. Designed by Jeremy Railton, a four-time Emmy winner and a prolific art director and production designer, the Crane Dance is a multimedia animatronics spectacle that depicts the touching love story of a pair of cranes. This light, laser and sound spectacular will be performed at the waterfront.

Jeremy will be behind some of the other performances and shows that can be enjoyed at FestiveWalk, including a unique water sculpture show incorporating light and sound effects.

... and more to come in the future!

GENTING UK

www.gentinguk.com



Genting UK Casino Properties

Genting UK operates five casinos in London, including four of the most prestigious in the capital, namely *Crockfords Club, The Colony Club, Maxims Casino Club* and *The Palm Beach*. Each casino offers a unique experience, providing an exciting range of games in a relaxed and luxurious environment.

2008 has been a very challenging year for the UK casino industry. The full impact of the legislative changes implemented in 2007 was felt in 2008. The impact was further exacerbated in the second half of 2008 by the UK economy slipping into recession.

Separately, in response to the smoking ban implemented by the UK Government in July 2007 for all public enclosed areas in England and Wales, Genting UK had modified all its casinos to enable access to external smoking areas where possible.

The Palm Beach

2008 also saw the full impact of the removal of Section 21 gaming machines mandated in late 2007. This has reduced the range and number of gaming machines that Genting UK can offer to its customers, resulting in a detrimental impact on the company's financial performance.

Genting UK took significant action during the year to reduce its cost base to a more sustainable level, while ensuring that it remained able to fully support the business and its customers. For instance, the opening hours in all its casinos have been reviewed and reduced in a number of locations to more closely match customer demand. In London, Genting UK introduced 24-hour gaming at Crockford's after an initial trial period at The Colony Club. This move complemented the new enhancement works and facilities at Crockfords.

Genting UK's cost management drive has, unfortunately, involved a number of redundancies, which has been essential to ensure the long-term strength of the business. Genting UK will continue to focus on maximising efficiency and maintaining high standards of customer service.

During the year, a number of refurbishments and enhancements took place at the casinos.

Crockfords Club *(www.crockfords.com)* is the oldest private gaming club in the world and has catered to the elite since 1828. William Crockfords earned his reputation as "Father of British gaming" by offering the fairest gaming and finest dining, a hallmark that continues to this day.

Housed at 30 Curzon Street, Crockfords was expanded during 2008. The purchase of the adjoining building allowed the creation of two additional floors of private gaming facilities complete with smoking terraces. An exclusive business centre was introduced, specifically designed to meet the needs of international players. The year also witnessed the adoption of 24-hour operations in gaming and the addition of a ballroom, which can seat up to 90 guests.

Introducing the new VIP business centre "The Lounge at Crockfords"

Maxims Casino Club

The Group's first online casino brand, CircusCasino.com

The Colony Club *(www.thecolonyclub.com)* remains the most stylish and contemporary casino in London. Adjacent to the Metropolitan Hotel and opposite the Hilton Park Lane, the newly renovated club is perfectly suited to cater to the upper-middle and high-level players.

Maxims Casino Club *(www.maximsclub.com)* is the most prestigious club within the Royal Borough of Kensington and Chelsea. A short walk from Kensington Palace and its gardens, this exclusive and intimate club offers attentive gaming for its discerning clientele. The club has a high-stakes poker game that is popular with local and international players.

The Palm Beach *(www.thepalmbeach.com)* is situated in Berkeley Square in Mayfair and features one of the most vibrant gaming rooms in London. The club has two customer entrances, a main entrance and a direct entrance from the lobby of the five-star Mayfair Hotel.

London Mint *(www.cromwellmint.com)* is located at 43/45 Cromwell Road in a conservation area opposite London's Natural History Museum. London Mint is a busy and vibrant club in the heart of South Kensington. After a very successful refurbishment that was completed in December 2008, the club now exudes a modern feel and atmosphere.

Genting UK operates 40 provincial casinos across the UK. Of the three Circus casinos opened in 2007, the Edinburgh casino has been particularly successful while the Liverpool and Nottingham casinos have taken longer to establish themselves. As part of a business review, two casinos were closed during the year; one in Luton and one in Bristol. Genting UK, however, remains represented in these areas with one casino operating in each area.

The Group's loyalty card programme, *WorldCard* is now in place at three casinos in the northwest of the UK, namely in Liverpool Circus, Manchester Circus and Salford Mint. Initial response to the programme has been promising.

Online Casino
www.circuscasino.com

Genting International launched its first online casino brand, CircusCasino.com in June 2008. CircusCasino.com is operated by Genting Alderney Limited (formerly known as Genting Stanley Alderney Limited) and is based in the Channel Islands. CircusCasino.com offers more than 200 games including poker, blackjack, roulette and baccarat. Players from all over the world are able to access this website and view the "Play for Fun" games. However, at present, only players from the UK, Isle of Man and Channel Islands and certain European countries are able to deposit fund and participate in "Play for Real" games. Online casino gaming is a very competitive and crowded market and the business has started slowly. It is still early days for this business but the momentum is building.

A unique poker tournament held in 2008 brought together players from both online and land-based Circus Casinos, with finals taking place at the Star City Circus Casino in Birmingham. The collaboration showed the potential of attracting land-based members to the online offerings and increasing the awareness of the online offerings.

Genting UK

London Brands | **Provincial Brands**

Implementing the new Trend-D display at Genting Highlands Resort, Malaysia.

Self check-in kiosks

International Sales and Marketing Services

Genting International is the appointed and exclusive international marketing and sales coordinator for Genting Highlands Resort outside Malaysia.

In 2008, we added a few more offices in the Asian cities, namely Tokyo, Beijing, Guangzhou, Hanoi, Chennai and Bangalore to expand our global network of international sales offices and agents, which spans Singapore, Hong Kong, China, India, Thailand, Indonesia, Vietnam and the Middle East. Our sales offices have been active in the sales and marketing of events, fairs and exhibitions worldwide, targeting visitors from different market segments.

Working together with the team from Genting Highlands Resort, the International Sales and Marketing team attracted 2.4 million foreign visitors to this award-winning integrated resort in Malaysia in 2008. In addition, the International Sales and Marketing team attracted about 124,000 foreign visitors to the Awana chain of resorts in Malaysia, comprising Awana Genting Highlands Golf & Country Resort, Awana Kijal Golf, Beach & Spa Resort and Awana Porto Malai, Langkawi. The International Sales and Marketing team has also been a key driver in the pre-opening marketing and promotional activities for RWS in Singapore in 2008.

Promoting the cashless society with a wide range of prepaid/gift cards (top) and loyalty cards (bottom).

WorldCard Loyalty Programme

In 2008, the WorldCard's membership base grew to approximately 2.7 million members. The loyalty programme has 392 participating merchants with 1,914 outlets located throughout Malaysia, Singapore and Hong Kong. Several WorldCard marketing promotions were rolled out in 2008, including the "888" promotion (which allowed members to redeem room packages with fewer WorldCard points), the WorldCard Movie Mania campaign (offering members attractive room and movie packages), the Holiday Card promotion (offering stored value cards at discounted prices) and the launch of a MICE privilege card exclusively for MICE delegates.

www.worldcard-shopping.com and www.worldcard-travel.com were developed to allow WorldCard members to redeem their points for various lifestyle offers and to establish a unique online community. In addition, 340,000 private label cards were issued, contributing S$19.0 million (RM45.5 million) in sales.

IT Application Related Services

Genting International's Support Services unit provides IT applications related services to the Genting Group and third parties. The services include the management of the Group's call centre and the WorldCard loyalty programme, the provision of technology solutions and enhancements to the Group's business functions, as well as the management of the Genting Highlands Resort's website, www.genting.com.my.

The Genting Group's call centre, WorldReservations Centre ("WRC"), handled calls that generated revenue of S$70.7 million (RM170 million), while online sales contributed S$10.4 million (RM25 million). Over 2 million room bookings were received through WRC's various reservation channels including telephone, web, email, fax and mobile SMS. WRC clinched the Bronze Award for Best In-house Contact Centre at the 9th CCAM Annual Contact Centre Awards 2008 in Malaysia.

Various enhancements and software upgrades were implemented in Genting Highlands Resort during the year. The team implemented a new state-of-the-art key card system, which was integrated with the Genting Hospitality Property Management System at First World Hotel. This enables the issuance of automated key cards and reduces the check-in time for hotel guests. The self check-in kiosks provide guests with their room keys promptly, following a simple three-step process. Trend-D display units featuring table game results and trends were set up, allowing customers to keep track of game results, while a new database management software has enabled the marketing team to build a stronger customer loyalty base in 2008.

Asiatic Indah Oil Mill, Sabah

Fresh fruit bunch

PLANTATION

www.asiatic.com.my

The Malaysian oil palm industry underwent a volatile time in 2008. The surge in market demand in the first half of the year offset a weaker second half, resulting in a net overall improvement in the performance of the industry in 2008. The industry's export earnings rose by 44% to RM65 billion (2007: RM45 billion), on the back of an increase in crop production and higher average CPO price in 2008.

Asiatic Development Berhad ("Asiatic") spearheads the Plantation Division of the Group. In line with the industry's performance, the average selling price per metric tonne of crude palm oil achieved by Asiatic was RM2,822 (2007: RM2,500) and for palm kernel was RM1,595 (2007: RM1,445). Despite having to contend with volatile market conditions, high fertiliser prices and other challenges, the Plantation Division's performance in 2008 reached new height, breaking the records it achieved in 2007. The Plantation Division had its best year ever, with total revenue rising 11% to reach RM936 million (2007: RM846 million) and pre-tax profit increasing by 6% to RM458 million (2007: RM429 million).

Production of fresh fruit bunches ("FFB") increased to 1.23 million metric tonnes in 2008 from 1.21 million metric tonnes in 2007, boosted by stronger yield and an increase in harvesting area. Yield per mature hectare improved to 22.6 metric tonnes in 2008 (2007: 22.4 metric tonnes). Harvested area also continued to increase as more young areas in Sabah, particularly in the Asiatic Indah and Asiatic Permai estates, came into maturity.

Total FFB intake in Asiatic's five oil mills in Malaysia including purchases from external sources was 1.22 million metric tonnes in 2008 (2007: 1.28 million metric tones). The lower FFB intake was due to a disruption in crop evacuation amid unfavourable weather conditions experienced in the early months of 2008. Oil extraction rate was marginally lower at 20.63% in 2008 (2007: 20.70%).

As part of its continuing efforts to enhance operating efficiency at the estates, the Division expanded the adoption of mechanisation such as the use of Huka bins, mechanically assisted collection and mechanically assisted sprayings.

In 2008, the Division applied to participate in the Oil Palm Replanting Incentive Scheme initiated by the government in the wake of the decline in palm oil prices. The government has allocated RM200 million for the scheme to encourage planters to replant oil palm trees of above 25 years of age.

The construction of Asiatic Indah Oil Mill, which commenced in March 2007, progressed smoothly over the course of 2008. The oil mill is on track for commissioning in April 2009. Located on the site of the Asiatic Indah Estate in Tongod, Sabah, the 30-metric tonne-per-hour facility will be the Division's sixth oil mill in Malaysia.

On 26 June 2008, PT Asiatic Nusantara, a regional office and management company, was established in Jakarta to spearhead the Division's plantation expansion in Indonesia.

2008 marked the third year of operations for PT Sepanjang Intisurya Mulia ("PT SISM"), the Division's joint venture with its Indonesian partner in the Ketapang district, West Kalimantan. Planting activities gathered pace with total planted area of 6,148 hectares at the end of 2008 (2007: 1,716 hectares). To cater to future planting needs, the nursery was expanded to 134 hectares with a capacity of 1.74 million seedlings in 2008 (2007: 102 hectares).

On 11 June 2008, the Division entered into a joint venture to develop 45,000 hectares for oil palm cultivation in the Regency of Kapuas, Central Kalimantan. The area to be developed is provisional under "Location Permit" ("Izin Lokasi") and is subject to a cadastral survey and issuance of the "Rights to Use" ("Hak Guna Usaha").

PLANTATION STATISTICS

Area Hectares (Oil Palm)	2008			2007		
	Malaysia	Indonesia	Total	Malaysia	Indonesia	Total
Mature	54,379	-	54,379	54,104	-	54,104
Immature	5,322	6,455	11,777	5,594	1,716	7,310
Total Planted Area	**59,701**	**6,455**	**66,156**	**59,698**	**1,716**	**61,414**
Unplanted Area	1,787	7,588	54,375	2,573	12,440	15,013
Buildings, Infrastructure, etc.	3,994	218	4,212	3,234	105	3,339
Property Development	366	-	366	426	-	426
Total Titled Area	**65,815**	**14,261**	**80,109**	**65,931**	**14,261**	**80,192**
Provisional Area under Izin Lokasi	-	45,000	45,000	-	-	-
Total Land Area	**65,815**	**59,261**	**125,109**	**65,931**	**14,261**	**80,192**
FFB Production (T)			1,233,048			1,208,140
Yield Per Mature Hectare (T)			22.6			22.4
Average Selling Prices						
Crude Palm Oil (RM/T)			2,822			2,500
Palm Kernel (RM/T)			1,595			1,445

Mulia Estate, West Kalimantan

On 12 August 2008, the Division entered into another joint venture agreement to develop 15,800 hectares of oil palm land in the Regency of Ketapang, West Kalimantan. Subsequently, the "Rights to Use" title has been applied for an area of 8,518 hectares, pursuant to a cadastral survey and measurement of land.

As the expansion programme in Indonesia moves forward, the Division is committed, at the same time, to fulfil its responsibilities to the local communities. In 2008, the Division commenced work on the Plasma scheme, a government programme that requires oil palm companies to assist local smallholders develop new plantation. This included taking the initial steps to identify a suitable location for the scheme and carrying out preliminary socialisation activities jointly with local authorities. To ensure the success of the scheme, a steering committee has been formed to coordinate all relevant matters.

BIOTECHNOLOGY

www.acgt.asia

Asiatic Centre for Genome Technology ("ACGT") aims to develop and commercialise genomics-based solutions that can enhance crop productivity and value. Having set its sights firmly on the improvement of oil palm and jatropha, ACGT is currently focused on research and development ("R&D") in genome sequencing, biomarker discovery and metagenomics.

ACGT achieved a major milestone in 2008. On 21 May 2008, ACGT along with its partner and collaborator, Synthetic Genomics, Inc., announced the completion of the first draft assembly of the oil palm genome at the World Congress of Information Technology 2008 held in Kuala Lumpur. This breakthrough is testament to the speedy progress ACGT is making in developing higher yielding oil palms that will be invaluable to the industry in light of the increasing scarcity of arable land.

During the year, ACGT also made headway in researching the jatropha genome. In January 2008, it commenced its jatropha whole genome-sequencing project and completed the setting up of ACGT Jatropha Experimental Station ("AJES") in Sepang. AJES is established to explore commercial applications of jatropha as an economic plantation crop, complementing the genomics R&D being carried out on the plant. The briefing centre hosted many distinguished visitors during the year, including the then Minister of Plantation Industries and Commodities, YB Datuk Peter Chin Fah Kui.

ACGT recognises that scientific collaborations are important in enabling results to be achieved in a shorter time, thus reducing the cost of R&D. As such, it has been in a strategic partnership with the US-based Synthetic Genomics, Inc. since 2007 and has also established a technical partnership with the J. Craig Venter Institute ("JCVI"), through which its scientists receive training and technical assistance. In a move that will further strengthen Malaysia's position as a world leader in oil palm research, ACGT signed a Memorandum of Understanding with the Malaysian Palm Oil Board on 24 July 2008 to collaborate on oil palm genomics research.

Signing of Memorandum of Understanding with the Malaysian Palm Oil Board on 24 July 2008.

ACGT Jatropha Experimental Station, Sepang.

Announcing the completion of the first draft assembly of oil palm genome

Participation at World Congress on Information Technology 2008.

In 2008, ACGT participated in two major exhibitions. It was the pinnacle partner sponsor of the World Congress on Information Technology 2008 held in May. Its exhibition booth, which featured a suspended oil palm tree, drew many illustrious visitors including Yang di-Pertuan Agong Tuanku Mizan Zainal Abidin, the then Prime Minister YAB Dato' Seri Abdullah Ahmad Badawi and Minister of Science, Technology and Innovation YB Datuk Dr Maximus Ongkili. ACGT's efforts to educate the public on oil palm through its innovative exhibits and creative booth design were recognised when it won the "Most Outstanding Booth Award" at the event.

In October, ACGT participated in BioMalaysia 2008 and won another award for its booth design. The exhibition booth focused on educating visitors on jatropha and its potential as biofuel. The event, organised by Malaysian Biotechnology Corporation Sdn Bhd is touted as Malaysia's premier and largest biotechnology conference and exhibition. ACGT's Chief Scientific Officer, Dr Cheah Suan Choo, was invited to speak at the conference on the topic "Creating New Crops for Food & Fuel".

The year saw ACGT's R&D team expanding to 31 scientific managers and executives, as well as three consultants. Three scientists received training in DNA sequencing and bioinformatics at JCVI in Rockville, Maryland, USA in 2008. ACGT's laboratory is also undergoing an expansion to include a High Performance Computing Cluster (HPCC) while a new DNA resequencing laboratory will be established with the assistance of JCVI.

BioMalaysia 2008

Residential development in Asiatic Indahpura, Johor

PROPERTY

www.asiatic.com.my

The deteriorating global economic landscape meant that 2008 was another trying period for the property sector as consumer confidence waned. In general, the sale of properties across all three major sub-sectors of the market, namely residential, commercial and industrial were adversely affected.

The Property Division registered revenue of RM117.6 million in 2008 (2007: RM81.7 million) despite the slowdown in the global economy. The Division's profit before tax in 2008 was 13% higher at RM25.9 million in 2008 (2007: RM23.0 million). The Division is led by Asiatic Land Development Sdn Bhd, which develops the Asiatic brand of properties in Malaysia.

Asiatic Pura Kencana in Sri Gading, Batu Pahat, Johor, the Group's fourth property project, was the leading revenue contributor, achieving total sales of RM47.3 million for the year. About 63% of the total sales value was derived from new launches of single- and double-storey terrace and semi-detached houses. The rest came from the sale of double-storey shop offices, which were launched in 2007.

Asiatic Indahpura in Kulai, Johor came in a close second in terms of revenue contribution. The project achieved total sales value of RM44.5 million, of which more than 50% was from the sale of single-storey terrace houses and double-storey terrace houses .

The Group's maiden project, **Asiatic Cheng Perdana** in Melaka, which has reached the tail end of its development, generated RM2.8 million in sales.

Development activities in **Asiatic Permaipura**, Kedah were relatively subdued due to market conditions. The Permaipura Golf and Country Club, one of the popular golf clubs in Kedah, performed reasonably well despite strong competition from other golf clubs. Asiatic Permaipura continued its marketing efforts by introducing innovative tournament packages to attract more local and foreign golfers to the club.

The Kijal Beach Resort Apartments, which are strategically located beside Awana Kijal in the east coast of Terengganu, registered an average rental occupancy rate of 54% in 2008 (2007:66%). The 87 units of apartments offer panoramic views of the South China Sea and overlook the 18-hole championship golf course at Awana Kijal.

Semi-detached houses, Asiatic Pura Kencana.

Kijal Beach Resort Apartments, Terengganu

Location Map of Genting Power Plants

Kuala Langat Power Plant, Malaysia

POWER

www.gentingsanyen.com

Genting Power Holdings Limited

Genting Power Holdings Limited spearheads the Power Division. In 2008, the Division recorded an increase in revenue to RM1,564.0 million (2007: RM1,491.6 million), while profit before tax dropped significantly to RM193.6 million (2007: RM505.9 million). This was mainly due to the exponential increase in fuel cost incurred by its 724MW Meizhou Wan coal-fired power plant in China and a provision by Genting Sanyen Power Sdn Bhd, its subsidiary in Malaysia, due to the imposition by the Government of Malaysia of a one-off contribution to the Government in lieu of a yearly windfall profit levy. In total, the Power Division has net attributable generating capacity of about 1,450MW.

The Division owns and operates five power plants in two countries, namely the 58.62%-owned 720MW Kuala Langat Power Plant in Malaysia; the 100%-owned 724MW Meizhou Wan Power Plant in Fujian Province, China; the 80%-owned 76MW Nanjing Power Plant, the 60%-owned 109MW Suzhou Power Plant and the 60%-owned 42MW Wuxi Power Plant. The Nanjing, Suzhou and Wuxi plants are all in the Jiangsu Province, China.

In India, the Division has significant interests in two power plants, namely the 30%-owned 368MW Lanco Kondapalli Power Plant in Andhra Pradesh and the 36.26%-owned 113MW Aban Power Plant in Tamil Nadu.

Bio-Oil Activities

Genting Bio-Oil Sdn Bhd ("GBO") commissioned its bio-oil pilot plant in Ayer Itam, Johor in 2006. The purpose of the pilot plant is to convert empty fruit bunches from oil palm plantations into bio-oil, a source of fuel that could be used for direct co-combustion at power plants and boilers to generate heat and electricity.

GENTING Bio-Oil

Breakthrough Technology for Renewable Energy

The bio-oil pilot plant in Ayer Itam, Johor

Although the pilot plant continues to demonstrate full cycle production from empty fruit bunches into bio-oil, it is undergoing engineering upgrades. The basic design and engineering work for the upgrading of the pilot plant to commercial scale started in March 2008 and was completed in September 2008.

GBO is looking at technical collaboration and business partnership to develop a variety of biomass sources and to enable downstream integration of the bio-oil technology. Research and development is being carried out in upgrading the uses of bio-oil, e.g. stationary diesel engine application.

Lanco Kondapalli Power Plant, India

Meizhou Wan Power Plant, China

Testing of the exploration well on the Anambas PSC, Indonesia.

OIL AND GAS

www.gentingoil.com

Genting Oil & Gas Limited

The Oil & Gas Division, spearheaded by 95%-owned subsidiary Genting Oil & Gas Limited ("GOGL"), undertakes the exploration for and production of oil and gas. It has operations and offices in China, Indonesia and Morocco. Genting Oil & Gas Sdn Bhd provides management and technical services to the Division. The Division operates and produces oil from an onshore oilfield under a Petroleum Contract with Sinopec. In Indonesia, the Division has interests in four Production Sharing Contracts, which have been signed with BPMIGAS (Indonesia's oil and gas supervisory body), and the Division operates three of these contracts. In 2008, the Division's revenue increased by 28% to RM182.7 million (2007: RM142.9 million) while its profit before tax increased by 50% to RM73.5 million (2007: RM49.0 million).

In **China**, Genting Oil & Gas (China) Limited ("GOGC") continued production and operations at its onshore Zhuangxi Buried Hill ("ZBH") Oilfield in Shandong Province, in which it has a 100% working interest. In 2008, the oilfield produced 1.47 million barrels of oil (2007: 1.51 million barrels). Under the terms of the ZBH Petroleum Contract with Sinopec and after various deductions, GOGC was entitled to 711,865 barrels (2007: 701,000 barrels). This oil was sold to Sinopec at an average price of US$77.00 per barrel (2007: US$58.58 per barrel). The year saw volatile commodity price movements with selling prices rising to as high as US$120.34 per barrel and dropping to a low of US$35.11 per barrel at the end of 2008.

Four new development wells were drilled in 2008 and well ZG40-D4 was successfully fractured with acid to increase the oil production. A new light-oil gathering and metering system was constructed and this is expected to be fully operational in 2009.

In **Indonesia**, the Division has working interests in four Production Sharing Contracts, namely in Northwest Natuna PSC (100% interest), Anambas PSC (100% interest), West Salawati PSC (49.99% non-operated interest) and in May 2008 it added the Kasuri PSC (100% interest). All four PSCs have been signed with BPMIGAS (Indonesia's oil and gas supervisory body). All are in their exploration stages with Northwest Natuna moving towards development.

The Kasuri Block, covering 3,534 square kilometres in area, is located onshore of Bomberai Peninsula in West Papua. It is situated adjacent to the Vorwata, Roabiba, Ofaweri, Wos and Ubadari Gasfields, which lie offshore in Berau Bay. These fields (beginning with Vorwata in the east) will provide gas to the Tangguh Liquefied Natural Gas ("LNG") Plant located on the northern side of the Kasuri Block. The Kasuri Block contains several prospects and leads that are similar in nature to the offshore Tangguh gasfields.

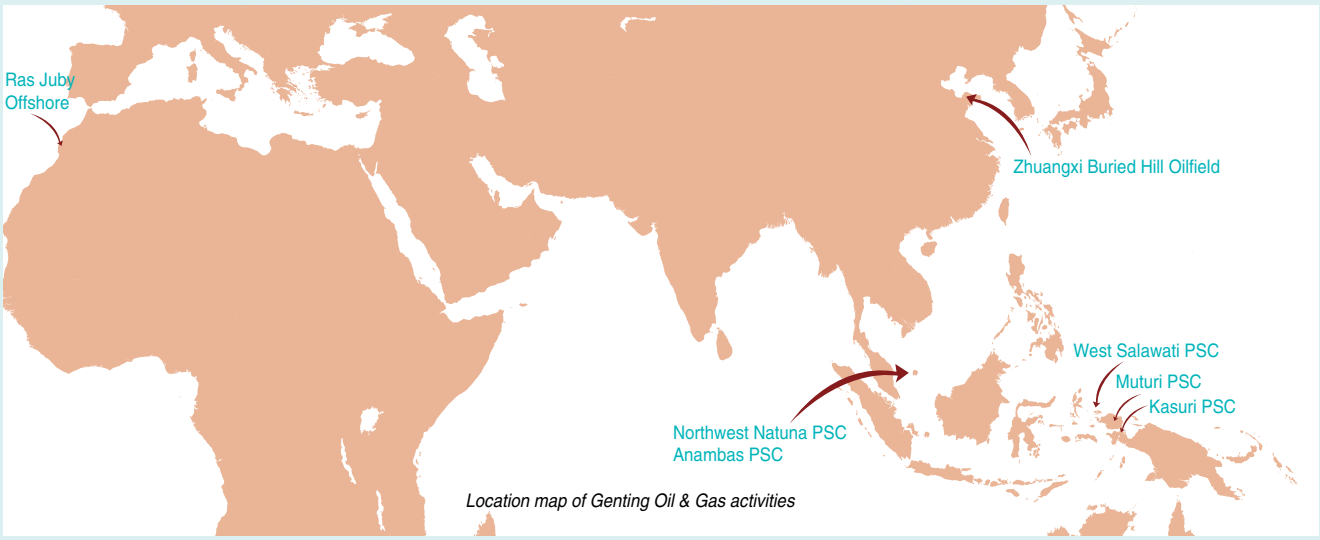
The Division continued to monitor its future rights (under a 2001 contract with BP Global Investments Ltd) to long-term cash flows based on petroleum production from the Muturi PSC (located immediately north of the Kasuri PSC in West Papua). Monthly payments from this "deferred consideration" are expected to begin in the second half of 2009 when the Tangguh LNG Plant starts producing and selling gas from the Vorwata Gasfield. The first two Tangguh LNG Trains and related facilities were completed at the end of 2008. The value of the "deferred consideration" cannot be quantified until after the start of production and therefore has not been recognised in the financial statements.

Genting Oil Natuna Pte Ltd ("GONPL") as operator of the Northwest Natuna PSC has been undertaking development planning for the Ande Ande Lumut Oil Field that was discovered by GONPL in 2006. This work involves close liaison with the Indonesian supervisory body 'BPMIGAS'.

Sanyen Oil & Gas Pte Ltd, which operates the Anambas PSC in West Natuna has finalised its plans to drill an appraisal well called "Anambas-2X" on the Anambas Gas Condensate Discovery. This well will be a down-dip appraisal of the 2006 Anambas-1X gas and gas condensate discovery and will be drilled when a suitable drilling unit becomes available.

In **Morocco**, the Division via Genting Oil Morocco Limited ("GOML") holds a 75% working interest and operatorship of the Ras Juby Offshore Exploration Permit under a Petroleum Agreement with ONHYM. The Ras Juby Block contains the Cap Juby Heavy Oil Discovery over which GOML has acquired, processed and interpreted a 3D seismic survey. In 2008, various studies were undertaken to ascertain the nature of the Cap Juby oil accumulation and to determine the oil-in-place, possible recoverable volumes as well as various appraisal and development options.

Note: The photos of the drilling rigs shown in this annual report are for illustrative purpose only and the vessels shown are not assets of the Group or Company.



Location map of Genting Oil & Gas activities

Tan Sri Lim Kok Thay receiving the G2E Asia Visionary Award for the late Tan Sri (Dr.) Lim Goh Tong.

Tan Sri Lim Kok Thay receiving the Brand Personality Award from former Prime Minister, Tun Dr. Mahathir Mohamad at the BrandLaureate Awards 2008.

RECOGNITION

The Genting Group has received numerous recognitions for its commitment to high quality standards and management excellence. Major awards of excellence received in 2008 include:

- The late Tan Sri (Dr.) Lim Goh Tong, Founder of Genting Group - ***G2E Asia Visionary Award*** by Global Gaming Expo & Macau Business Magazine.
- Tan Sri Lim Kok Thay - ***Brand Personality Award*** by Asia Pacific Brands Foundations (APBF).
- Genting Berhad - ***Most Highly Rated Malaysian Brand*** by Brand Finance plc.
- Genting Group - ***Asia's Best Companies on Corporate Governance*** by Corporate Governance Asia.
- Genting Highlands Resort - ***World's Leading Casino Resort 2008, Asia's Leading Casino Resort 2008 and Asia's Leading Family Resort 2008*** by World Travel Awards.
- Resorts World Bhd (Genting - City of Entertainment) - Ranked No. 4 in ***Malaysia's Most Valuable Brand 2008*** by Association of Accredited Advertising Agents Malaysia & The Edge.
- Resorts World Bhd - ***Malaysia's Top 10 Brands*** by Brand Finance plc.
- Resorts World Bhd - ***Best Brands in Leisure and Hospitality*** and ***Societe Award for Best Brands in Humanitarian - Philanthropy*** by Asia Pacific Brands Foundations (APBF).
- WorldReservations Centre (WRC), Resorts World Bhd - Bronze Award for ***Best In-House Contact Centre (Over 50 seats)*** by The Customer Relationship Management and Contact Centre Association of Malaysia (CCAM).
- Genting - No. 5 in ***Best Managed Company***, No. 6 in ***Best Corporate Governance*** and No. 4 in ***Best Investor Relations*** by Finance Asia.
- Genting Berhad - No. 6 in ***Asia's Most Admired Companies: Malaysia (Overall)***, No. 7 in ***Asia's Most Admired Companies: Malaysia (Innovation)***, No. 2 in ***Asia's Most Admired Companies: Malaysia (Long-term vision)*** and No. 1 in ***Asia's Most Admired Companies: Malaysia (Financial reputation)*** by The Wall Street Journal.
- Resorts World Bhd - No. 10 in ***Asia's Most Admired Companies: Malaysia (Overall)*** and No. 10 in ***Asia's Most Admired Companies: Malaysia (Innovation)*** by The Wall Street Journal.
- Genting International P.L.C. (Rights Issue of S$2.2 billion) - ***Best Secondary Offering in South East Asia*** by Alpha South East Asia.
- Asiatic Centre for Genome Technology Sdn Bhd - ***Most Outstanding Booth*** by World Congress on Information Technology 2008.
- Asiatic Centre for Genome Technology Sdn Bhd - ***Best Booth*** by BioMalaysia 2008.

Genting Berhad
Most Highly Rated Malaysian Brand
(Brand Finance)

Genting Highlands Resort
World's Leading Casino Resort
Asia's Leading Casino Resort
Asia's Leading Family Resort
(World Travel Awards 2008)

CORPORATE SOCIAL RESPONSIBILITY

The Group is committed to being a socially responsible corporation, mindful of the long-term interests of its stakeholders, including shareholders, customers, employees, business partners, local communities and other organisations. The Group has always focused on contributing to the sustainable development of the economy and community welfare and care for the environment and its employees in countries where the Group operates. These practices have always been an integral part of the Group's business ethics and reflect the Group's continuous pursuit to enhance its corporate values through the adoption of good business practices.

ENVIRONMENT

Environmental sustainability is one of the key areas of interest for the Group.

During the year, several measures were adopted at Genting Highlands Resort to help reduce electricity consumption and the heat load for the air-conditioning system including the installation of variable speed drives to reduce energy consumed by motors and the installation of energy-saving light bulbs in the casino, hotel rooms and car parks. To reduce diesel consumption, RWB installed heat recovery systems such as economisers and air pre-heaters at steam plants. A steam trap with stationary parts was also used to avoid unnecessary steam loss. These measures helped reduce diesel consumption by 15% in 2008.

RWB also successfully reduced water consumption by installing flow restrictors to minimise flow rate in selected areas and effectively reduce water volume per flush for water cistern tanks.

Waste management efforts included replacing conventional lights with smaller long-life energy-saving lights, using recycled paper in back offices, and collecting recyclables such as plastic wastes, scrap metals and aluminium cans to be sent to recycling centres. RWB has also identified the types of scheduled waste generated and engaged an authorised contractor to recycle and treat them.

Various initiatives were implemented to prevent pollution of natural resources, such as the Yearly Sanitary Survey on the water supply system. Based on the survey, remedial actions were identified to prevent water pollution. Additionally, 110% containments for the diesel tanks are installed and the diesel piping is checked daily to eliminate the risk of water contamination due to leaking diesel. Air pollution is prevented by the installation of air pollution control equipment to treat flue gas before it discharges as well as regular monitoring on flue gas quality.

The Group via Asiatic has been supporting the Roundtable on Sustainable Palm Oil ("RSPO") since 2004 to promote the growth and use of sustainable palm oil through various co-operation with suppliers and other stakeholders. Asiatic established a Sustainability Department and has put in place various plans to meet the challenges of complying with the standards of the RSPO Principles and Criteria.

In June, Asiatic formed a partnership with DuPont Malaysia Sdn Bhd to recycle used High Density Polyethylene containers, a project that involves all estates in Peninsular Malaysia. The Group intends to participate in global carbon emission reduction efforts via collaborations in Clean Development Mechanism projects at its mills.

Asiatic is the first plantation company to participate in the World Wide Fund for Nature (WWF) Malaysia's "Partners for Wetlands" programme since 1999. In support of WWF's tree planting programme initiative to conserve the Kinabatangan floodplains, Asiatic has dedicated 86.5 hectares of riparian reserves to this project for rehabilitation and reforestation. As at the end of 2008, some 11,300 trees have been planted, covering an area of 22 hectares. Asiatic will continue with the efforts to support the restoration of the region's rainforests, which are an important habitat for indigenous animal species.

Genting Highlands Resort

Good agricultural practice to reduce soil erosion - terracing at slopes.

"Partners for Wetlands" programme at Lower Kinabatangan with WWF.

Various indigenous wildlife.

RWS via its Marine Life Park launched the Marine Life Fund in May 2008 in line with its continual commitment to marine conservation and research. The fund aims to sponsor research, education and conservation efforts related to marine life. Since the launch, RWS has disbursed funds to WildAid, a US-based non-profit organisation, for the direct protection of the Galapagos Marine Reserve in Ecuador.

Marine Life Park has also partnered conservationists from WildAid and Singapore's Animal Concerns Research and Education Society ("ACRES") to roll out long-term public education programmes. RWS continues to look for worthy conservation causes to support.

MARKETPLACE

The Group adheres to the highest standards of corporate governance by operating with integrity, transparency and accountability with the aim of enhancing shareholder value and achieving sustainable growth in our businesses. We abide by the principles of honesty and professionalism in all our business dealings. The Group's oil mills, for example, practise fairness in the grading and pricing of fruits received from smallholders, strictly adhering to the Malaysian Palm Oil Board's guidelines.

To support the advancement of the industries in which it is involved, the Group works in close cooperation with its peers and actively participates in related trade associations' activities.

The Group adopts continual engagement, open communication, timely and accurate disclosure of information to its stakeholders.

The Group's standard supplier contracts require conformity to the Environmental Control Act 1974 to ensure no emission, discharges or disposal of radioactive, toxic or harmful substances, chemicals, pollutants, contaminations or other wastes of any form on or under the Group's site.

The data centres were certified with the International Standard of ISO27001 for maintaining best practice in information security management system.

Research and Development team awarded the International Standard of ISO 9001: 2000 certificate.

The Group's standard and specific terms and conditions also require all contractors and subcontractors to comply with Occupational Safety and Health Act 1994 requirements to ensure good safety practices when working on or within the Group's properties. The contractors are also required to contribute to SOCSO or Workers' Compensation Insurance, Employee Provident Fund and other contributions for the benefit of their employees.

The Research and Development team was certified with the International Standard of ISO9001:2000 as part of its ongoing commitment to provide high quality in system design, development, installation, support and maintenance services, whereas the data centres were certified with the International Standard of ISO27001, ensuring that the team maintains best practice in information security management system. WRC was certified with ISO9001:2000 as part of its on-going commitment to provide high quality of customer service. Customer satisfaction surveys are conducted regularly to ensure that we maintain high quality service for our customers.

Signing of MOU with DuPont Malaysia Sdn Bhd for HDPE Containers Recycling Project.

Marine Life Fund, a Marine conservation effort from RWS.

Genting Sanyen's Family Day.

Resorts World Bhd Scholarship Award.

Participation in career fair to ensure that the Group hires, trains and retains the best talent.

WORKPLACE

The Group adopts a corporate philosophy that values its employees and emphasises the development of human resources. Over the years, the Group has expanded to comprise a global team of dedicated and motivated professional managers who have blended modern management techniques with traditional values of hard work, perseverance and integrity.

As at 31 December 2008, the Group has 27,296 employees, and 1,111 employees were honoured with Long Service Awards for 5, 10, 15, 20, 25, 30 and 40 years of service.

Various training conferences and team-building events were held in 2008 including RWB's 20th Senior Managers' Conference in Manila with the theme "Leading the Business of Tomorrow", Asiatic's 28th Management Conference in Bangkok, Thailand with the theme "Sustainability: The Way Forward" and Genting Sanyen's Senior Management retreat in Xin Jiang, China. Team-building workshops and annual family days were also held by the business divisions of the Group to foster team spirit amongst executives and staff.

In addition, the Group participated in various career fairs and recruitment drives, including the Annual Career Fair at Mid Valley City and career fairs at TAR College, Malaysia and in the UK to ensure that the Group hires, trains and retains the best talent.

Various seminars and talks focusing on work, health and lifestyle management were organised by the Group to promote a healthy and positive work environment for its employees.

In addition, employees also attended courses organised by universities supported by Genting Berhad. During the year, employees attended the 2-day CREATE 2008, which was organised by the AIESEC student organisation in Universiti Kebangsaan Malaysia and sponsored by Genting Berhad. About 180 students benefited from the topics discussed which included exploring creativity, photography, sound editing and graphic designing.

In 2008, 25 management trainees of RWB graduated and were absorbed into the various operational units. In addition, 19 fresh graduates were hired to undergo a structured development program for succession into various managerial positions.

Scholarships in the form of financial assistance were awarded to 25 deserving students to pursue the field of study that is relevant to our business. In developing a skilled workforce for the hospitality industry, RWB offered 78 candidates to participate in the Hotel Industry Apprenticeship Scheme (HIAS). These candidates will undergo their apprenticeship training in our hotels and are then offered full-time employment upon completion of their apprenticeship.

In Singapore, consistent with the aim of developing and strengthening the skills and work knowledge of employees, RWS has drawn up comprehensive training programme opportunities for staff members who are hired for Universal Studios Singapore®. Managers and supervisors will undergo a training stint of up to five months at Universal Studios Orlando to receive hands-on training and real life work experience.

RWS advocates fair employment practices and has extended employment opportunities for ex-offenders under the Yellow Ribbon programme, seniors and those with physical disability.

Deputy Chairman Tun Mohd Hanif bin Omar with the Group's long service award recipients, including Executive Director Tan Sri Mohd Amin.

Resorts World Bhd's 20th Senior Managers' Conference in Manila.

Genting Group participated for the fourth time in the charity-based Kuala Lumpur Rat Race 2008 on 19 August 2008.

aRWSome Kids' Date, a yearly charity event for children.

Wisma Genting Charity Week held on 1-5 December 2008.

COMMUNITY

The Group's community investment contribution are in line with our philosophy to contribute to the betterment of the society in which we operate. They fall within a clear set of priority areas.

Infrastructure Support and Services to Local Communities: The Group's contributions have reached out to different sectors of the community, irrespective of race and religion. The Group contributed to Majlis Kebajikan dan Pembangunan Masyarakat Kebangsaan Malaysia, as well as donating to Gang Yin Temple Raub for the Official Opening of Thousand Hands Kwan Yin Statue donated to the Sri Aathi Sankarar Ashramam Building Fund to expand its current facilities for young children, supported SMJK Phor Tay High School Building Fund for the relocation of its Penang school and to the Sri Thandayuthapani Temple.

The Group has provided Malaysian Volunteer Fire and Rescue Association (MVFRA) with a new ambulance for emergency rescue services in the Klang Valley. The Group also contributed to the Malaysian Red Crescent Society, Bentong District to aid in repairing and purchasing new life-saving apparatus, and to St John Ambulance Malaysia for its 24 Hours Highway Emergency Ambulance Service during festive seasons.

Youth development: As a corporate sponsor for the Montfort Boys' Town in Malaysia, the Group assisted in renovating 2,000 square feet of the centre's Bakery and Pastry department and purchased new baking equipment for the students. Internship and employment opportunities were offered to Montfort alumni and more than 10 alumni have secured jobs with the Group to date. The Group has also donated to Desa Kreatif, an integrated centre that provides creative skill development for youths. RWS made a donation to the President's Challenge 2008 Youth Talent Charity Concert organised by Lianhe Zaobao.

Education: The Group believes in enhancing the quality and status of education in the country and has supported various educational institutions. In memory of the Group's beloved late founder, Tan Sri (Dr.) Lim Goh Tong, who was a well-known philanthropist, the Group allocated a total of RM9.5 million to various organisations, including medical and educational institutions and charity homes. Of this, RM4.5 million was pledged to five leading institutions of higher learning in Malaysia in April 2008 at the official opening of the Tan Sri (Dr.) Lim Goh Tong Memorial Hall. Two endowment funds worth RM1 million each were established in his honour, namely with University of Malaya and Universiti Putra Malaya. Two education funds worth RM1 million each were established in his honour, namely with University Tunku Abdul Rahman and Tunku Abdul Rahman College. The Group also pledged RM500,000 to Malaysian Institute of Management ("MIM") to upgrade its library resources.

The Company hosted 40 MBA students and coordinators from the Wharton School, University of Pennsylvania under their Global Immersion Program for a third consecutive year in 2008. This event was followed by a half-day familiarisation trip to Genting Highlands Resort.

In addition, the Group supported the Malaysian branch of the Royal Asiatic Society to replenish the Malay Annals (Sejarah Melayu) in the hope of meeting the demands of scholars, students and Malay history enthusiasts. The Group also donated to numerous education funds like Tabung Kebajikan Pelajar Miskin Pahang and Yayasan Pendidikan Pelajar Melayu to help deserving students. The Group's support also extended to colleges and schools, such as Kolej Tunku Ja'afar, SK Kg Kuantan Batang Kali and SMK Victoria.

In the UK, the Group via Genting UK is committed to contribute to public education on responsible gaming, research into the prevention and treatment of problem gambling, and the identification and treatment of problem gamblers. Its voluntary contribution to the Responsibility in Gambling Trust supports these commitments by helping to fund research works by UK universities, education initiatives and registered charities.

The official opening of Tan Sri (Dr.) Lim Goh Tong Memorial Hall on 4 April 2008.

The official opening of Bakery and Pastry department of the Montfort Boys' Town on 30 April 2008, sponsored by the Genting Group.

Helping the underprivileged children through Borneo Child Aid Society ("Humana").

Tan Sri Lim Kok Thay giving out donations to various charitable organisations.

Underprivileged and Disability Groups: The Company initiated a charity week to coincide with the United Nation's International Day of Persons with Disabilities on 3rd December. Five charity-based organisations and the Genting Sports Club participated to sell various food and handicrafts at Wisma Genting, the Group's corporate head office building to raise funds and create awareness for the unfortunate. More than RM10,000 was raised during this charity sale. In conjunction with this event, an evening talk entitled "Empowering the Disabled" was organised for employees to create awareness about the disabled communities. Six certified masseurs from the Malaysian Association of the Blind were invited to the talk and provided trial massages to those who attended the evening talk.

The Group cares for the underprivileged and the disabled. In Malaysia, the Group hosted 2,174 children and senior citizens from 49 schools and organisations for festive celebrations at Genting Highlands Resort in 2008. A Christmas party was organised where the staff and management donated cash to help grant the wishes of the underprivileged. "RWB We CARE Team", RWB's community service volunteer team of 120 members, was formed in 2008 in line with the Group's effort to intensify community service efforts especially amongst employees. During 2008, the team regularly visited the Selangor Family Aid Association, Ulu Yam and Badan Amal Nur Zaharah, Janda Baik. The team assisted the homes to carry out maintenance work, gardening, cooking, cleaning, teaching and organised fun-filled games for the residents. During the festive season in December, the team donated food supplies to nine homes including Ampang Old Folks Home, Rumah Bakti, Rumah Peyakin, Good Samaritan and Pertubuhan Kebajikan Anak-anak Yatim.

Asiatic supports the advancement of underprivileged children through a partnership with the Borneo Child Aid Society ("Humana"), a not-for-profit organisation that provides primary education to poor children in remote areas who would otherwise have no access to basic education. So far, it has set up and is funding eight Humana learning centres in its estates.

In Singapore, RWS donated S$88,000 towards various causes like the MILK (Mainly I Love Kids) Fund, Beyond Social Services Fundraising dinner, and ChildAid by The Business Times, while RWS's aRWSome Kids' Date event treated some 300 kids from various Community Chest Family Service Centres and CDAC to a movie preview raising more than S$25,000 to the Straits Times School Pocket Money Fund, a charity that helps needy children stay in school.

Sports: In promoting health and sports, the Group has contributed substantially to help organisations execute various sporting events. These included the International Federation for Equestrian (FEI) World Endurance Championship with Malaysia as the host and the Group as a main sponsor, Le Tour de Langkawi, Kuala Lumpur International Marathon, Sultan Ahmad Shah Tioman International Eco-Challenge and the Selangor Tennis Association - Junior Development Programme. The Group has also supported Persatuan Kriket Melayu Malaysia, Olympic Council of Malaysia, Football Association of Malaysia and Pahang Football Association amongst others in sports development.

Culture and Arts: The Group worked alongside the Ministry of Culture, Arts and Heritage to promote arts and culture by sponsoring the participation of local artists in the World Championship of Performing Arts in Hollywood, USA. The Group also contributed to National Film Development Corporation Malaysia (FINAS) for its 21st Malaysian Film Festival 2008 and the 21st Malaysian Chinese Folk Dance Festival. In addition, Agathians Shelter, Mouth and Foot Painting Artistes and Kiwanis Club of Metro KL were invited to exhibit their art, which included batik painting and handicrafts, at Times Square, First World Plaza to raise public awareness of the works of the less fortunate.

CORPORATE GOVERNANCE

It is the policy of the Company to manage the affairs of the Group in accordance with the appropriate standards for good corporate governance. Set out below is a statement on how the Company has applied the principles and complied with the best practices as set out in the Malaysian Code on Corporate Governance ("the Code").

A. DIRECTORS

(i) The Board

The Board has overall responsibility for the proper conduct of the Company's business. The Board meets on a quarterly basis and additionally as required. The Board has a formal schedule of matters specifically reserved for its decision, including overall strategic direction, annual operating plan, capital expenditure plan, acquisitions and disposals, major capital projects and the monitoring of the Group's operating and financial performance.

Formal Board Committees established by the Board in accordance with the Code namely the Audit Committee, Nomination Committee and Remuneration Committee assist the Board in the discharge of its duties.

During the year under review, seven meetings of the Board were held and all Directors have complied with the requirement in respect of board meeting attendence as provided in the Listing Requirements of Bursa Malaysia Securities Berhad. The details of Directors' attendances are set out below:

Name of Directors	Number of Meetings Attended
Tan Sri Lim Kok Thay	6 out of 7
Tun Mohammed Hanif bin Omar	7 out of 7
Tan Sri Mohd Amin bin Osman	7 out of 7
Dato' Dr. R. Thillainathan	7 out of 7
Mr Quah Chek Tin	6 out of 7
Dato' Paduka Nik Hashim bin Nik Yusoff	7 out of 7
Tan Sri Dr. Lin See Yan	6 out of 7
Mr Chin Kwai Yoong	7 out of 7

(ii) Board Balance

The Board has eight members, comprising three executive Directors and five non-executive Directors. Four of the five non-executive Directors are independent non-executive Directors. The Directors have wide ranging experience and all have occupied or are currently occupying senior positions in the public and/or private sectors. The independent non-executive Directors provide a strong independent element on the Board with Tan Sri Dr. Lin See Yan as the senior independent non-executive Director to whom concerns may be conveyed. All the independent non-executive Directors participate in the Audit Committee. Two of the four independent non-executive Directors also participate in the Remuneration and Nomination Committees as members of these Committees.

The Board is mindful of the dual roles of Chairman and Chief Executive held by Tan Sri Lim Kok Thay but is of the view that there are sufficient experienced and independent-minded Directors on the Board to provide the assurance that there is sufficient check and balance. Also, the dual roles have to a certain extent been balanced by the presence of Tun Mohammed Hanif bin Omar as Deputy Chairman.

A brief profile of each of the Directors is presented on pages 7 to 9 of this Annual Report.

(iii) Supply of Information

Notice of meetings, setting out the agenda and accompanied by the relevant Board papers are given to the Directors in sufficient time to enable the Directors to peruse, obtain additional information and/or seek further clarification on the matters to be deliberated.

As a Group practice, any Director who wishes to seek independent professional advice in the furtherance of his duties may do so at the Group's expense. Directors have access to all information and records of the Company and also the advice and services of the Company Secretary.

(iv) Appointments to the Board

The Nomination Committee comprising entirely of independent non-executive Directors is responsible for identifying and recommending to the Board suitable nominees for appointment to the Board and Board Committees.

On appointment, Directors are provided with information about the Group and are encouraged to visit the sites of the Group's operating units and meet with key senior executives.

The Nomination Committee has reviewed the membership of the Board, the professional qualifications and experience of the Directors and was satisfied that the Board composition in terms of size, the balance between executive, non-executive and independent Directors and mix of skills is adequate.

The process of assessing the Directors is an on-going responsibility of the entire Board.

All the Directors have attended the Mandatory Accreditation Programme and are also encouraged to attend courses whether in-house or external to help them in the discharge of their duties.

CORPORATE GOVERNANCE (cont'd)

The following are the courses and training programmes attended by the Directors in 2008:

	NAMES OF DIRECTORS							
COURSES	**Tan Sri Lim Kok Thay**	**Tun Mohammed Hanif bin Omar**	**Tan Sri Mohd Amin bin Osman**	**Dato' Dr. R. Thillainathan**	**Mr Quah Chek Tin**	**Dato' Paduka Nik Hashim bin Nik Yusoff**	**Tan Sri Dr. Lin See Yan**	**Mr Chin Kwai Yoong**
Harvard Asian Leaders' Workshop, Shanghai by Association of Harvard University Alumni Clubs of Asia							√	
Updates on Corporate Governance Regulatory Framework And Current Issues – Effective Governance The Way Forward by Malaysian Institute of Corporate Governance								√
Harvard Club of Malaysia Colloquium - Making Mergers & Acquisitions Work by Professor Nabil N. Eh-Hage		√						
Board Remuneration on the Upswing - A foreseeable trend? By Dato' Johan Raslan		√						
One day Bursa offsite meeting on Regulatory & Enforcement Issues related to Listing Rules & Guidelines				√				
Crisis Management by Charles River Centre							√	
World Congress on Information Technology - Genomics: From Human Health to the Environment by Dr. J. Craig Venter	√	√	√		√			√
LSE Forum on Rise & Fall of Subsidies by Prof Danny Quah of LSE				√				
G2E Asia 2008 -Successful Strategies in Partnering with Government -Integrated Resorts Driving Tourism and Growth	√							
How 3D Negotiation Can Transform Your Organisation and Generate Value Creating Deals in the Private and Public Sector by Professor James K Sebenius		√						
Islam and The Future on Inter-Ethnic Relations in Malaysia by Dr. Chandra Muzaffar			√					
Bursa offsite meet on Trends & Recent Developments in Capital Markets & the Exchange Industry				√				
Strategy: Building and Sustaining Competitive Advantage by Charles River Centre							√	
28th Management Conference (Plantation Division) Sustainability - The Way Forward			√		√			
Asian Capital Market Forum & Asian Development Bank's Workshop on Regional Integration of Capital Markets				√				
What Policy Should Malaysia Pursue in an Environment of High Inflation and Low Growth by Professor Dr. Takatoshi Ito		√						
Corporate Governance Development in Malaysia by Bursatra Sdn Bhd						√		
- General Outlook on "Soft" Commodities and the Distortion of Funds on the Fundamentals of Supply and Demand by Anil Shamdasani - Importance of IT Security by David Rajoo - Latest Development on Tax Audits and Tax Investigations by SM Thanneermalai and Christopher Low			√					
The 2009 Budget by Deloitte KassimChan Tax Services Sdn Bhd								√
The Essentials of Upstream Oil and Gas - Delivering Commercial Insight to the Global Energy Industry by Wood Mackenzie	√	√	√	√	√	√	√	√
Operational Risk Management from a Basel Perspective (Awareness Program for the Board) organised by Ambank Group Risk Management Department		√						
Enhancing the Resilience and Stability of the Islamic Financial System hosted by Bank Negara Malaysia and jointly organised by The Islamic Financial Services Board (IFSB) and Institute of International Finance (IIF)		√						
Strategy Execution & Leadership in Today's Uncertain Times by Prof. Paul Tiffany					√			
FRS Updates by PricewaterhouseCoopers								√

CORPORATE GOVERNANCE (cont'd)

(v) Re-election

The Articles of Association of the Company provides that at least one-third of the Directors are subject to retirement by rotation at each Annual General Meeting and that all Directors shall retire once in every three years. A retiring Director is eligible for re-election. The Articles of Association also provides that a Director who is appointed by the Board in the course of the year shall be subject to re-election at the next Annual General Meeting to be held following his appointment.

Directors over seventy years of age are required to submit themselves for re-appointment annually in accordance with Section 129(6) of the Companies Act, 1965.

B. DIRECTORS' REMUNERATION

The Remuneration Committee comprising two independent non-executive Directors and one executive Director is responsible for making recommendations to the Board on the remuneration packages of executive Directors and members of Board Committees. In making recommendations to the Board, information provided by independent consultants and appropriate survey data are taken into consideration. The Board as a whole, determines the level of fees of non-executive Directors and executive Directors. Directors' fees are approved at the Annual General Meeting by the shareholders. Directors do not participate in decisions regarding their own remuneration packages.

The Remuneration Committee met twice during the financial year.

Details of the Directors' remuneration are set out in the Audited Financial Statements on page 78 of this Annual Report. In the interest of security, additional information have not been provided other than the details stipulated in the Listing Requirements of Bursa Malaysia Securities Berhad.

C. SHAREHOLDERS

The Group acknowledges the importance of timely and equal dissemination of material information to the shareholders, investors and public at large. The Company's Annual General Meeting remains the principal forum for dialogue with shareholders. Shareholders are encouraged to participate in the proceedings and ask questions about the resolutions being proposed and the operations of the Group.

The Group maintains a corporate website at www.genting.com which provides information relating to annual reports, press releases, quarterly results, announcements and corporate developments.

The Group also participates in investor forums held locally and abroad and also organises briefings and meetings with analysts and fund managers to give them a better understanding of the businesses of the Group.

D. ACCOUNTABILITY AND AUDIT

(i) Financial Reporting

The Board aims to ensure that the quarterly reports, annual financial statements as well as the annual review of operations in the annual report are presented in a manner which provides a balanced and understandable assessment of the Company's performance and prospect.

The Directors are also required by the Companies Act, 1965 to prepare financial statements for each financial year which have been made out in accordance with the Malaysian Accounting Standards Board Approved Accounting Standards in Malaysia for Entities Other Than Private Entities and 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.

A statement by the Board of its responsibilities for preparing the financial statements is set out on page 114 of this Annual Report.

(ii) Internal Control

The Board is responsible for the Group's system of internal control and risk management and for reviewing its adequacy and integrity. While acknowledging their responsibility for the system of internal control, the Directors are aware that such a system is designed to manage rather than eliminate risks and therefore cannot provide an absolute assurance against material misstatement or loss.

To assist the Board in maintaining a sound system of internal control for the purposes of safeguarding shareholders' investment and the Group's assets, the Group has in place, an adequately resourced internal audit department. The activities of this department which reports regularly to the Audit Committee provides the Board with much of the assurance it requires regarding the adequacy and integrity of the system of internal control. As proper risk management is a significant component of a sound system of internal control, the Group has also put in place a risk management process to help the Board in identifying, evaluating and managing risks.

(iii) Relationship with Auditors

The Company through the Audit Committee, has an appropriate and transparent relationship with the external auditors. In the course of audit of the Group's financial statements, the external auditors have highlighted to the Audit Committee and the Board, matters that require the Board's attention. All Audit Committee meetings are attended by the external auditors for purposes of presenting their audit plan and report and for presenting their comments on the audited financial statements.

E. OTHER INFORMATION

(i) Material Contracts

Material Contracts of the Company and its subsidiaries involving Directors and major shareholders either subsisting at the end of the financial year or entered into since the end of the previous financial year are disclosed in Note 44 to the financial statements under "Significant Related Party Transactions and Balances" on pages 103 to 104 of this Annual Report.

(ii) Share Buy-Back

The details of the Company's Share Buy Back exercises for the financial year ended 31 December 2008 are as follows :

Schedule of Share Buy-Back for the financial year ended 31 December 2008:

Month	No. of Shares Purchased & Retained As Treasury Shares	Purchase Price Per Share Lowest (RM)	Purchase Price Per Share Highest (RM)	Average Cost Per Share* (RM)	Total Consideration (RM)
March 2008	1,000	6.70	6.70	6.75	6,750
June 2008	3,700,000	5.20	5.50	5.38	19,906,000
September 2008	50,000	5.55	5.55	5.57	278,500
December 2008	3,841,900	3.78	3.92	3.87	14,868,153
	7,592,900				35,059,403

* Inclusive of transaction charges

During the financial year, all the shares purchased by the Company were retained as treasury shares. As at 31 December 2008, the number of treasury shares was 8,592,900.

The Statement on Corporate Governance is made in accordance with the resolution of the Board of Directors.

AUDIT COMMITTEE REPORT

AUDIT COMMITTEE

The Audit Committee ("Committee") was established on 26 July 1994 to serve as a Committee of the Board.

MEMBERSHIP

The present members of the Committee comprise:

Tan Sri Dr. Lin See Yan	Chairman/Independent Non-Executive Director
Dato' Paduka Nik Hashim bin Nik Yusoff	Member/Independent Non-Executive Director
Mr Quah Chek Tin	Member/Independent Non-Executive Director
Mr Chin Kwai Yoong	Member/Independent Non-Executive Director

ATTENDANCE AT MEETINGS DURING THE FINANCIAL YEAR 2008

The Committee held a total of eight (8) meetings. Details of attendance of the Committee members are as follows:

Name of Member	Number of Meetings Attended*
Tan Sri Dr. Lin See Yan	8 out of 8
Dato' Paduka Nik Hashim bin Nik Yusoff	6 out of 8
Mr Quah Chek Tin	7 out of 8
Mr Chin Kwai Yoong	8 out of 8

* The total number of meetings is inclusive of the special meetings held between members of the Committee who are non-executive Directors of the Company and representatives of the external auditors, PricewaterhouseCoopers without the presence of any Executive Director.

SUMMARY OF ACTIVITIES DURING THE FINANCIAL YEAR 2008

The Committee carried out its duties in accordance with its Terms of Reference.

The main activities carried out by the Committee were as follows:

i) considered and approved the internal audit plan for the Company and the Group and authorised resources to address risk areas that have been identified;

ii) reviewed the internal audit reports for the Company and the Group;

iii) reviewed the external audit plan for the Company and the Group with the external auditors;

iv) reviewed the external audit reports for the Company and the Group with the external auditors;

v) reviewed the quarterly reports of the Company and of the Group, focusing particularly on:

   (a) changes in or implementation of major accounting policy changes;

   (b) significant and unusual events; and

   (c) compliance with accounting standards and other legal requirements;

vi) reviewed related party transactions of the Company and of the Group;

vii) reviewed the proposed audit fees for the external auditors in respect of their audit of the Company and the Group;

viii) considered the re-appointment of the external auditors for recommendation to the shareholders for their approval;

ix) reviewed the Financial Statements of the Company and of the Group for the financial year ended 31 December 2007; and

x) reviewed the reports submitted by the Risk and Business Continuity Management Committee of the Company.

INTERNAL AUDIT FUNCTION AND RISK MANAGEMENT PROCESS

The Group has an adequately resourced internal audit department to assist the Board in maintaining a sound system of internal control. The internal audit department reports to the Committee and is independent of the activities it audits. The primary role of the department is to undertake regular and systematic review of the systems of internal control so as to provide sufficient assurance that the Group has sound systems of internal control and that established policies and procedures are adhered to and continue to be effective and satisfactory.

During the financial year ended 31 December 2008, the Internal Audit Department carried out its duties covering operation audit, information system audit and compliance audit.

On a quarterly basis, audit reports and the plan status are submitted for review and approval by the Committee. Included in the reports are recommended corrective measures on risks identified, if any, for implementation by Management.

As proper risk management is a significant component of a sound system of internal control, the Group has also put in place a risk management process to help the Board in identifying, evaluating and managing risks.

TERMS OF REFERENCE

The Committee is governed by the following terms of reference :

1. Composition

(i) The Committee shall be appointed by the Board from amongst the Directors excluding Alternate Directors; shall consist of not less than three members, all of whom are non-executive Directors with a majority of them being independent Directors; and 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:

      (aa) he must have passed the examinations specified in Part I of the 1st Schedule of the Accountants Act 1967; or

      (bb) 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

AUDIT COMMITTEE REPORT (cont'd)

(cc) fulfils such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad ("Bursa Securities").

The Chairman shall be an independent Director elected by the members of the Committee.

(ii) In the event of any vacancy in the Committee resulting in the non-compliance of paragraph (i) above, the Board must fill the vacancy within 3 months.

(iii) The term of office and performance of the Committee and each of its members shall be reviewed by the Board at least once every 3 years to determine whether the Committee and its members have carried out their duties in accordance with their terms of reference.

2. Authority

The Committee is granted the authority to investigate any activity of the Company and its subsidiaries within its terms of reference, and all employees are directed to co-operate as requested by members of the Committee. The Committee is empowered to obtain independent professional or other advice and retain persons having special competence as necessary to assist the Committee in fulfilling its responsibility.

3. Responsibility

The Committee is to serve as a focal point for communication between non-Committee Directors, the external auditors, internal auditors and the Management on matters in connection with financial accounting, reporting and controls. The Committee is to assist the Board in fulfilling its fiduciary responsibilities as to accounting policies and reporting practices of the Company and all subsidiaries and the sufficiency of auditing relative thereto. It is to be the Board's principal agent in assuring the independence of the Company's external auditors, the integrity of the Management and the adequacy of disclosures to shareholders.

If the Committee is of the view that a matter reported to the Board has not been satisfactorily resolved resulting in a breach of the Bursa Securities' Listing Requirements, the Committee shall promptly report such matter to Bursa Securities.

4. Functions

The functions of the Committee are to review:

i) with the external auditors, their audit plan;

ii) with the external auditors, their evaluation of the system of internal accounting controls;

iii) with the external auditors, their audit report and management letter (if any);

iv) the assistance given by the Company's officers to the external auditors;

v) 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;

vi) 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;

vii) the quarterly results and year end financial statements, prior to the approval by the Board, focusing particularly on:

(a) changes in or implementation of major accounting policy changes;

(b) significant and unusual events; and

(c) compliance with accounting standards and other legal requirements;

viii) any related party transaction and conflict of interest situation that may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions of Management integrity; and

ix) consider the nomination, appointment and re-appointment of external auditors; their audit fees; and any questions on resignation, suitability and dismissal.

5. Meetings

i) The Committee is to meet at least four times a year and as many times as the Committee deems necessary.

ii) In order to form a quorum for any meeting of the Committee, the majority of members present must be independent.

iii) The meetings and proceedings of the Committee are governed by the provisions of the Articles of Association of the Company regulating the meetings and proceedings of the Board so far as the same are applicable.

iv) The head of finance and the head of internal audit shall normally attend meetings of the Committee. The presence of a representative of the external auditors will be requested if required.

v) Upon request by the external auditors, the Chairman of the Committee shall convene a meeting of the Committee to consider any matters the external auditors believe should be brought to the attention of the Directors or Shareholders of the Company.

vi) At least twice a year, the Committee shall meet with the external auditors without the presence of any executive Director.

vii) Whenever deemed necessary, meetings can be convened with the external auditors, internal auditors or both, excluding the attendance of other directors and employees.

6. Secretary and Minutes

The Secretary of the Committee shall be the Company Secretary. Minutes of each meeting are to be prepared and sent to the Committee members, and the Company's Directors who are not members of the Committee.

This Audit Committee Report is made in accordance with the resolution of the Board of Directors.

STATEMENT ON INTERNAL CONTROL

The Board's Responsibilities

In relation to internal control, pursuant to the requirements under the Malaysian Code on Corporate Governance for companies listed on the Bursa Malaysia Securities Berhad ("Bursa Securities"), the Board of Directors ("the Board") acknowledges their responsibility under the Bursa Securities Listing Requirements to:-

- Identify principal risks and ensure implementation of appropriate control measures to manage the risks.
- Review the adequacy and integrity of the internal control system and management information systems and systems for compliance with applicable laws, regulations, rules, directives and guidelines.

It should be noted that an internal control system is designed to manage risks rather than eliminate them, and can provide only reasonable but not absolute assurance against any material misstatement or loss.

The Board confirms that there is an ongoing risk management process established to identify, evaluate, and manage significant risks to effectively mitigate the risks that may impede the achievement of Genting Group of companies' ("the Group") business and corporate objectives. The Board reviews the process on a regular basis to ensure proper management of risks and measures are taken to mitigate any weaknesses in the control environment.

The Risk Management Process

The Group employs the Control Self-Assessment ("CSA") to formalise the risk management process at the business/operating unit level. With the CSA, departments/business areas of the Group are required to identify risks and evaluate controls within key functions/activities of their business processes. The risks to the Group's strategic objectives are assessed at the Group and individual company level.

The Risk and Business Continuity Management Committees ("RBCMCs") established at Genting Berhad ("GB") and its principal subsidiaries are responsible for ensuring the effectiveness of the risk management process and implementation of risk management policies in their respective companies. The RBCMC of GB comprises senior management of the Group and is chaired by the President and Chief Operating Officer of GB, whereas the RBCMCs of the principal subsidiaries comprise their respective senior management headed by their respective Chief Financial Officers/Heads of Finance.

The key aspects of the risk management process are:-

- Business/Operations Heads undertake to update their risk profiles on a six monthly basis from the previous update and issue a letter of assurance to confirm that they have reviewed the risk profiles, risk reports and related business processes and are also monitoring the implementation of action plans.
- The risk profiles, control procedures and status of the action plans are reviewed on a regular basis by the Head - Risk Management with the Business/ Operations Heads.
- Management of the respective companies is provided with reports to enable them to review, discuss and monitor the risk profiles and implementation of action plans.
- On a quarterly basis the RBCMC of the respective companies meet to review the progress of the implementation of action plans of their respective companies and a consolidated risk management report summarizing the significant risks and/or status of action plans of the respective companies are presented quarterly to the Audit Committee for review, deliberation and recommendation for endorsement by the Board of Directors.

The Internal Control Processes

The other key aspects of the internal control process are:-

- The Board and the Audit Committee meet every quarter to discuss matters raised by Management and Internal Audit on business and operational matters including potential risks and control issues.
- The Board has delegated the responsibilities to various committees established by the Board and Management of GB to implement and monitor the Board's policies on controls.
- Delegation of authority including authorization limits at various levels of Management and those requiring the Board's approval are documented and designed to ensure accountability and responsibility.
- Internal procedures and policies are documented in manuals, which are reviewed and revised periodically to meet changing business, operational and statutory reporting needs.
- Performance and cash flow reports are provided to Management and the Group Executive Committee to review and monitor the financial performance and liquidity position.
- Business/operating units present their annual budget, which includes the financial and operating targets, capital expenditure proposals and performance indicators for approval by their respective Executive Committees and Boards.
- A half yearly review of the annual budget is undertaken by Management to identify and where appropriate, to address significant variances from the budget.

Some weaknesses in internal control were identified for the year under review but these are not deemed significant and hence have not been included in this statement, as these weaknesses have not materially impacted the business or operations of the Group. Nevertheless, measures have been or are being taken to address these weaknesses.

Business continuity management is regarded an integral part of the Group's risk management process. In this regard to minimise potential business disruptions either due to failure of critical IT systems and/ or operational processes, some of the subsidiaries and key operating units have implemented business continuity plans while others are in the process of implementing them.

The Board in issuing this statement has taken into consideration the representations made by the Group's principal subsidiary and associated companies in respect of their state of internal control.

The Internal Audit Function

The Internal Audit Division ("Internal Audit") is responsible for undertaking regular and systematic review of the internal controls to provide the Audit Committee and the Board with sufficient assurance that the systems of internal control are effective in addressing the risks identified. Internal Audit functions independently of the activities they audit.

On a quarterly basis, Internal Audit submits audit reports and plan status for review and approval by the Audit Committee. Included in the reports are recommended corrective measures on risks identified, if any, for implementation by Management.

This Statement on Internal Control is made in accordance with the resolution of the Board of Directors.

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965

The Directors of GENTING BERHAD have pleasure in submitting their report together with their statement pursuant to Section 169(15) of the Companies Act, 1965 therein and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2008.

PRINCIPAL ACTIVITIES

The Company is principally an investment holding and management company.

The principal activities of the subsidiaries include leisure and hospitality, gaming and entertainment businesses, plantation, the generation and supply of electric power, property development and management, tours and travel related services, genomics research and development, investments and oil and gas exploration, development and production activities.

The principal activities of the associates include the generation and supply of electric power, resort, property investment and property development.

Details of the principal activities of the subsidiaries and associates are set out in Note 45 to the financial statements.

Apart from the above, there have been no other significant changes in the nature of the activities of the Group and of the Company during the financial year.

FINANCIAL RESULTS

	Group RM Million	Company RM Million
Profit before taxation	1,734.8	836.4
Taxation	(751.4)	(195.7)
Profit for the financial year	983.4	640.7

TREASURY SHARES

The shareholders of the Company had granted a mandate to the Company to repurchase its own shares at the Annual General Meeting of the Company held on 23 June 2008.

During the financial year, the Company repurchased 7,592,900 ordinary shares of 10 sen each of its issued share capital from the open market at an average price of RM4.62 per share. The share buy back transactions were financed by internally generated funds. As at 31 December 2008, the total number of shares purchased was 8,592,900 and held as treasury shares in accordance with the requirement of Section 67A of the Companies Act, 1965.

DIVIDENDS

Dividends paid by the Company since the end of the previous financial year were:

(i) a final dividend of 4.3 sen less 26% tax per ordinary share of 10 sen each amounting to RM117,700,646.82 in respect of the financial year ended 31 December 2007 was paid on 23 July 2008; and

(ii) an interim dividend of 3.0 sen less 26% tax per ordinary share of 10 sen each amounting to RM82,118,411.25 in respect of the financial year ended 31 December 2008 was paid on 24 October 2008.

The Directors recommend payment of a final dividend of 4.0 sen less 25% tax per ordinary share of 10 sen each in respect of the financial year ended 31 December 2008 to be paid to shareholders registered in the Register of Members on a date to be determined later by the Directors. Based on the issued shares (less treasury shares) of the Company as at the date of this report, the final dividend would amount to RM110.9 million.

RESERVES AND PROVISIONS

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

ISSUE OF SHARES, DEBENTURES AND SHARE OPTIONS

During the financial year, 263,000 new ordinary shares of 10 sen each fully paid at the subscription price of RM2.868 per share and 1,000 new ordinary shares of 10 sen each fully paid at the subscription price of RM2.616 per share were issued by virtue of the exercise of options to take up unissued ordinary shares of the Company by executive employees pursuant to The Executive Share Option Scheme for Eligible Executives of Genting Berhad and its subsidiaries ("Scheme").

All the abovementioned ordinary shares rank pari passu with the then existing ordinary shares of the Company. These options were granted prior to the current financial year.

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

ISSUE OF SHARES, DEBENTURES AND SHARE OPTIONS (cont'd)

There were no issue of debentures during the financial year.

The following Options to take up unissued ordinary shares in the Company, which have been granted to executive employees of the Group as specified in the Scheme, were outstanding as at 31 December 2008:

Option Number	Option Expiry Date	Subscription Price Per Share RM	No. of Unissued Shares
1/2002	11 August 2012	2.868	15,619,000
2/2002	11 August 2012	2.616	50,000
			15,669,000

(a) The expiry date of the Options on 11 August 2012 shall apply unless the Options have ceased by reason of non compliance by the grantee with the terms and conditions under which the Options were granted pursuant to the Scheme.

(b) (i) The Options granted can only be exercised by the Grantee in the third year from the Date of Offer and the number of new Shares comprised in the Options which a Grantee can subscribe for from the third year onwards shall at all times be subject to the following maximum:

Percentage of new Shares comprised in the Options exercisable each year from the Date of Offer

Year 1	Year 2	Year 3	Year 4	Year 5
-	-	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares
Year 6	**Year 7**	**Year 8**	**Year 9**	**Year 10**
12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% or balance of all options allotted

(ii) Any new Shares comprised in an Option which is exercisable in a particular year but has not been exercised in that year, can be exercised in subsequent years within the Option Period, subject to the Scheme remaining in force.

(iii) In the event that an Eligible Executive becomes a Grantee after the first year of the Scheme, the Grantee shall always observe the two-year incubation period and the Options granted can only be exercised in the third year from the Date of Offer subject to the maximum percentage of new Shares comprised in the Options exercisable as stipulated above.

(c) The persons to whom the Options have been issued have no right to participate by virtue of the Options in any share issue of any other company.

DIRECTORATE

The Directors who served since the date of the last report are:

Tan Sri Lim Kok Thay*
Tun Mohammed Hanif bin Omar
Tan Sri Mohd Amin bin Osman
Dato' Dr. R. Thillainathan
Mr Quah Chek Tin
Dato' Paduka Nik Hashim bin Nik Yusoff*
Tan Sri Dr. Lin See Yan*
Mr Chin Kwai Yoong

*Also members of the Remuneration Committee

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

DIRECTORATE (cont'd)

According to the Register of Directors' Shareholdings, the following persons who were Directors of the Company at the end of the financial year have interests in shares of the Company and Resorts World Bhd, a company which is 48.43% owned by the Company, Asiatic Development Berhad and Genting International P.L.C., both of which are subsidiaries of the Company as set out below:

Interest in the Company

Shareholdings in which the Directors have direct interests	1.1.2008	Acquired/ (Disposed)	31.12.2008
	(Number of ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	10,369,000	-	10,369,000
Tun Mohammed Hanif bin Omar	631,000	(530,000)	101,000
Tan Sri Mohd Amin bin Osman	1,204,600	-	1,204,600
Mr Quah Chek Tin	5,000	-	5,000

Interest of Spouse/Child of the Directors *	1.1.2008	Acquired/ (Disposed)	31.12.2008
	(Number of ordinary shares of 10 sen each)		
Tan Sri Mohd Amin bin Osman	60,000	-	60,000
Dato' Dr. R. Thillainathan	295,000	-	295,000
Mr Quah Chek Tin	630,000	-	630,000

Share Option in the names of Directors	1.1.2008	Offered/ (Exercised)	31.12.2008
	(Number of unissued ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	2,500,000	-	2,500,000
Tun Mohammed Hanif bin Omar	1,555,000	-	1,555,000
Tan Sri Mohd Amin bin Osman	1,240,000	-	1,240,000
Dato' Dr. R. Thillainathan	610,000	-	610,000
Mr Quah Chek Tin	1,240,000	-	1,240,000

Interest in Resorts World Bhd

Shareholdings in which the Directors have direct interests	1.1.2008	Acquired/ (Disposed)	31.12.2008
	(Number of ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	1,660,000	-	1,660,000
Tun Mohammed Hanif bin Omar	5,000	-	5,000
Tan Sri Mohd Amin bin Osman	540,000	-	540,000
Tan Sri Dr. Lin See Yan	300,000	150,000	450,000
Mr Quah Chek Tin	5,000	-	5,000

Interest of Spouse/Child of a Director *	1.1.2008	Acquired/ (Disposed)	31.12.2008
	(Number of ordinary shares of 10 sen each)		
Tan Sri Mohd Amin bin Osman	180,000	-	180,000

Share Option in the names of Directors	1.1.2008	Offered/ (Exercised)	31.12.2008
	(Number of unissued ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	2,340,000	-	2,340,000
Tun Mohammed Hanif bin Omar	2,185,000	-	2,185,000

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

DIRECTORATE (cont'd)

Interest in Asiatic Development Berhad

Shareholdings in which the Directors have direct interests	**1.1.2008**	**Acquired/ (Disposed)**	**31.12.2008**
	(Number of ordinary shares of 50 sen each)		
Tan Sri Lim Kok Thay	369,000	-	369,000
Tan Sri Mohd Amin bin Osman	865,000	124,000	989,000

Interest of Spouse/Child of the Directors*	**1.1.2008**	**Acquired/ (Disposed)**	**31.12.2008**
	(Number of ordinary shares of 50 sen each)		
Tan Sri Mohd Amin bin Osman	80,000	-	80,000
Dato' Dr. R. Thillainathan	10,000	-	10,000

Share Option in the name of a Director	**1.1.2008**	**Offered/ (Exercised)**	**31.12.2008**
	(Number of unissued ordinary shares of 50 sen each)		
Tan Sri Mohd Amin bin Osman	124,000	(124,000)	-

Interest in Genting International P.L.C. ("GIPLC")

Shareholdings in which the Directors have direct interests	**1.1.2008**	**Acquired/ (Disposed)**	**31.12.2008**
	(Number of ordinary shares of US$0.10 each)		
Tan Sri Lim Kok Thay	32,000	166,000	198,000
Tan Sri Mohd Amin bin Osman	-	196,000	196,000
Tan Sri Dr. Lin See Yan	-	45,000	45,000

Interest of Spouse/Child of the Director*	**1.1.2008**	**Acquired/ (Disposed)**	**31.12.2008**
	(Number of ordinary shares of US$0.10 each)		
Tan Sri Mohd Amin bin Osman	400	8,000	8,400

Share Option in the names of Directors	**1.1.2008**	**Offered/ (Exercised)**	**31.12.2008**
	(Number of unissued ordinary shares of US$0.10 each)		
Tan Sri Lim Kok Thay	5,658,536	-	5,658,536
Tun Mohammed Hanif bin Omar	1,131,707	-	1,131,707
Tan Sri Mohd Amin bin Osman	1,131,707	(142,000)	989,707
Dato' Dr. R. Thillainathan	1,697,560	-	1,697,560
Mr Quah Chek Tin	1,697,560	-	1,697,560
Dato' Paduka Nik Hashim bin Nik Yusoff	989,707	-	989,707
Tan Sri Dr. Lin See Yan	1,131,707	-	1,131,707

Performance Shares in the name of a Director	**Awarded on 15.9.2008**	**Vested/ (Cancelled)**	**31.12.2008**
	(Number of unissued ordinary shares of US$0.10 each)		
Tan Sri Lim Kok Thay	750,000#	-	750,000

Legend:

* Disclosure pursuant to Section 134(12) (c) of the Companies Act, 1965 as amended by the Companies (Amendment) Act 2007 which took effect on 15 August 2007.

\# Represents the right of the participant to receive ordinary shares at par value of US$0.10 per share, upon the participant satisfying the criteria set out in the Performance Share Scheme of GIPLC and upon satisfying such conditions as may be imposed.

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

DIRECTORATE (cont'd)

Apart from the above disclosures:

(a) the Directors of the Company do not have any other interests in shares in the Company and in shares in other related corporations of the Company either at the beginning or end of the financial year; and

(b) neither during nor at the end of the financial year, was the Company a party to any arrangement whose object is to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Since the end of the previous financial year, no Director of the Company has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by the Directors and the provision for Directors' retirement gratuities shown in the financial statements) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which he is a member or with a company in which he has a substantial financial interest except for any benefit which may be deemed to have arisen by virtue of the following transactions:

(i) A company in which Tan Sri Lim Kok Thay is a director and a substantial shareholder has appointed Asiatic Plantations (WM) Sdn Bhd, a wholly owned subsidiary of Asiatic Development Berhad, which in turn is a 54.73% owned subsidiary of the Company to provide plantation advisory services.

(ii) A corporation in which Tan Sri Lim Kok Thay and his spouse are directors and which is wholly owned indirectly by them has rented its property to Genting International P.L.C. ("GIPLC"), an indirect 54.44% owned subsidiary of the Company.

(iii) A corporation which is owned by the family of Tan Sri Lim Kok Thay has been appointed by Resorts World at Sentosa Pte Ltd, an indirect wholly owned subsidiary of GIPLC to provide professional design consultancy and master-planning services for the Resorts World at Sentosa integrated resort in Singapore.

(iv) Tan Sri Mohd Amin bin Osman has been retained by Resorts World Bhd, a company which is 48.43% owned by the Company to provide advisory services.

(v) Transactions made by the Company or its related corporations with certain corporations referred to in Note 44 in which the nature of relationships of Tan Sri Lim Kok Thay are disclosed therein.

Tan Sri Lim Kok Thay and Mr Quah Chek Tin are due to retire by rotation at the forthcoming Annual General Meeting ("AGM") in accordance with Article 99 of the Articles of Association of the Company and they, being eligible, have offered themselves for re-election.

Tun Mohammed Hanif bin Omar, Tan Sri Mohd Amin bin Osman and Dato' Paduka Nik Hashim bin Nik Yusoff will retire pursuant to Section 129 of the Companies Act, 1965 at the forthcoming AGM and that separate resolutions will be proposed for their re-appointment as Directors at the AGM under the provision of Section 129(6) of the said Act to hold office until the next AGM of the Company.

OTHER STATUTORY INFORMATION

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 allowances for doubtful debts, and satisfied themselves that all known bad debts had been written off and adequate allowance had been made for doubtful debts; and

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

At the date of this report, the Directors are not aware of any circumstances:

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

(ii) which would render the values attributed to the current assets in the financial statements of the Group or of the Company misleading;

(iii) which have arisen which render adherence to the existing methods of valuation of assets or liabilities in the financial statements of the Group and of the Company misleading or inappropriate; and

(iv) not otherwise dealt with in this report or in the financial statements of the Group and of the Company, that would render any amount stated in the respective financial statements misleading.

At the date of this report there does not exist:

(i) any charge on the assets of the Group or of the Company that 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 that has arisen since the end of the financial year.

No contingent or other liability of the Group or of the Company has become enforceable, or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the Directors, will or may substantially affect the ability of the Group or of the Company to meet their obligations as and when they fall due.

In the opinion of the Directors:

(i) the results of the operations of the Group and of the Company for the financial year have not been substantially affected by any item, transaction or event of a material and unusual nature except for those disclosed in the financial statements; 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 and of the Company for the financial year in which this report is made.

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

STATEMENT BY DIRECTORS PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965

In the opinion of the Directors, the financial statements set out on pages 55 to 113 are drawn up so as to give a true and fair view of the state of affairs of the Group and of the Company as at 31 December 2008 and of the results and the cash flows of the Group and of the Company for the financial year ended on that date in accordance with the MASB Approved Accounting Standards in Malaysia for Entities Other Than Private Entities and comply with the provisions of the Companies Act, 1965.

AUDITORS

The auditors, PricewaterhouseCoopers, have expressed their willingness to continue in office.

On behalf of the Board,

TAN SRI LIM KOK THAY
Chairman & Chief Executive

TUN MOHAMMED HANIF BIN OMAR
Deputy Chairman

Kuala Lumpur
26 February 2009

INCOME STATEMENTS

for the Financial Year Ended 31 December 2008

Amounts in RM million unless otherwise stated

		Group		Company	
	Note(s)	**2008**	2007	**2008**	2007
Continuing operations:					
Revenue	5 & 6	**9,082.5**	8,483.8	**806.0**	1,751.2
Cost of sales	7	**(5,537.9)**	(5,005.4)	**(59.0)**	(65.4)
Gross profit		**3,544.6**	3,478.4	**747.0**	1,685.8
Other income					
- net gain on disposal/deemed disposal/dilution of shareholdings		**45.1**	989.3	**31.3**	1,218.7
- gain on disposal of investment in associate		**-**	337.1	**-**	-
- others		**373.3**	561.5	**269.0**	151.8
Selling and distribution costs		**(97.1)**	(94.4)	**-**	-
Administration expenses		**(370.3)**	(290.2)	**(16.2)**	(12.4)
Other expenses	8				
- impairment losses		**(1,178.0)**	(1,016.1)	**(107.6)**	-
- others		**(387.7)**	(235.8)	**(26.8)**	(303.8)
		1,929.9	3,729.8	**896.7**	2,740.1
Finance cost		**(269.4)**	(395.4)	**(60.3)**	(61.5)
Share of results in jointly controlled entities		**(1.6)**	(11.2)	**-**	-
Share of results in associates		**75.9**	(9.7)	**-**	-
Gain on dilution of investment in associate		**-**	81.0	**-**	-
Profit before taxation	5, 9,10 & 11	**1,734.8**	3,394.5	**836.4**	2,678.6
Taxation	12	**(751.4)**	(662.2)	**(195.7)**	(475.2)
Profit for the financial year from continuing operations		**983.4**	2,732.3	**640.7**	2,203.4
Discontinued operations:	13				
Loss for the financial year from discontinued operations		**-**	(170.0)	**-**	-
Profit for the financial year		**983.4**	2,562.3	**640.7**	2,203.4
Attributable to:					
Equity holders of the Company		**569.3**	1,988.9	**640.7**	2,203.4
Minority interests		**414.1**	573.4	**-**	-
		983.4	2,562.3	**640.7**	2,203.4
Earnings per share for profit attributable to the equity holders of the Company:	14				
Basic earnings per share (sen)					
- from continuing operations		**15.38**	58.30		
- from discontinued operations		**-**	(4.49)		
		15.38	53.81		
Diluted earnings per share (sen)					
- from continuing operations		**15.32**	58.09		
- from discontinued operations		**-**	(4.49)		
		15.32	53.60		
Gross dividends per share (sen)	15	**7.0**	37.0		

BALANCE SHEETS

as at 31 December 2008

Amounts in RM million unless otherwise stated

	Note	Group 2008	Group 2007	Company 2008	Company 2007
ASSETS					
Non-Current Assets					
Property, plant and equipment	16	**10,691.6**	8,903.0	**5.0**	5.5
Land held for property development	17	**579.9**	495.3	**-**	-
Investment properties	18	**26.0**	26.1	**-**	-
Plantation development	19	**518.3**	469.5	**-**	-
Leasehold land use rights	20	**1,850.9**	1,767.9	**-**	-
Intangible assets	21	**3,523.1**	4,689.4	**-**	-
Exploration costs	22	**420.0**	312.5	**-**	-
Subsidiaries	23	**-**	-	**6,527.9**	6,042.9
Amounts due from subsidiaries	23	**-**	-	**931.7**	856.0
Jointly controlled entities	24	**71.2**	15.4	**-**	-
Associates	25	**622.1**	575.2	**-**	-
Available-for-sale financial asset	26	**415.0**	1,505.4	**-**	-
Other long term investments	27	**435.2**	267.8	**-**	-
Long term receivables	30	**102.4**	128.3	**-**	-
Deferred tax assets	28	**61.7**	23.9	**7.4**	7.8
		19,317.4	19,179.7	**7,472.0**	6,912.2
Current Assets					
Property development costs	17	**54.0**	111.1	**-**	-
Inventories	29	**376.1**	311.4	**-**	-
Trade and other receivables	30	**951.8**	710.8	**0.7**	0.7
Current tax assets		**138.1**	118.8	**19.2**	19.2
Amounts due from subsidiaries	23	**-**	-	**527.9**	529.2
Amounts due from jointly controlled entities	24	**11.3**	1.6	**-**	-
Amounts due from associates	25	**-**	0.2	**-**	-
Restricted cash	32	**135.4**	155.3	**-**	-
Short term investments	31	**2,529.4**	1,789.1	**284.8**	295.1
Bank balances and deposits	32	**6,937.2**	7,800.9	**25.5**	249.1
		11,133.3	10,999.2	**858.1**	1,093.3
Total Assets		**30,450.7**	30,178.9	**8,330.1**	8,005.5
EQUITY AND LIABILITIES					
Equity Attributable To Equity Holders Of The Company					
SHARE CAPITAL	33	**370.4**	370.4	**370.4**	370.4
TREASURY SHARES	34	**(42.3)**	(7.2)	**(42.3)**	(7.2)
RESERVES	35	**12,113.9**	11,991.8	**6,846.3**	6,404.7
		12,442.0	12,355.0	**7,174.4**	6,767.9
Minority Interests		**8,971.4**	9,182.3	**-**	-
Total Equity		**21,413.4**	21,537.3	**7,174.4**	6,767.9
Non-Current Liabilities					
Long term borrowings	36	**5,414.3**	4,029.4	**-**	-
Amounts due to subsidiaries	23	**-**	-	**1,041.1**	1,005.8
Deferred tax liabilities	28	**1,226.6**	1,545.7	**-**	-
Provisions	37	**103.1**	103.7	**49.0**	165.6
Other liabilities	38	**87.7**	42.9	**-**	-
		6,831.7	5,721.7	**1,090.1**	1,171.4
Current Liabilities					
Trade and other payables	39	**1,512.2**	1,369.1	**16.6**	19.4
Amounts due to subsidiaries	23	**-**	-	**16.8**	11.1
Short term borrowings	36	**442.3**	1,292.7	**-**	-
Taxation		**251.1**	258.1	**32.2**	35.7
		2,205.6	2,919.9	**65.6**	66.2
Total Liabilities		**9,037.3**	8,641.6	**1,155.7**	1,237.6
Total Equity And Liabilities		**30,450.7**	30,178.9	**8,330.1**	8,005.5
NET ASSETS PER SHARE		**RM3.37**	RM3.34		

The notes set out on pages 63 to 113 form part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY

for the Financial Year Ended 31 December 2008

Amounts in RM million unless otherwise stated

	Attributable to equity holders of the Company									
		← Non–Distributable →								
Group	**Share Capital**	**Share Premium**	**Revaluation Reserve**	**Fair Value Reserve**	**Reserve on Exchange Differences**	**Retained Earnings**	**Treasury Shares**	**Total**	**Minority Interests**	**Total Equity**
At 1 January 2008	**370.4**	**1,151.4**	**305.6**	**170.3**	**(143.0)**	**10,507.5**	**(7.2)**	**12,355.0**	**9,182.3**	**21,537.3**
Foreign exchange differences recognised directly in equity	-	-	-	-	(230.4)	-	-	(230.4)	(261.8)	(492.2)
Effects arising from changes in composition of the Group recognised directly in equity	-	-	-	-	(23.6)	184.6	-	161.0	72.3	233.3
Available-for-sale financial asset										
- effects of shareholding movement	-	-	-	(1.0)	-	-	-	(1.0)	1.0	-
- fair value movement	-	-	-	(547.8)	-	-	-	(547.8)	(583.2)	(1,131.0)
Changes in share of associate's reserves	-	-	-	-	-	0.7	-	0.7	-	0.7
Others	-	-	(2.2)	-	-	(6.9)	-	(9.1)	(7.7)	(16.8)
Net (expenses)/income recognised directly in equity	-	-	(2.2)	(548.8)	(254.0)	178.4	-	(626.6)	(779.4)	(1,406.0)
Profit for the financial year	-	-	-	-	-	569.3	-	569.3	414.1	983.4
Impairment loss charged to income statement	-	-	-	378.5	-	-	-	378.5	403.0	781.5
Total recognised income and expense for the year	-	-	(2.2)	(170.3)	(254.0)	747.7	-	321.2	37.7	358.9
Effects arising from changes in composition of the Group recognised in the income statement	-	-	-	-	-	-	-	-	35.4	35.4
Effects of share-based payment	-	-	-	-	-	-	-	-	5.3	5.3
Effects of issue of shares by subsidiaries	-	-	-	-	-	-	-	-	155.0	155.0
Issue of shares	-	0.7	-	-	-	-	-	0.7	-	0.7
Buy-back of shares	-	-	-	-	-	-	(35.1)	(35.1)	(120.5)	(155.6)
Dividend paid to minority shareholders	-	-	-	-	-	-	-	-	(323.8)	(323.8)
Appropriation:										
Final dividend paid for financial year ended 31 December 2007 (4.3 sen less 26% income tax)	-	-	-	-	-	(117.7)	-	(117.7)	-	(117.7)
Interim dividend paid for financial year ended 31 December 2008 (3.0 sen less 26% income tax)	-	-	-	-	-	(82.1)	-	(82.1)	-	(82.1)
Balance at 31 December 2008	**370.4**	**1,152.1**	**303.4**	**-**	**(397.0)**	**11,055.4**	**(42.3)**	**12,442.0**	**8,971.4**	**21,413.4**

The notes set out on pages 63 to 113 form part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY (cont'd)

for the Financial Year Ended 31 December 2008

Amounts in RM million unless otherwise stated

	Attributable to equity holders of the Company										
		← Non–Distributable →									
Group	**Share Capital**	**Share Premium**	**Revaluation Reserve**	**Fair Value Reserve**	**Reserve on Exchange Differences**	**Other Reserves**	**Retained Earnings**	**Treasury Shares**	**Total**	**Minority Interests**	**Total Equity**
At 1 January 2007	369.4	1,125.5	307.0	-	(42.6)	11.2	9,524.2	-	11,294.7	5,372.2	16,666.9
Foreign exchange differences recognised directly in equity	-	-	-	-	(102.5)	-	-	-	(102.5)	(104.3)	(206.8)
Available-for-sale financial asset											
- measurement at date of designation	-	-	-	730.4	-	-	-	-	730.4	743.5	1,473.9
- effects of shareholding movement	-	-	-	(12.3)	-	-	-	-	(12.3)	12.3	-
- fair value movement	-	-	-	(547.8)	-	-	-	-	(547.8)	(576.6)	(1,124.4)
Changes in share of associates' reserves	-	-	-	-	2.1	(11.2)	13.4	-	4.3	(4.6)	(0.3)
Others	-	-	(1.4)	-	-	-	1.4	-	-	-	-
Net (expenses)/income recognised directly in equity	-	-	(1.4)	170.3	(100.4)	(11.2)	14.8	-	72.1	70.3	142.4
Profit for the financial year	-	-	-	-	-	-	1,988.9	-	1,988.9	573.4	2,562.3
Total recognised income and expense for the year	-	-	(1.4)	170.3	(100.4)	(11.2)	2,003.7	-	2,061.0	643.7	2,704.7
Effects arising from changes in composition of the Group	-	-	-	-	-	-	-	-	-	54.1	54.1
Effects of share-based payment	-	-	-	-	-	-	-	-	-	1.5	1.5
Effects of issue of shares by subsidiaries	-	-	-	-	-	-	(28.8)	-	(28.8)	3,759.4	3,730.6
Issue of shares	1.0	25.9	-	-	-	-	-	-	26.9	-	26.9
Buy-back of shares	-	-	-	-	-	-	-	(7.2)	(7.2)	(324.5)	(331.7)
Dividend paid to minority shareholders	-	-	-	-	-	-	-	-	-	(324.1)	(324.1)
Appropriation:											
Final dividend paid for financial year ended 31 December 2006 (4.0 sen less 27% income tax)	-	-	-	-	-	-	(107.9)	-	(107.9)	-	(107.9)
Interim dividend paid for financial year ended 31 December 2007 (2.7 sen less 27% income tax)	-	-	-	-	-	-	(72.8)	-	(72.8)	-	(72.8)
Special dividend paid (30.0 sen less 27% income tax)	-	-	-	-	-	-	(810.9)	-	(810.9)	-	(810.9)
Balance at 31 December 2007	370.4	1,151.4	305.6	170.3	(143.0)	-	10,507.5	(7.2)	12,355.0	9,182.3	21,537.3

The notes set out on pages 63 to 113 form part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY (cont'd)

for the Financial Year Ended 31 December 2008

Amounts in RM million unless otherwise stated

		← Non- → Distributable	← Distributable →		
Company	**Share Capital**	**Share Premium**	**Retained Earnings**	**Treasury Shares**	**Total**
At 1 January 2008	**370.4**	**1,151.4**	**5,253.3**	**(7.2)**	**6,767.9**
Issue of shares (see Note 33)	**-**	**0.7**	**-**	**-**	**0.7**
Buy-back of shares	**-**	**-**	**-**	**(35.1)**	**(35.1)**
Profit for the financial year	**-**	**-**	**640.7**	**-**	**640.7**
Appropriation:					
Final dividend paid for financial year ended 31 December 2007 (4.3 sen less 26% income tax)	**-**	**-**	**(117.7)**	**-**	**(117.7)**
Interim dividend paid for financial year ended 31 December 2008 (3.0 sen less 26% income tax)	**-**	**-**	**(82.1)**	**-**	**(82.1)**
Balance at 31 December 2008	**370.4**	**1,152.1**	**5,694.2**	**(42.3)**	**7,174.4**
Company					
At 1 January 2007	369.4	1,125.5	4,041.5	-	5,536.4
Issue of shares (see Note 33)	1.0	25.9	-	-	26.9
Buy-back of shares	-	-	-	(7.2)	(7.2)
Profit for the financial year	-	-	2,203.4	-	2,203.4
Appropriation:					
Final dividend paid for financial year ended 31 December 2006 (4.0 sen less 27% income tax)	-	-	(107.9)	-	(107.9)
Interim dividend paid for financial year ended 31 December 2007 (2.7 sen less 27% income tax)	-	-	(72.8)	-	(72.8)
Special dividend paid (30.0 sen less 27% income tax)	-	-	(810.9)	-	(810.9)
Balance at 31 December 2007	370.4	1,151.4	5,253.3	(7.2)	6,767.9

CASH FLOW STATEMENTS

for the Financial Year Ended 31 December 2008

Amounts in RM million unless otherwise stated

	Group		Company	
	2008	2007	**2008**	2007
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before taxation	**1,734.8**	3,394.5	**836.4**	2,678.6
Adjustments for:				
Impairment losses	**1,178.0**	1,016.1	**107.6**	-
Depreciation and amortisation	**641.2**	602.9	**1.0**	0.9
Finance cost	**269.4**	395.4	**60.3**	61.5
Net allowance for diminution in value of investments	**62.1**	9.6	**-**	-
Net unrealised exchange loss/(gain)	**52.7**	(57.8)	**3.5**	(5.0)
Net bad debts written off/(recovered)	**52.2**	(0.2)	**-**	-
Property, plant and equipment ("PPE") written off	**10.3**	1.7	**-**	-
Net provision for retirement gratuities	**6.4**	22.0	**2.7**	7.7
Provision for share-based payment	**4.0**	1.5	**-**	-
Net loss/(gain) on disposal of PPE and plantation development	**5.1**	(1.1)	**(0.1)**	(0.2)
Net allowance for doubtful debts	**3.0**	2.4	**-**	-
Share of results in jointly controlled entities	**1.6**	11.2	**-**	-
Dividend income	**(0.5)**	(4.8)	**(247.1)**	(1,260.7)
Net gain on disposal of investment property	**(0.6)**	(2.0)	**-**	-
Net gain on disposal of leasehold land use rights	**(1.3)**	-	**-**	-
Additional compensation arising from acquisition of freehold land	**(2.5)**	-	**-**	-
Net gain on disposal of investments	**(5.5)**	(4.1)	**-**	-
Net (gain)/loss on disposal/dilution of shareholdings arising from				
- deemed disposal	**(45.1)**	(989.3)	**-**	-
- others	**1.4**	(3.5)	**(31.3)**	(1,218.7)
Share of results in associates	**(75.9)**	9.7	**-**	-
Interest income	**(215.5)**	(289.4)	**(58.4)**	(124.2)
Gain on dilution of investment in associate	**-**	(81.0)	**-**	-
Gain on disposal of equity investment in associate	**-**	(337.1)	**-**	-
Fair value gain on deemed distribution arising from investment in subsidiary	**-**	-	**(207.6)**	-
Waiver of amounts due by subsidiaries	**-**	-	**19.4**	217.4
(Reversal of)/provision for contingent losses	**-**	-	**(2.6)**	85.0
Other non-cash items	**2.6**	4.2	**-**	(21.6)
	1,943.1	306.4	**(352.6)**	(2,257.9)
Operating profit before changes in working capital	**3,677.9**	3,700.9	**483.8**	420.7
Working capital changes:				
Property development costs	**(23.1)**	4.2	**-**	-
Inventories	**(55.5)**	(3.9)	**-**	-
Receivables	**(324.8)**	(194.6)	**(0.1)**	-
Payables	**126.1**	23.0	**1.7**	(9.5)
Amounts due from associates	**0.1**	0.3	**-**	-
Amounts due from jointly controlled entities	**(9.1)**	(0.5)	**-**	-
Amounts due from subsidiaries	**-**	-	**(4.7)**	(1.5)
	(286.3)	(171.5)	**(3.1)**	(11.0)

CASH FLOW STATEMENTS (cont'd)

for the Financial Year Ended 31 December 2008

Amounts in RM million unless otherwise stated

	Group		Company	
	2008	2007	**2008**	2007
Cash generated from operations	**3,391.6**	3,529.4	**480.7**	409.7
Taxation paid	**(885.8)**	(705.6)	**(134.5)**	(132.4)
Retirement gratuities paid	**(11.7)**	(5.9)	**(4.7)**	(0.4)
Advance membership fees	**1.0**	(0.6)	**-**	-
Taxation refund	**23.0**	26.8	**-**	-
	(873.5)	(685.3)	**(139.2)**	(132.8)
NET CASH FLOW FROM OPERATING ACTIVITIES	**2,518.1**	2,844.1	**341.5**	276.9
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of PPE	**(2,500.2)**	(1,320.5)	**(0.5)**	(1.7)
Purchase of investments	**(303.6)**	(267.0)	**(386.9)**	(2,796.1)
Exploration cost incurred	**(92.6)**	(104.2)	**-**	-
Purchase of intangible assets	**(77.8)**	(66.8)	**-**	-
Investment in jointly controlled entities	**(60.8)**	(1.9)	**-**	-
Purchase of plantation development	**(42.8)**	(23.3)	**-**	-
Acquisition of subsidiaries (see Note a)	**(17.0)**	-	**-**	-
Investment in associates	**(8.7)**	(72.0)	**-**	-
Purchase of leasehold land use rights	**(6.2)**	(1,366.3)	**-**	-
Costs incurred on land held for property development	**(2.8)**	(7.1)	**-**	-
Purchase of investment properties	**(0.1)**	(0.1)	**-**	-
Dividends received	**0.4**	4.0	**182.8**	926.7
Proceeds from disposal of investment property	**1.4**	5.0	**-**	-
Proceeds from disposal of leasehold land use rights	**2.5**	-	**-**	-
Dividends received from associates	**5.9**	7.1	**-**	-
Return of foreign subsidiary's shareholders' loan	**14.7**	-	**-**	-
Proceeds from disposal of investments	**18.1**	18.6	**-**	-
Proceeds from disposal of PPE	**44.9**	12.5	**0.1**	0.6
Net proceeds from subsidiary's disposal of long term investment	**179.1**	-	**-**	-
Interest received	**222.3**	283.6	**14.5**	79.2
Disposal of international betting operations	**-**	(15.3)	**-**	-
Disposal of subsidiaries	**-**	690.5	**-**	-
Advances to jointly controlled entities	**-**	(30.8)	**-**	-
Purchase of additional shares from minority shareholders	**-**	(587.8)	**-**	-
Proceeds from disposal of equity investment in associate	**-**	1,172.7	**-**	-
Net loans and advances to subsidiaries	**-**	-	**(141.9)**	(216.1)
Proceeds from redemption of preference shares by subsidiary	**-**	-	**-**	50.0
NET CASH USED IN INVESTING ACTIVITIES	**(2,623.3)**	(1,669.1)	**(331.9)**	(1,957.4)

CASH FLOW STATEMENTS (cont'd)

for the Financial Year Ended 31 December 2008

Amounts in RM million unless otherwise stated

	Group		Company	
	2008	2007	**2008**	2007
CASH FLOWS FROM FINANCING ACTIVITIES				
Repayment of borrowings	**(1,587.5)**	(2,154.5)	**-**	-
Finance cost paid	**(406.6)**	(308.5)	**(0.1)**	(0.9)
Dividends paid to minority shareholders	**(323.8)**	(324.1)	**-**	-
Dividends paid	**(199.8)**	(991.6)	**(199.8)**	(991.6)
Buy-back of shares	**(185.5)**	(484.4)	**(35.1)**	(7.2)
Settlement and buy-back of Exchangeable Notes	**(134.1)**	-	**-**	-
Redemption of Zero Coupon Convertible Notes	**(4.7)**	-	**-**	-
Settlement of Zero Coupon Convertible Notes	**-**	(77.6)	**-**	-
Proceeds from issue of shares	**0.7**	26.9	**0.7**	26.9
Proceeds from issue of shares to minority shareholders	**11.0**	2,477.4	**-**	-
Proceeds from bank borrowings	**2,663.3**	130.2	**-**	-
Net proceeds from issue of Convertible Bonds/Notes	**-**	1,986.6	**-**	-
Repayment of borrowing to subsidiary	**-**	-	**(9.2)**	(19.5)
Borrowings from subsidiaries	**-**	-	**-**	307.7
NET CASH FLOW FROM FINANCING ACTIVITIES	**(167.0)**	280.4	**(243.5)**	(684.6)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	**(272.2)**	1,455.4	**(233.9)**	(2,365.1)
CASH AND CASH EQUIVALENTS AT BEGINNING OF FINANCIAL YEAR	**9,312.2**	7,927.1	**544.2**	2,909.3
EFFECT OF CURRENCY TRANSLATION	**263.3**	(70.3)	**-**	-
CASH AND CASH EQUIVALENTS AT END OF FINANCIAL YEAR	**9,303.3**	9,312.2	**310.3**	544.2
ANALYSIS OF CASH AND CASH EQUIVALENTS				
Bank balances and deposits (see Note 32)	**6,937.2**	7,800.9	**25.5**	249.1
Money market instruments (see Note 31)	**2,366.1**	1,511.3	**284.8**	295.1
	9,303.3	9,312.2	**310.3**	544.2

a) ANALYSIS OF THE ACQUISITION OF SUBSIDIARIES

Fair values of net assets acquired and net cash outflow on acquisition of subsidiaries as disclosed in Note 43(f) are analysed as follows:

	2008
Property, plant and equipment	**5.0**
Plantation development	**8.4**
Leasehold land use rights	**23.6**
Trade and other receivables	**4.2**
Inventories	**1.9**
Bank balances and deposits	**14.2**
Trade and other payables	**(2.5)**
Borrowings	**(1.6)**
Minority interests	**(22.0)**
Total purchase consideration	**31.2**
Less: Bank balances and deposits acquired	**(14.2)**
Net cash outflow on acquisition of subsidiaries	**17.0**

The ADB Group has completed its purchase price allocation exercise on the acquisition of the above subsidiaries and has accounted for the fair value adjustments on 3 October 2008 accordingly.

The revenue and net loss of the acquired subsidiaries included in the consolidated income statement of the ADB Group for the period from 3 October 2008 to 31 December 2008 amounted to Nil and RM1.8 million respectively. Had the acquisition taken effect on 1 January 2008, the revenue and net loss of the acquired subsidiaries included in the consolidated income statement of the ADB Group would have been Nil and RM3.6 million respectively. These amounts have been calculated using the Group's accounting policies.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2008

Amounts in RM million unless otherwise stated

1. PRINCIPAL ACTIVITIES

The Company is principally an investment holding and management company.

The principal activities of the subsidiaries include leisure and hospitality, gaming and entertainment businesses, plantation, the generation and supply of electric power, property development and management, tours and travel related services, genomics research and development, investments and oil and gas exploration, development and production activities.

The principal activities of the associates include the generation and supply of electric power, resort, property investment and property development.

Details of the principal activities of the subsidiaries and associates are set out in Note 45 to the financial statements.

There have been no significant changes in the nature of the activities of the Group and of the Company during the financial year.

2. BASIS OF PREPARATION

The financial statements of the Group and the Company have been prepared in accordance with and comply with Financial Reporting Standards ("FRS"), the Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards in Malaysia for Entities Other Than Private Entities and the provisions of the Companies Act, 1965. The bases of measurement applied to assets and liabilities include cost, amortised cost, lower of cost and net realisable value, revalued amount and fair value.

The preparation of financial statements in conformity with FRS and the provisions of the Companies Act, 1965 requires the Directors to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported financial year. It also requires Directors to exercise their judgements in the process of applying the Company's accounting policies. Although these judgements and estimates are based on Directors' best knowledge of current events and actions, actual results could differ from those judgements and estimates.

Judgements and estimations

In the process of applying the Group's accounting policies, management makes judgements and estimates that can significantly affect the amount recognised in the financial statements. These judgements and estimates include:

i) Provision for taxation

The Group is subject to income taxes in numerous jurisdictions in which the Group operates. Significant judgement is required in determining the provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for tax based on estimates of assessment of the tax liability due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

ii) Exploration costs

Exploration cost is accounted for in accordance with the full cost method. Under this method, all costs relating to the exploration activities are capitalised when incurred.

Exploration cost is written off to the income statement when:

- it is determined that further exploration activities will not yield commercial quantities of reserves, no further exploration drilling is planned and there is no existing production in the block or field; or
- the petroleum contract has expired or is surrendered.

In making decisions about whether to continue to capitalise exploration drilling costs, it is necessary to make judgements about the satisfaction of the above conditions after all geological and geophysical and other relevant assessments have been performed. The Group is committed to continue exploring and developing these interests.

iii) Impairment of intangible assets and property, plant and equipment

The Group tests intangible assets for impairment annually in accordance with its accounting policy. The calculations require the use of estimates as set out in Note 21.

The Group recognised impairment loss on property, plant and equipment as set out in Note 16.

iv) Residual value of the power plant

In accordance with FRS 116 Property, plant and equipment, residual values and useful lives of the assets are reviewed, and adjusted if appropriate, at each balance sheet date. The revision is accounted for as change in accounting estimate.

The management has reassessed the residual value of the Kuala Langat power plant in light of the government's announcement on 11 September 2008 to suspend all existing power purchase agreement renegotiations between Tenaga Nasional Berhad and the respective independent power producers.

Accordingly, the estimated residual value of the power plant has been revised from RM355.0 million to RM91.1 million, based on the estimated proceeds to be derived from disposal of the equipment less estimated dismantling cost. As a result, the depreciation charge increased by RM8.3 million for the current financial year and will increase by RM36.6 million per annum for the future financial years.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

2. BASIS OF PREPARATION (cont'd)

Judgements and estimations (cont'd)

v) Impairment of Available-for-sale financial asset

Resorts World Ltd's ("RWL") equity shareholding in Star Cruises Ltd ("SCL"), was reduced from 36.01% as at 31 December 2006 to 19.58% as at 30 July 2007 following the disposal of 1.01 billion ordinary shares of USD0.10 each in SCL. RWL is an indirect wholly owned subsidiary of RWB. Accordingly, RWL ceased to have significant influence over SCL and pursuant to paragraphs 18 and 19 of FRS 128, Investments in Associates, the use of the equity method was discontinued from the date the entity ceased to have significant influence over the associate and the investment was accounted for in accordance with the requirements of FRS 139, Financial Instruments: Recognition and Measurement.

In compliance with FRS 139, RWL had subsequently accounted for its investment in SCL as an "Available-for-sale financial asset" ("AFS") which is measured at its fair value based on SCL's quoted share prices. Any gain or loss arising from a change in the fair value of the AFS has been recognised directly in equity, through the statement of changes in equity.

Pursuant to paragraph 61 of FRS 139, a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost is objective evidence of impairment. Consequently, in compliance with the requirements of FRS 139, the cumulative fair value loss of RM781.5 million in the investment in SCL, which had previously been recognised in equity, is now recognised as an impairment loss in the Income Statement. This cumulative fair value loss of RM781.5 million represents the decline in SCL's share price to USD0.085 per share as at 31 December 2008 from RWB Group's carrying value of USD0.24 per share at the time of derecognition of SCL as an associated company in July 2007.

Adoption of new Financial Reporting Standards

Accounting policies adopted by the Group and the Company have been applied consistently in dealing with items that are considered material in relation to the financial statements, unless otherwise stated. The following new and revised FRS that are relevant to the Group have been adopted during the financial year:

- FRS 107_{2007} Cash Flow Statements
- FRS 112_{2007} Income Taxes
- FRS 118_{2007} Revenue
- Amendment to FRS 121_{2007} The Effects of Changes in Foreign Exchange Rates - Net Investment in Foreign Operation
- FRS 134_{2007} Interim Financial Reporting
- FRS 137_{2007} Provisions, Contingent Liabilities and Contingent Assets
- IC Interpretation 1 Changes in Existing Decommissioning, Restoration and Similar Liabilities
- IC Interpretation 8 Scope of FRS 2

The adoption of the above FRS and IC interpretations did not result in substantial changes to the Group's accounting policies and have no significant financial impact on the Group's result and financial position for the financial year ended 31 December 2008. In respect of FRS 112, the Group will continue to recognise in the income statement, the tax impact arising from the investment tax allowances as and when it is utilised.

Standards, amendments to published standards and interpretations to existing standards that are not yet effective and have not been early adopted

The new standards and IC Interpretations that are applicable to the Group and the Company, but which the Group and the Company have not early adopted, are as follows:

- FRS 8 Operating Segments (effective for annual period beginning on or after 1 July 2009). FRS 8 replaces FRS 114_{2004} Segment Reporting. The new standard requires a 'management approach', under which segment information is presented on the same basis as that used for internal reporting purposes. The Group will apply this standard from financial periods beginning on 1 January 2010. This standard is not expected to have any material impact to the Group and Company.

- IC Interpretation 9 Reassessment of Embedded Derivatives (effective for annual period beginning on or after 1 January 2010). IC Interpretation 9 requires an entity to assess whether an embedded derivative is required to be separated from the host contract and accounted for as a derivative when the entity first becomes a party to the contract. Subsequent reassessment is prohibited unless there is a change in the terms of the contract that significantly modifies the cash flows that otherwise would be required under the contract, in which case reassessment is required. The Group will apply this standard from financial periods beginning on 1 January 2010. This standard is not expected to have any material impact to the Group and Company.

- IC Interpretation 10 Interim Financial Reporting and Impairment (effective for annual period beginning on or after 1 January 2010). IC Interpretation 10 prohibits the impairment losses recognised in an interim period on goodwill and investments in equity instruments and in financial assets carried at cost to be reversed at a subsequent balance sheet date. The Group will apply this standard from financial periods beginning on 1 January 2010. This standard is not expected to have any material impact to the Group and Company.

The following standards will be effective for annual period beginning on or after 1 January 2010. The Group has applied the transitional provision in the respective standards which exempts entities from disclosing the possible impact arising from the initial application of the standard on the financial statements of the Group and Company.

- FRS 139 Financial Instruments: Recognition and Measurement
- FRS 4 Insurance Contracts
- FRS 7 Financial Instruments: Disclosures

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

3. SIGNIFICANT ACCOUNTING POLICIES

Basis of Consolidation

Investments in subsidiaries are eliminated on consolidation while investments in jointly controlled entities and associates are accounted for by the equity method of accounting.

a) Subsidiaries

The consolidated financial statements include the audited financial statements of the Company and all its subsidiaries made up to the end of the financial year. Subsidiaries are those companies in which the Group has power to exercise control over the financial and operating policies so as to obtain benefits from their activities.

Subsidiaries are consolidated from the date on which effective control is transferred to the Group and are no longer consolidated from the date that control ceases. Subsidiaries are consolidated using the purchase method of accounting whereby the results of subsidiaries acquired or disposed of during the financial year are included from the date of acquisition up to the date when control ceases. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the Group's share of the fair value of the identifiable net assets of the subsidiary acquired at the date of acquisition is reflected as goodwill. See accounting policy note on treatment of goodwill.

Negative goodwill represents the excess of the fair value of the Group's share of the net assets acquired over the cost of acquisition and prior to 1 January 2006, the negative goodwill is credited to retained earnings in the year of acquisition. Negative goodwill arising from new acquisition on or after 1 January 2006, is recognised directly in the income statement.

All material intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless cost cannot be recovered. Where necessary, accounting policies for subsidiaries have been changed to ensure consistency with the policies adopted by the Group.

The gain or loss on disposal of a subsidiary is the difference between net disposal proceeds or market value and the Group's share of its net assets together with any balance of goodwill on acquisition and exchange differences which were not previously recognised in the consolidated income statement.

Minority interests is measured at the minorities' share of the fair value of the identifiable assets and liabilities of the acquiree as at the date of acquisition and the minorities' share of movements in the acquiree's net assets since that date. Separate disclosure is made of minority interests.

b) Jointly Controlled Entities

Jointly controlled entities are corporations, partnerships or other entities over which there is contractually agreed sharing of control by the Group with one or more parties.

The Group's interests in jointly controlled entities are accounted for in the consolidated financial statements by the equity method of accounting. Equity accounting involves recognising the Group's share of the post acquisition results of jointly controlled entities in the income statement and its share of post acquisition movements within reserves in reserves. The Group's interest in jointly controlled entities is stated at cost net of goodwill written off, for acquisitions prior to 1 January 2004, plus adjustments to reflect changes in the Group's share of the net assets of the jointly controlled entities. The cumulative post acquisition movements are adjusted against the cost of the investment and includes goodwill on acquisition less impairment losses, where applicable. See accounting policy note on impairment of assets.

The Group recognises the portion of gains or losses on the sale of assets by the Group to the joint venture that is attributable to the other parties in the ventures. The Group does not recognise its share of profits or losses from the joint venture until it resells the assets to an independent party. However, if a loss on the transaction provides evidence of a reduction in the net realisable value of current assets or an impairment loss, the loss is recognised immediately.

Where necessary, in applying the equity method, adjustments have been made to the financial statements of jointly controlled entities to ensure consistency of accounting policies with those of the Group.

c) Associates

Associates are companies in which the Group exercises significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the associates but not control over those policies.

Investments in associates are accounted for by the equity method of accounting and are initially recognised at cost. Equity accounting involves recognising in the income statement the Group's share of the associates' results for the financial year. The Group's interest in associates is stated at cost net of goodwill written off, for acquisitions prior to 1 January 2004, plus adjustments to reflect changes in the Group's share of the net assets of the associates. Equity accounting is discontinued when the carrying amount of the investment in an associate reaches zero, unless the Group has incurred obligation or made payment on behalf of the associate.

The Group's investments in associates includes goodwill (net of any accumulated impairment loss) identified on acquisition.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the assets transferred.

Where necessary, in applying the equity method, adjustments have been made to the financial statements of associates to ensure consistency of accounting policies with those of the Group.

Property, Plant and Equipment

Property, plant and equipment are tangible items that:

i) are held for use in the production or supply of goods or services, or for administrative purposes; and
ii) are expected to be used during more than one period.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Property, Plant and Equipment (cont'd)

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses except for certain properties which were revalued before 1998. In accordance with the transitional provision allowed by MASB upon first adoption of IAS 16, Property, Plant and Equipment, the valuation of these assets have not been updated, and they continue to be stated at their existing carrying amounts less accumulated depreciation, amortisation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the items.

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. All other repairs and maintenance are charged to the income statement during the financial period that they are incurred.

Freehold land and property, plant and equipment which are under construction are not depreciated. Depreciation on assets under construction commences when the assets are ready for their intended use.

The depreciable amount of an item of property, plant and equipment is determined as the difference between the cost less its residual value. The residual value is the estimated amount that the Group expects to obtain from disposal of the asset, after deducting the estimated cost of disposal, if the asset was already of the age and in the condition expected at the end of its useful life.

The Group depreciates other assets based on their consumption pattern and is applied separately to each significant component.

Depreciation on other assets is calculated using the straight-line method to allocate their cost or revalued amounts to their residual values over their estimated useful lives, as follows:

	Years
Buildings and improvements	2 - 50
Plant, equipment and vehicles	2 - 20

The assets' residual values and useful lives are reviewed annually and revised if appropriate.

Where an indication of impairments exists, the carrying amount of the asset is assessed and written down immediately to its recoverable amount. See accounting policy note on impairment of assets.

Gains and losses on disposals are determined by comparing proceeds with the carrying amounts and are included in the income statement. On disposal of revalued assets, amounts in the revaluation reserve relating to those assets are transferred to retained earnings.

Investment Properties

Investment properties consist of investments in land and buildings that are held for long-term rental yield and/or for capital appreciation and are not occupied by the Group.

Investment in freehold land is stated at cost. Other investment properties are stated at cost less accumulated depreciation and impairment losses. Depreciation for other investment properties is calculated using the straight-line method to allocate their cost over their estimated economic lives as follows:

	Years
Buildings and improvements	5 - 50

Where an indication of impairment exists, the carrying amount of the asset is assessed and written down immediately to its recoverable amount. See accounting policy note on impairment of non-financial assets.

Gains and losses on disposal are determined by comparing net disposal proceeds with carrying amount and are included in the income statement.

Leasehold Land Use Rights

Leasehold land that normally has a finite economic life and title is not expected to pass to the lessee by the end of the lease term is treated as an operating lease. The payment made on entering into or acquiring a leasehold land is accounted as leasehold land use rights (referred to as prepaid lease payments in FRS 117, Leases) that are amortised over the lease term in accordance with the pattern of benefits provided.

The Group had previously classified the leasehold land use rights within its property, plant and equipment. On adoption of FRS 117, Leases, the Group treats such a lease as an operating lease, with the unamortised carrying amount classified as leasehold land use rights.

Plantation Development

Plantation development comprise cost of planting and development on oil palms and other plantation crops.

Cost of new planting and development of plantation crops are capitalised from the stage of land clearing up to the stage of maturity. The cost of new planting capitalised is not amortised. However, where the cost of new planting is incurred on leasehold land which has unexpired period shorter than the crop's economic life, the cost is amortised over the remaining period of the lease on a straight line basis.

Replanting expenditure is charged to the income statement in the financial year in which the expenditure is incurred.

Property Development Activities

a) Land Held for Property Development

Land held for property development consist of land on which no significant development work has been undertaken or where development activities are not expected to be completed within the normal operating cycle. Such land is classified as non-current asset and is stated at cost less accumulated impairment losses, if any.

Cost comprises cost of land and all related cost incurred on activities necessary to prepare the land for its intended use. Where the Group had previously recorded the land at revalued amount, it continues to retain this amount as its surrogate cost as allowed by $FRS201_{2004}$ Property Development Activities. Where an indication of impairment exists, the carrying amount of the asset is assessed and written down immediately to its recoverable amount. See accounting policy note on impairment of assets.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Property Development Activities (cont'd)

a) Land Held for Property Development (cont'd)

Land held for property development is transferred to property development costs and included under current assets when development activities have commenced and where the development activities can be completed within the normal operating cycle.

b) Property Development Costs

Property development costs comprise costs associated with the acquisition of land and all costs directly attributable to development activities or costs that can be allocated on a reasonable basis to these activities.

When the outcome of the development activity can be estimated reliably, property development revenue and expenses are recognised by using the percentage of completion method in respect of sales where agreements have been finalised. Under this method, profits are recognised as the property development activity progresses. The stage of completion is determined based on proportion of property development costs incurred for work performed up to the balance sheet date over the estimated total property development cost to completion.

When the 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 of recovery, and property development costs on the development units sold are recognised as an expense when incurred. Foreseeable losses, if any, arising when it is probable that total property development costs (including expected defect liability expenditure) will exceed total property development revenue, are recognised immediately in the income statement.

Property development costs not recognised as an expense is recognised as an asset and is stated at the lower of cost and net realisable value. Upon completion of development, the unsold completed development properties are transferred to inventories.

Where revenue recognised in the income statement exceed billings to purchasers, the balance is shown as accrued billings under trade and other receivables (within current assets). Where billings to purchasers exceed revenue recognised in the income statement, the balance is shown as progress billings under trade and other payables (within current liabilities).

Available-For-Sale Financial Asset

Pursuant to paragraphs 18 and 19 of FRS 128, Investments in Associates, in the event the Group ceased to have significant influence over its associates, the Group shall discontinue the use of equity method from the date that it ceases to have significant influence over the associate and shall account for the investment in accordance with FRS 139, Financial Instruments: Recognition and Measurement, from that date.

The carrying amount of the investment at the date of recognition shall be regarded as its cost on initial measurement as an AFS. After the initial measurement, the Group measure the AFS at its fair values based on quoted prices in an active market.

Any gain or loss arising from a change in the fair value of the AFS is recognised directly in equity as Fair Value Reserve, except for impairment losses and foreign exchange gains and losses, if any, until the AFS is derecognised, at which time the cumulative gain or loss previously recognised in equity shall be recognised in income statement.

When a decline in the fair value of the AFS has been recognised directly in equity and there is objective evidence that the asset is impaired, the cumulative loss that had been recognised directly in equity shall be removed from Fair Value Reserve and recognised in income statement even though the AFS has not been derecognised. Impairment losses are incurred if and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. The amount of cumulative loss is measured as the difference between the carrying amount and current fair value, less any impairment loss on that AFS previously recognised in income statement including any related foreign exchange component. Impairment losses recognised in the income statement on such amount are not subsequently reversed through income statement.

Investments

Investments in non-current investments other than investments in subsidiaries, jointly controlled entities, associates and available-for-sale financial assets are stated at cost and an allowance for diminution in value is made where, in the opinion of the Directors, there is a decline other than temporary in the value of such investments. Such a decline is recognised as an expense in the period in which it is identified.

Short term quoted investments are stated at the lower of cost and market value, determined on a portfolio basis by comparing aggregate cost against aggregate market value. Market value is calculated by reference to quoted selling prices at the close of business on the balance sheet date. Money market instruments are stated at the lower of cost and net realisable value.

On disposal of an investment, the difference between net disposal proceeds and its carrying amount is charged/credited to the income statement.

Intangible Assets

a) Goodwill

Goodwill represents the excess of the cost of acquisition over the Group's share of the fair value of the identifiable net assets of the subsidiaries at the date of acquisition. Goodwill is stated at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed.

Goodwill is allocated to cash-generating units for the purpose of annual impairment testing. The allocation is made to those cash generating units or groups of cash generating units that are expected to benefit from the business combination in which the goodwill arose.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Intangible Assets (cont'd)

b) Licences

Casino licences

The Group capitalises purchased casino licences. The amount capitalised is the difference between the price paid for a casino including the associated licence and the fair value of a similar property without a casino licence. Casino licences have indefinite useful lives as based on all relevant factors there is no foreseeable limit to the period over which the licences are expected to generate cash inflows. Each licence is reviewed annually for impairment and as such is stated at cost less any accumulated impairment losses.

Theme park licences

Theme park licences are initially recognised at cost and subsequently carried at cost less accumulated amortisation and accumulated impairment losses. Such cost is amortised using the straight line method over the shorter of its estimated useful life and periods of contractual right. The amortisation period and amortisation method are reviewed at each balance sheet date. The effects of any revision are recognised in the income statements when changes arise. Amortisation expense incurred during the construction period is capitalised as part of construction-in-progress. Where an indication of impairment exists, the carrying amount of licence is assessed and written down immediately to its recoverable amount.

c) Royalty

Royalty expenditure is stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated using the straight line method over the estimated useful lives, not exceeding a period of 20 years.

d) Trademark

Trademark is stated at cost less any accumulated impairment losses. Trademark has an indefinite useful life as it is maintained through continuous marketing and upgrading. See accounting policy on impairment of non-financial assets.

e) Rights

Acquired licenses of independent power plant are stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated using the straight line method over the licensing agreement periods.

f) Research and Development Expenditure

Research expenditure is recognised as an expense when incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets when the following criteria are fulfilled:

(i) It is technically feasible to complete the intangible asset so that it will be available for use or sale;
(ii) Management intends to complete the intangible asset and use or sell it;
(iii) There is an ability to use or sell the intangible asset;
(iv) It can be demonstrated that the intangible asset will generate probable future economic benefits;
(v) Adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available; and
(vi) The expenditure attributable to the intangible asset during its development can be reliably measured.

Collaborations and alliances are maintained with third parties for provision of research and development expertise and capacity in genomics for the achievement of performance milestones. Milestones payments are capitalised to the extent that the capitalisation criteria in FRS 138 - Intangible Assets are met. Judgement is involved in determining whether amount paid meets the performance milestones so as to enable the amount to be capitalised as intangible assets.

Other development expenditure that do not meet these criteria are recognised as an expense when incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use or sale, on a straight-line basis over the estimated useful lives, not exceeding twenty years.

Intangible assets are tested for impairment annually, in accordance with FRS 136. See accounting policy note on impairment of non-financial assets.

Exploration Cost

Exploration cost is accounted for in accordance with the full cost method. Under this method, all costs relating to the exploration activities are capitalised when incurred. Exploration cost is written off to the income statement when:

- it is determined that further exploration activities will not yield commercial quantities of reserves, no further exploration drilling is planned and there is no existing production in the block or field; or
- the petroleum contract has expired or is surrendered.

Exploration cost is stated net of impairment loss.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost includes, where relevant, appropriate proportions of overheads and is determined on a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less costs of completion and selling expenses. The cost of unsold properties comprises cost associated with the acquisition of land, direct costs and an appropriate proportion of allocated costs attributable to property development activities.

Non-Current Assets Held for Sale

Non-current assets are classified as assets held for sale and stated at the lower of carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sale transaction rather than a continuing use.

Receivables

Receivables are carried at estimated realisable value. In estimating realisable value, an allowance is made for doubtful receivables based on a review of all outstanding amounts at the financial year end. Bad debts are written off to the income statement during the financial year in which they are identified.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Cash and Cash Equivalents

Cash and cash equivalents include cash and bank balances (net of bank overdrafts), deposits and other short term, highly liquid investments that are readily convertible to known amounts of cash and are subject to insignificant risk of changes in value. Bank overdrafts are included within short term borrowings in the current liabilities and money market instruments are included within short term investments in current assets in the balance sheet.

Finance Leases

Leases of property, plant and equipment where the Group assumes substantially all the benefits and risks of ownership are classified as finance leases. The Group adopts the following accounting policy in respect of accounting by a lessee.

Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased property and the present value of the minimum lease payments. Each lease payment is allocated between the liability and finance charges so as to achieve a periodic constant rate of interest on the balance outstanding. The corresponding rental obligations, net of finance charges, are included in borrowings. The interest element of the finance charge incurred on qualifying assets are capitalised until the assets are ready for their intended use after which such expense is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Property, plant and equipment acquired under finance leases is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Share Capital

Ordinary shares are classified as equity when there is no contractual obligation to deliver cash or other financial assets to another entity or to exchange financial assets or liabilities with another entity that are potentially unfavourable to the issuer.

Incremental costs directly attributable to the issue of new shares, options or for the acquisition of a business are shown in equity as a deduction, net of tax, from the proceeds.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

Treasury Shares

A purchase by the Company or its subsidiaries of its own equity shares is accounted for under the treasury stock method. Under this method, the shares repurchased and held as treasury shares is measured and carried at the cost of repurchase (including any directly attributable incremental external costs, net of tax) on initial recognition and subsequently. On presentation in the balance sheet, the carrying amount of the treasury shares is offset against equity. Where treasury shares are distributed as share dividends, the cost of the treasury shares is applied in the reduction of the share premium account or the distributable reserves, or both. Where treasury shares are reissued by re-sale in the open market, the difference between the sales consideration and the carrying amount of the treasury shares is shown as the movement in equity. As treasury shares, the rights attached as to voting, dividends and participation in other distribution are suspended.

Borrowings

Borrowings are recognised initially based on proceeds received. Subsequently, borrowings are stated at amortised cost using the effective interest method; any difference between the amount recorded as borrowings and the associated redemption value is recognised in the income statement over the period of the borrowings.

Costs incurred on borrowings to finance qualifying assets are capitalised until the assets are ready for their intended use after which such expenses are charged to the income statement. All other borrowing costs are charged to the income statement.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

Impairment of Non-Financial Assets

The carrying amounts of assets, with the exception of inventories, assets arising from construction contracts, deferred tax assets and financial assets (excluding investments in subsidiaries, jointly controlled entities and associates), are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If such indication exists, an impairment review is performed to assess whether the carrying amount of the asset is fully recoverable.

Irrespective of whether there is any indication of impairment, the Group also:

a) tests intangible assets with indefinite useful life for impairment annually by comparing its carrying amount with its recoverable amount.
b) tests goodwill acquired in a business combination for impairment annually.

Impairment loss is recognised when the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and its value in use, which is measured by reference to discounted future cash flows. Recoverable amounts are estimated for individual assets, or if it is not possible, for the cash generating unit.

An impairment loss is charged to the income statement, unless the asset is carried at revalued amount, in which case the impairment loss is used to reduce the revaluation surplus.

Assets other than goodwill that have suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

An impairment loss is reversed only to the extent of previously recognised impairment losses for the same asset unless the asset is carrying at revalued amount, in which case the reversal is treated as an increase to revaluation reserve. An impairment loss recognised for goodwill will not be reversed in a subsequent period.

Contingent Liabilities and Contingent Assets

The Group does not recognise a contingent liability but discloses its existence in the financial statements, except in a business combination. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. When a change in the probability of an outflow of economic resources occurs, so that the outflow is probable, it will then be recognised as a provision.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Contingent Liabilities and Contingent Assets (cont'd)

A contingent asset is a possible asset that arises from past events whose existence will be confirmed by uncertain future events beyond the control of the Group. The Group does not recognise contingent assets but discloses their existence where inflows of economic benefits are probable, but not virtually certain. When inflow of economic resources is virtually certain, the asset is recognised.

In the acquisition of subsidiaries by the Group under a business combination, the contingent liabilities assumed are measured initially at their fair value at the acquisition date, irrespective of the extent of any minority interest.

The Group recognises separately the contingent liabilities of the acquirees as part of allocating the cost of a business combination where the fair values can be measured reliably. Where the fair values cannot be measured reliably, the resulting effect will be reflected in the goodwill arising from the acquisitions.

Subsequent to the initial recognition, the Group measures the contingent liabilities that are recognised separately at the date of acquisition at the higher of the amount that would be recognised in accordance with the provisions of FRS 137 and the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with FRS 118.

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate can be made of the amount of the obligation.

Income Taxes

a) Current Taxation

Current taxation is determined according to the tax laws of each jurisdiction in which the Group operates and includes all taxes based upon the taxable income and is measured using the tax rates which are applicable at the balance sheet date.

b) Deferred Taxation

Deferred tax liabilities and/or assets are recognised, using liability method, on temporary differences between the carrying amounts of assets and liabilities in the financial statements and their related tax bases. However, deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the deferred tax assets can be utilised. Deferred tax liability in respect of asset revaluations is also recognised. Deferred tax liabilities and assets are measured at the tax rates that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax is recognised on temporary differences arising on investments in subsidiaries, jointly controlled entities and associates except where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Discontinued Operations

A discontinued operation is a component of the Group's business that represents a separate major line of business or geographical area of operations that has been disposed of or is held for sale, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. When an operation is classified as a discontinued operation, the comparative income statement is restated as if the operation had been discontinued from the start of the comparative period.

Government Grants

Government grants relating to costs are deferred and recognised in the income statement over the period necessary to match them with the costs they are intended to compensate.

Government grants relating to the purchase of assets are included in non-current liabilities as deferred income and are credited to the income statement on the straight line basis over the expected lives of the related assets.

Employee Benefits

a) Short-Term Employee Benefits

Short-term employee benefits include wages, salaries, bonus, social security contributions and paid annual leave. These benefits are accrued when incurred and are measured on an undiscounted basis.

b) Post-Employment Benefits

Defined contribution plans
Post-employment benefits include defined contribution plans under which the Group pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods. These benefits are accrued when incurred.

c) Long-Term Employee Benefits

Long-term employee benefits include retirement gratuities payable under a retirement gratuity scheme which was established in 1991 by the Board of Directors for Executives and Executive Directors of the Company and certain subsidiaries. The level of retirement gratuities payable is determined by the Board of Directors in relation to the past services rendered and it does not take into account the employee's service to be rendered in later years up to retirement. The gratuity, which is calculated based either on length of service and basic salary as at the reporting date or on the basis of emoluments earned in the immediate past three years, is a vested benefit when the employee reaches retirement age.

The present value of the retirement gratuities is determined by discounting the amount payable by reference to market yields at the balance sheet date on high quality corporate bonds which have terms to maturity approximating the terms of the related liability. Employee turnover is also factored in arriving at the level of the retirement gratuities payable. The differences arising from the application of such discounting as well as any past service costs and the effects of any curtailments or settlements, if any, are recognised immediately in the income statement.

Such retirement gratuities payable are classified as current liabilities where it is probable that a payment will be made within the next twelve months and also provided that the amount has been approved for payment by the Board of Directors.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Employee Benefits (cont'd)

d) Share-based compensation

The Company together with its listed subsidiaries, each operate an equity-settled, share-based compensation plan, where share options are issued by the respective companies to their respective eligible executives and directors.

The fair value of employee services rendered in exchange for the grant of the share options is recognised as an expense over the vesting period. The total amount to be expensed in the income statement over the vesting period is determined by reference to the fair value of each share option granted at the grant date and the number of share options vested by vesting date, with a corresponding increase in equity. At each balance sheet date, the respective companies will revise its estimates of the number of share options that are expected to become exercisable. The option reserves in respect of options which have lapsed are transferred to retained earnings.

The proceeds received net of any directly attributable transaction costs are credited to share capital and share premium when the options are exercised.

Revenue Recognition

Sales are recognised upon delivery of products or performance of services, net of sales tax and discounts, and after eliminating sales within the Group.

The sales relating to property development projects are recognised progressively as the project activity progresses and are in respect of sales where agreements have been finalised. The recognition of sales is based on the percentage of completion method and is consistent with the method adopted for profit recognition.

Sales of short term investments are accounted net of the cost of the respective investments when the contracts are executed.

Casino revenue represents net house takings. The casino licence in Malaysia is renewable every three months.

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

Dividends

Dividends on ordinary shares are accounted for in shareholders' equity as an appropriation of retained earnings and accrued as a liability in the financial year in which the obligation to pay is established.

Interest income

Interest income is recognised on an accrual basis, when it is determined that such income will accrue to the Group.

Foreign currency translation

a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities 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 the Company's functional and presentation currency.

b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. At the balance sheet date, non-monetary items are translated at balance sheet date using historical rates or rates prevailing when the fair value of the assets are determined. Monetary items are translated at the closing rate. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities at the closing rate are recognised in the income statement. However, the exchange differences arising on monetary items that form part of the net investment in the foreign operations are recognised directly in equity in the consolidated financial statements until the disposal of the foreign operations in which case they are recognised as gain or loss in the consolidated income statement.

c) Group companies

On consolidation the results and financial position of all the Group's entities which have a functional currency different from that of the Group's presentation currency are translated into the Group's presentation currency as follows:

i) assets and liabilities, including goodwill and fair value adjustments arising from business combinations completed on/after 1 January 2006, for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and

iii) all resulting exchange differences are recognised as a separate component of equity.

Financial Instruments

A financial instrument is any contract that gives rise to both a financial asset of one enterprise and a financial liability or equity instrument of another enterprise.

A financial asset is any asset that is cash, a contractual right to receive cash or another financial asset from another enterprise, a contractual right to exchange financial instruments with another enterprise under conditions that are potentially favourable, or an equity instrument of another enterprise.

A financial liability is any liability that is a contractual obligation to deliver cash or another financial asset to another enterprise, or to exchange financial instruments with another enterprise under conditions that are potentially unfavourable.

a) Financial instruments recognised on the balance sheet

The recognition method adopted for financial instruments that are recognised on the balance sheet are disclosed separately in the individual policy statements associated with the relevant financial instrument.

b) Financial instruments not recognised on the balance sheet

The Group, in managing its interest and currency exposures, enters into foreign currency forward contracts, interest rate swap and currency swap agreements. These instruments are not recognised in the financial statements on inception.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial Instruments (cont'd)

b) Financial instruments not recognised on the balance sheet (cont'd)

As foreign currency forward contracts are entered into to cover the Group's commitments in foreign currencies, the closing rates are used to translate the underlying foreign currency transactions into Ringgit Malaysia.

The related interest differentials under the swap agreements for interest rate swaps are recognised over the terms of the agreements in interest expense.

The underlying foreign currency assets or liabilities, which are effectively hedged by currency swap agreements, and designated as a hedge, are translated in the respective hedged currencies, at their closing rates.

The Group has put and call option agreements as disclosed in Note 40(d) to the financial statements. This instrument is not recognised in the financial statements on inception.

c) Fair value estimation for disclosure purpose

The fair value of publicly traded securities is based on quoted market prices at the balance sheet date. For non-traded financial instruments, the Group uses various methods and makes assumptions that are based on market conditions. Comparisons are made to similar instruments that are publicly traded and estimates based on discounted cash flow techniques are also used. For other long term financial assets and liabilities, fair value is estimated by discounting future contractual cash flows at appropriate interest rates.

The book values of financial assets and liabilities with maturities of less than one year are assumed to approximate their fair values.

Segmental Reporting

The Group adopts business segment analysis as its primary reporting format and geographical segment analysis as its secondary reporting format.

Revenues are attributed to geographical segments based on location of customers where sale is transacted. Assets are allocated based on location of assets.

Segment revenues and expenses are those directly attributable to the segments and include any joint revenue and expenses where a reasonable basis of allocation exists. Segment assets include all assets used by the segment and consist principally of property, plant and equipment net of accumulated depreciation, amortisation and impairment loss, plantation development, investment properties, leasehold land use rights, land held for property development, property development costs, inventories and receivables. Segment liabilities comprise operating liabilities. Both segment assets and liabilities do not include income tax assets and liabilities and interest bearing instruments.

4. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's overall financial risk management objective is to optimise the value creation for shareholders. The Group seeks to minimise the potential adverse impacts arising from fluctuations in foreign currency exchange and interest rates and the unpredictability of the financial markets.

The Group operates within clearly defined guidelines that are approved by the Board of Directors and do not trade in financial instruments. Financial risk management is carried out through risk reviews conducted at all significant operational units. This process is further enhanced by effective internal controls, a group-wide insurance programme and adherence to the financial risk management policies.

The main areas of financial risks faced by the Group are as follows:

Foreign currency exchange risk
The Group is exposed to foreign currency exchange risk when subsidiaries enter into transactions that are not denominated in their functional currencies. The Group attempts to significantly limit its exposure for committed transactions by entering into forward foreign currency exchange contracts within the constraints of market and government regulations.

Interest rate risk
Interest rate risks mainly arise from the Group's borrowings. The Group manages this risk through the use of fixed and floating rate debt and derivative financial instruments. Derivative financial instruments are used, where appropriate, to generate the desired interest rate profile.

Market risk
The Group, in the normal course of business, is exposed to market risks in respect of its equity investments and volatility in market prices of palm products. The Group manages its risk through established guidelines and policies.

Credit risk
Exposure to credit risk arises mainly from sales made on deferred credit terms. Credit terms offered by the Group range from 7 days to 120 days from date of transaction. Risks arising therefrom are minimised through effective monitoring of receivables and suspension of sales to customers which accounts exceed the stipulated credit terms. Credit limits are set and credit history are reviewed to minimise potential losses.

The Group avoids, where possible, any significant exposure to a single customer. However, in the ordinary course of business, certain subsidiaries in the Group's Power Division has trade receivables that are solely from their offtakers, the provincial or national electricity utility companies. As such, the counter party risk is considered to be minimal.

The Group also seeks to invest cash assets safely and profitably and buys insurance to protect itself against insurable risks. In this regard, counterparties are assessed for credit risk and limits are set to minimise any potential losses. The Group's cash and cash equivalents and short-term deposits are placed with creditworthy financial institutions and the risks arising therefrom are minimised in view of the financial strength of these financial institutions.

Liquidity risk
The Group practices prudent liquidity risk management to minimise the mismatch of financial assets and liabilities. The Group's cash flow is reviewed regularly to ensure that the Group is able to settle its commitments when they fall due.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

5. SEGMENT ANALYSIS

a) Primary segment - by activity:

2008	Leisure & Hospitality	Plantation	Property	Oil & Gas	Power	Others	Eliminations	Total
Revenue								
External	6,251.0	936.5	117.6	182.7	1,564.0	30.7	-	9,082.5
Inter segment	3.9	-	17.6	-	-	77.9	(99.4)	-
	6,254.9	936.5	135.2	182.7	1,564.0	108.6	(99.4)	9,082.5
Results								
Segment profit/(loss)	2,229.3	458.4	25.9	73.5	193.6	(57.4)	(76.0)	2,847.3
Net gain on disposal/deemed disposal/dilution of shareholdings	-	-	-	-	-	45.1	-	45.1
Impairment losses	(1,017.5)	-	-	-	(56.7)	(103.8)	-	(1,178.0)
Interest income								215.5
Finance cost								(269.4)
Share of results in jointly controlled entities	(2.2)	-	-	-	-	0.6	-	(1.6)
Share of results in associates	17.9	2.8	-	-	55.2	-	-	75.9
Profit before taxation								1,734.8
Taxation								(751.4)
Profit for the financial year								983.4

2007	Leisure & Hospitality	Plantation	Property	Oil & Gas	Power	Others	Eliminations	Continuing operations	Discontinued operations (Manufacturing)	Total
Revenue										
External	5,889.0	845.7	81.7	142.9	1,491.6	32.9	-	8,483.8	-	8,483.8
Inter segment	3.3	-	14.6	-	-	62.8	(80.7)	-	-	-
	5,892.3	845.7	96.3	142.9	1,491.6	95.7	(80.7)	8,483.8	-	8,483.8
Results										
Segment profit	2,019.1	431.0	23.0	49.0	505.9	54.0	48.1	3,130.1	40.1	3,170.2
Net gain on disposal/ deemed disposal/ dilution of shareholdings	-	-	-	-	-	989.3	-	989.3	-	989.3
Gain on disposal of investment in associate	337.1	-	-	-	-	-	-	337.1	-	337.1
Impairment losses	(938.4)	-	-	-	(40.5)	(37.2)	-	(1,016.1)	-	(1,016.1)
Interest income								289.4	1.0	290.4
Finance cost								(395.4)	(4.1)	(399.5)
Share of results in jointly controlled entities	(11.3)	-	-	-	-	0.1	-	(11.2)	-	(11.2)
Share of results in associates	(81.6)	3.5	0.2	-	68.2	-	-	(9.7)	-	(9.7)
Gain on dilution of investment in associate	81.0	-	-	-	-	-	-	81.0	-	81.0
Profit before taxation								3,394.5	37.0	3,431.5
Taxation								(662.2)	(10.0)	(672.2)
Profit for the financial year								2,732.3	27.0	2,759.3
Loss from disposal of paper & packaging businesses								-	(197.0)	(197.0)
Profit/(loss) for the financial year								2,732.3	(170.0)	2,562.3

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

5. SEGMENT ANALYSIS (cont'd)

a) Primary segment - by activity: (cont'd)

2008	Leisure & Hospitality	Plantation	Property	Oil & Gas	Power	Others	Eliminations	Total
Other Information:								
Assets								
Segment assets	**15,455.3**	**1,286.5**	**1,066.8**	**647.3**	**3,769.9**	**987.3**	**(679.0)**	**22,534.1**
Interest bearing instruments								**7,023.6**
Jointly controlled entities	**67.4**	**-**	**-**	**-**	**-**	**3.8**	**-**	**71.2**
Associates	**348.7**	**10.0**	**2.6**	**-**	**252.1**	**8.7**	**-**	**622.1**
Unallocated corporate assets								**199.7**
Total assets								**30,450.7**
Liabilities								
Segment liabilities	**1,277.9**	**82.6**	**127.0**	**91.2**	**617.4**	**180.9**	**(679.0)**	**1,698.0**
Interest bearing instruments								**5,861.6**
Unallocated corporate liabilities								**1,477.7**
Total liabilities								**9,037.3**
Other Disclosures								
Capital expenditure *	**2,374.7**	**116.3**	**2.3**	**78.5**	**38.7**	**0.6**	**-**	**2,611.1**
Depreciation & amortisation	**357.3**	**20.1**	**6.1**	**23.3**	**232.3**	**2.1**	**-**	**641.2**
Impairment losses	**1,017.5**	**-**	**-**	**-**	**56.7**	**103.8**	**-**	**1,178.0**
Other significant non-cash charges	**57.9**	**2.1**	**1.3**	**-**	**0.4**	**62.0**	**-**	**123.7**
2007								
Other Information:								
Assets								
Segment assets	14,238.0	1,244.5	1,050.2	529.1	3,508.1	1,315.7	(1,293.4)	20,592.2
Interest bearing instruments								8,856.2
Jointly controlled entities	12.3	1.9	-	-	-	1.2	-	15.4
Associates	334.4	8.7	2.7	-	229.4	-	-	575.2
Unallocated corporate assets								139.9
Total assets								30,178.9
Liabilities								
Segment liabilities	1,424.1	67.0	133.6	98.4	586.7	482.2	(1,293.4)	1,498.6
Interest bearing instruments								5,339.2
Unallocated corporate liabilities								1,803.8
Total liabilities								8,641.6
Other Disclosures								
Capital expenditure *	2,740.4	66.0	3.2	41.0	14.6	1.0	-	2,866.2
Depreciation & amortisation	332.8	22.6	6.2	19.5	219.6	2.3	-	603.0
Impairment losses	938.4	-	-	-	40.5	37.2	-	1,016.1
Other significant non-cash charges	22.2	3.2	1.8	0.1	2.6	0.7	-	30.6

* Includes capital expenditure in respect of property, plant and equipment, investment properties, plantation development and leasehold land use rights.

b) Secondary segment - by geographical location

	Revenue		Assets		Capital expenditure	
	2008	2007	**2008**	2007	**2008**	2007
Malaysia	**6,861.0**	6,034.6	**12,359.9**	11,790.5	**327.8**	448.1
Singapore	**1.6**	-	**9,112.4**	8,186.0	**2,080.9**	2,030.4
Asia Pacific (excluding Malaysia & Singapore)	**831.9**	882.3	**3,736.7**	3,543.1	**147.1**	71.2
United Kingdom/Europe *	**1,388.0**	1,566.9	**4,232.5**	6,034.7	**55.3**	316.5
Other countries	**-**	-	**315.9**	34.0	**-**	-
	9,082.5	8,483.8	**29,757.4**	29,588.3	**2,611.1**	2,866.2
Jointly controlled entities	**-**	-	**71.2**	15.4	**-**	-
Associates	**-**	-	**622.1**	575.2	**-**	-
	9,082.5	8,483.8	**30,450.7**	30,178.9	**2,611.1**	2,866.2

* More than 90% is derived from United Kingdom.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

5. SEGMENT ANALYSIS (cont'd)

The Group is organised into five main business segments:

Leisure & Hospitality	-	this division includes the hotel, gaming and entertainment businesses, tours & travel related services and other support services.
Plantation	-	this division is involved mainly in oil palm plantations, palm oil milling and related activities.
Property	-	this division is involved in property development activities.
Oil & Gas	-	this division is involved in oil & gas exploration, development, production and sale of crude oil.
Power	-	this division is involved in the generation and supply of electric power.

Following the disposal of the paper and packaging businesses in financial year 2007 as disclosed in Note 13, the Manufacturing segment is no longer deemed a material segment for separate disclosure.

All other immaterial business segments including investments in equities are aggregated and disclosed under "Others" as they are not of a sufficient size to be reported separately.

Geographically, the Group operates in Asia Pacific and United Kingdom/Europe. The main business segments of the Group are concentrated in Malaysia. Included in the United Kingdom/Europe region is the Group's casino operations and its investment in shares of quoted corporations. The assets in the Asia Pacific region (excluding Malaysia & Singapore) mainly comprise interest bearing investments and power businesses, whilst the assets in the United Kingdom/Europe region mainly comprise gaming and entertainment businesses.

6. REVENUE

	Group		Company	
	2008	2007	**2008**	2007
Rendering of services:				
Leisure & hospitality	**6,251.0**	5,889.0	**-**	-
Rental and property management income	**19.4**	24.2	**-**	-
Fees from management and licensing services	**-**	-	**548.4**	481.9
Other services	**24.8**	20.8	**10.5**	8.6
Sale of goods:				
Plantation produce	**936.5**	845.7	**-**	-
Properties and progressive sales on property development projects	**98.2**	59.5	**-**	-
Crude oil	**182.7**	142.9	**-**	-
Electricity	**1,534.3**	1,473.5	**-**	-
Others	**29.7**	19.4	**-**	-
Sale of investments	**5.4**	4.0	**-**	-
Investment income	**0.5**	4.8	**247.1**	1,260.7
	9,082.5	8,483.8	**806.0**	1,751.2

7. COST OF SALES

	Group		Company	
	2008	2007	**2008**	2007
Cost of inventories recognised as an expense	**1,930.7**	1,534.1	**-**	-
Cost of services and other operating costs	**3,607.2**	3,471.3	**59.0**	65.4
	5,537.9	5,005.4	**59.0**	65.4

Included in other operating costs are gaming related expenses amounting to RM1,366.5 million (2007: RM1,255.2 million) for the Group and Nil (2007: Nil) for the Company.

8. OTHER EXPENSES

The Group's other expenses for the current financial year included impairment losses of RM781.5 million (2007: Nil) on RWB Group's investment in Available-for-sale financial asset, RM236.0 million (2007: RM897.3 million) on goodwill arising on the acquisition of Genting Stanley and RM160.5 million (2007: RM118.8 million) on the Group's power plants in China and other investments.

The Company's other expenses for the current financial year included an impairment loss of RM107.6 million (2007: Nil) on investment in a wholly owned subsidiary.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

9. PROFIT BEFORE TAXATION

Profit before taxation has been determined after inclusion of the following charges and credits. The expenses by nature of the Group are also disclosed in the charges below:

	Group		Company	
	2008 RM'000	2007 RM'000	**2008 RM'000**	2007 RM'000
Charges:				
Depreciation of property, plant and equipment	**624,516**	583,802	**1,027**	901
Depreciation of investment properties	**875**	1,108	**-**	-
Amortisation of plantation development	**7**	7	**-**	-
Amortisation of leasehold land use rights	**6,183**	6,318	**-**	-
Amortisation of intangible assets	**9,669**	11,729	**-**	-
Directors' remuneration excluding estimated money value of benefits-in-kind (see Note 11)	**80,943**	91,485	**38,289**	44,708
Impairment of property, plant and equipment included in:				
- Other expenses	**53,177**	63,487	**-**	-
Impairment of intangible assets included in:				
- Other expenses	**238,015**	952,646	**-**	-
Impairment of investments included in:				
- Other expenses	**886,836**	-	**-**	-
Impairment of investment in a subsidiary included in:				
- Other expenses	**-**	-	**107,629**	-
Net loss on disposal of property, plant and equipment	**5,111**	-	**-**	-
Property, plant and equipment written off	**10,331**	1,661	**-**	-
Net allowance for diminution in value of investments	**62,073**	9,647	**-**	-
Net allowance for doubtful debts	**2,989**	2,356	**-**	-
Net bad debts written off	**52,234**	-	**-**	-
Replanting expenditure	**6,718**	5,378	**-**	-
Hire of equipment	**18,170**	30,632	**-**	-
Rental of land and buildings	**63,220**	62,260	**-**	-
Finance cost	**269,399**	395,419	**-**	-
Net exchange losses - realised	**-**	-	**1**	-
Net exchange losses - unrealised	**52,723**	-	**3,544**	-
Auditors' remuneration				
- Payable to auditors	**1,408**	1,560	**45**	43
- Payable to member firms of an organisation to which the auditors is also a member	**3,432**	2,722	**-**	-
Expenditure paid to subsidiaries:				
- Finance cost	**-**	-	**60,359**	61,451
- Rental of land and buildings	**-**	-	**2,225**	2,037
- Rental of equipment	**-**	-	**1,584**	1,517
- Service fees	**-**	-	**1,168**	1,117
Employee benefits expense (see Note 10)	**1,404,157**	1,400,291	**59,022**	65,407
Waiver of net amount due from wholly owned subsidiaries	**-**	-	**19,444**	217,409
Repair and maintenance	**152,578**	131,052	**608**	894
Utilities	**87,577**	63,901	**181**	170
Legal and professional fees	**59,076**	61,293	**7,932**	2,784
Transportation costs	**78,679**	47,579	**-**	-

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

9. PROFIT BEFORE TAXATION (cont'd)

	Group		Company	
	2008 RM'000	2007 RM'000	**2008 RM'000**	2007 RM'000
Credits:				
Interest income	**215,540**	289,405	**14,065**	78,037
Net gain on disposal of property, plant and equipment and plantation development	**-**	1,079	**101**	156
Net gain on disposal of leasehold land use rights	**1,270**	-	**-**	-
Gain on disposal of investment property	**644**	2,019	**-**	-
Net gain on disposal of long term investments	**5,457**	-	**-**	-
Net gain on disposal of short term investments	**-**	4,064	**-**	-
Net bad debts recovered	**-**	124	**-**	-
Rental income from land and buildings	**65,884**	58,397	**-**	-
Additional compensation arising from acquisition of freehold land	**2,505**	27	**-**	-
Net exchange gains - realised	**23,603**	15,309	**-**	-
Net exchange gains - unrealised	**-**	57,809	**-**	4,999
Dividends (gross) from:				
- Quoted local companies	**-**	4,326	**-**	-
- Quoted foreign corporations	**452**	515	**-**	-
Income from subsidiaries:				
- Gain on disposal of long term investment	**-**	-	**31,302**	1,218,741
- Management and licensing fees	**-**	-	**548,237**	481,768
- Fair value gain on deemed distribution	**-**	-	**207,606**	-
- Gross dividends	**-**	-	**247,086**	1,260,637
- Interest income	**-**	-	**44,318**	46,215
- Shared services fees	**-**	-	**10,498**	8,596
- Royalty	**-**	-	**152**	152
Other information:				
Non statutory audit fees				
- payable to auditors	**1,408**	3,718	**103**	435
- payable to member firms of an organisation to which the auditors is also a member	**920**	1,015	**372**	4

10. EMPLOYEE BENEFITS EXPENSE

	Group		Company	
	2008 RM'000	2007 RM'000	**2008 RM'000**	2007 RM'000
Wages, salaries and bonuses	**1,157,629**	1,196,193	**46,804**	49,463
Defined contribution plan	**78,865**	69,092	**6,139**	6,315
Other short term employee benefits	**157,274**	111,503	**3,402**	1,916
Share-based payments	**3,954**	1,491	**-**	-
Provision for retirement gratuities	**6,435**	22,012	**2,677**	7,713
	1,404,157	1,400,291	**59,022**	65,407

Employee benefits expense, as shown above, include the remuneration of Executive Directors.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

11. DIRECTORS' REMUNERATION

	Group		Company	
	2008 RM'000	2007 RM'000	**2008 RM'000**	2007 RM'000
Non-Executive Directors:				
Fees	**791**	726	**528**	463
Ex-gratia	**191**	-	**191**	-
Executive Directors:				
Fees	**719**	770	**299**	349
Salaries & bonuses	**65,382**	68,851	**30,372**	32,969
Defined contribution plan	**8,651**	9,006	**4,212**	4,488
Other short term employee benefits	**1,292**	523	**853**	72
Provision for retirement gratuities	**3,917**	11,609	**1,834**	6,367
	79,961	90,759	**37,570**	44,245
Directors' remuneration excluding estimated money value of benefits-in-kind (see Note 9)	**80,943**	91,485	**38,289**	44,708
Estimated money value of benefits-in-kind (not charged to the income statements) in respect of Executive Directors	**1,038**	966	**32**	39
	81,981	92,451	**38,321**	44,747

Remuneration of Directors of the Company in respect of services rendered to the Company and its subsidiaries is in the following bands:

Amounts in RM'000	**2008**	2007
	Number	
Non-Executive Directors:		
Below 50,000	**-**	1
50 - 100	**1**	1
100 - 150	**2**	1
150 - 200	**1**	-
200 - 250	**1**	1
250 - 300	**1**	1
Executive Directors:		
1,350 - 1,400	**1**	-
1,400 - 1,450	**-**	1
1,800 - 1,850	**-**	1
1,950 - 2,000	**-**	1
2,000 - 2,050	**1**	-
77,650 - 77,700	**1**	-
86,450 - 86,500	**-**	1

Executive directors of the Company have been granted options under the Employees Share Option Scheme ("Scheme") on the same terms and conditions as those offered to other employees. Details of the Scheme are set out in Note 33. The unissued shares under the Scheme in respect of Directors are as follows:

		Number of shares				
Grant Date	**Subscription price per share RM**	**At 1 January '000**	**Offered and Accepted '000**	**Exercised '000**	**Lapsed '000**	**At 31 December '000**
Financial year ended 31.12.2008						
2 September 2002	**2.868**	**7,145**	**-**	**-**	**-**	**7,145**
Financial year ended 31.12.2007						
2 September 2002	2.868	11,380	-	(4,235)	-	7,145

	2008 '000	2007 '000
Number of share options vested at balance sheet date	**2,045**	315

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

12. TAXATION

	Group		Company	
	2008	2007	**2008**	2007
Current taxation charge:				
Malaysian taxation	**816.1**	708.3	**195.2**	476.5
Foreign taxation	**43.9**	69.9	**-**	-
	860.0	778.2	**195.2**	476.5
Deferred tax (credit)/charge	**(100.6)**	(84.1)	**0.4**	(1.5)
	759.4	694.1	**195.6**	475.0
Prior years' taxation:				
Income tax (over)/under provided	**(15.2)**	(13.5)	**0.1**	0.2
Deferred tax under/(over) provided	**7.2**	(18.4)	**-**	-
	751.4	662.2	**195.7**	475.2

The reconciliation between the average effective tax rate and the Malaysian tax rate is as follows:

	Group		Company	
	2008 %	2007 %	**2008 %**	2007 %
Malaysian tax rate	**26.0**	27.0	**26.0**	27.0
Tax effects of:				
- expenses not deductible for tax purposes	**21.9**	11.4	**6.3**	3.7
- over provision in prior years	**(0.5)**	(0.9)	**-**	-
- different tax regime	**0.5**	(1.2)	**-**	-
- tax incentive	**(2.1)**	(2.1)	**-**	-
- income not subject to tax	**(1.2)**	(11.7)	**(8.9)**	(13.0)
- effect of change in income tax rate on deferred tax	**-**	(2.5)	**-**	-
- others	**(1.3)**	(0.5)	**-**	-
Average effective tax rate	**43.3**	19.5	**23.4**	17.7

Subject to the agreement by the Inland Revenue Board, the Group has investment tax allowance of approximately RM1,300.5 million (2007: RM1,327.7 million) which is available to set off against future taxable profits of the respective companies of the Group.

Taxation is calculated at the Malaysian statutory tax rate of 26% (2007: 27%) on the estimated chargeable profit for the year of assessment 2008. The Malaysian statutory tax rate will reduce to 25% for the year of assessment 2009. Accordingly, the deferred tax assets and deferred tax liabilities have been remeasured at the tax rate of 25%.

13. DISCONTINUED OPERATIONS

On 16 March 2007, the Company had announced the disposal of the Group's entire paper and packaging businesses which was subsequently completed on 24 July 2007. Consequently, the Group has recognised a loss arising from disposal of RM197.0 million for the previous financial year ended 31 December 2007.

a) Profit attributable to the discontinued operations were as follows:

	Group 2007
Revenue	315.4
Cost of sales	(257.4)
Gross profit	58.0
Other income	2.9
Selling and distribution costs	(6.8)
Administration expenses	(11.8)
Other expenses	(1.2)
Finance cost	(4.1)
Profit before taxation of discontinued operations	37.0
Taxation	(10.0)
Profit after taxation of discontinued operations	27.0
Loss arising from disposal	(197.0)
Loss for the year from discontinued operations	(170.0)
Attributable to:	
Equity holder of the Company	(166.1)
Minority interest	(3.9)
	(170.0)

b) The following charges and credits have been included in arriving at profit before taxation of discontinued operations in the previous financial year ended 31 December 2007:

	Group 2007 RM'000
Charges:	
Property, plant and equipment	
- depreciation	22,622
- written off	58
Allowance for doubtful debts	730
Hire of plant and machinery	1,858
Rental of premises	72
Exchange loss	
- unrealised	532
Auditors' remuneration	75
Employee benefits expenses	27,547
Credits:	
Interest income from short term deposits	957
Rental income	107
Exchange gain	
- realised	208

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

14. EARNINGS PER SHARE

The basic and diluted earnings per share of the Group are computed as follows:

a) Basic earnings per share:

Basic earnings per share of the Group is calculated by dividing the profit for the financial year by the weighted average number of ordinary shares in issue during the financial year.

	2008			2007		
	Continuing operations	**Discontinued operations**	**Total**	Continuing operations	Discontinued operations	Total
Profit/(loss) for the financial year attributable to equity holders of the Company (RM'million)	**569.3**	**-**	**569.3**	2,155.0	(166.1)	1,988.9
Weighted average number of ordinary shares in issue ('000)			**3,700,385**			3,696,235
Basic earnings/(loss) per share (sen)	**15.38**	**-**	**15.38**	58.30	(4.49)	53.81

b) Diluted earnings per share:

For the diluted earnings per share calculation, the Group's profit for the financial year is reduced by the lower consolidated earnings from subsidiaries arising from the potential dilution of the Group's shareholdings in those subsidiaries that have issued potential ordinary shares that are dilutive. The weighted average number of ordinary shares in issue of the Company is also adjusted to assume conversion of all dilutive potential ordinary shares issued by the Company.

	2008			2007		
	Continuing operations	**Discontinued operations**	**Total**	Continuing operations	Discontinued operations	Total
Earnings adjusted as follows:						
Profit/(loss) for the financial year attributable to equity holders of the Company (RM'million)	**569.3**	**-**	**569.3**	2,155.0	(166.1)	1,988.9
Net impact on earnings on potential exercise of Employees Share Options awarded to executives of the Company's subsidiaries (RM'million)	**(1.3)**	**-**	**(1.3)**	(3.3)	-	(3.3)
Adjusted earnings/(loss) for the financial year (RM'million)	**568.0**	**-**	**568.0**	2,151.7	(166.1)	1,985.6
Weighted average number of ordinary shares adjusted as follows:						
Weighted average number of ordinary shares in issue ('000)			**3,700,385**			3,696,235
Adjustment for share options granted to executives of the Company ('000)			**7,729**			8,108
Adjusted weighted average number of ordinary shares in issue ('000)			**3,708,114**			3,704,343
Diluted earnings/(loss) per share (sen)	**15.32**	**-**	**15.32**	58.09	(4.49)	53.60

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

15. DIVIDENDS

	2008		2007	
	Gross dividend per share Sen	**Amount of dividend, net of tax RM million**	Gross dividend per share Sen	Amount of dividend, net of tax RM million
Interim dividend paid	**3.0**	**82.1**	2.7	72.8
Special dividend paid	**-**	**-**	30.0	810.9
Proposed final dividend	**4.0**	**110.9**	4.3	117.8
	7.0	**193.0**	37.0	1,001.5

At the forthcoming Annual General Meeting, a final dividend in respect of the financial year ended 31 December 2008 of 4.0 sen less 25% tax (2007: 4.3 sen less 26% tax) per ordinary share of 10 sen each amounting to RM110.9 million (2007: RM117.8 million) will be proposed for shareholders' approval. These financial statements do not reflect this final dividend which will be accrued as a liability upon approval by shareholders.

16. PROPERTY, PLANT AND EQUIPMENT

2008 Group	**Freehold land**	**Freehold buildings and improvements**	**Leasehold buildings and improvements**	**Plant, equipment and vehicles**	**Construction in progress**	**Total**
Net Book Value:						
At 1 January 2008	**323.9**	**3,305.2**	**854.5**	**3,775.1**	**644.3**	**8,903.0**
Additions	**11.5**	**15.4**	**10.6**	**266.4**	**2,258.1**	**2,562.0**
Disposals	**(0.5)**	**(34.3)**	**(5.7)**	**(7.0)**	**-**	**(47.5)**
Written off	**(0.2)**	**(0.4)**	**(0.1)**	**(0.8)**	**(8.8)**	**(10.3)**
Depreciation charged for the year	**(3.1)**	**(82.1)**	**(41.9)**	**(497.4)**	**-**	**(624.5)**
Assets of companies acquired	**1.1**	**0.3**	**-**	**3.4**	**0.2**	**5.0**
Reclassification/transfers	**105.4**	**39.6**	**(75.8)**	**69.0**	**(114.4)**	**23.8**
Impairment losses	**-**	**-**	**-**	**(53.2)**	**-**	**(53.2)**
Currency fluctuations	**(3.6)**	**(169.8)**	**23.7**	**57.8**	**22.2**	**(69.7)**
Others	**-**	**(0.3)**	**(6.6)**	**3.8**	**6.1**	**3.0**
At 31 December 2008	**434.5**	**3,073.6**	**758.7**	**3,617.1**	**2,807.7**	**10,691.6**
At 31 December 2008:						
Cost or valuation	**447.6**	**3,905.2**	**916.1**	**6,640.5**	**2,808.2**	**14,717.6**
Accumulated depreciation	**(13.1)**	**(830.0)**	**(143.8)**	**(2,907.4)**	**-**	**(3,894.3)**
Accumulated impairment losses	**-**	**(1.6)**	**(13.6)**	**(116.0)**	**(0.5)**	**(131.7)**
Net book value	**434.5**	**3,073.6**	**758.7**	**3,617.1**	**2,807.7**	**10,691.6**
Comprising						
Cost	**186.9**	**3,709.7**	**882.1**	**6,629.1**	**2,808.2**	**14,216.0**
At valuation:						
- 1981	**48.3**	**-**	**-**	**-**	**-**	**48.3**
- 1982	**8.8**	**76.7**	**-**	**2.9**	**-**	**88.4**
- 1983	**105.1**	**2.3**	**-**	**-**	**-**	**107.4**
- 1986	**-**	**-**	**-**	**8.5**	**-**	**8.5**
- 1989	**83.3**	**115.8**	**-**	**-**	**-**	**199.1**
- 1991	**-**	**0.7**	**34.0**	**-**	**-**	**34.7**
- 1996	**15.2**	**-**	**-**	**-**	**-**	**15.2**
	447.6	**3,905.2**	**916.1**	**6,640.5**	**2,808.2**	**14,717.6**

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

16. PROPERTY, PLANT AND EQUIPMENT (cont'd)

2007 Group	Freehold land	Long leasehold land	Freehold buildings and improvements	Leasehold buildings and improvements	Plant, equipment and vehicles	Construction in progress	Total
Net Book Value:							
At 1 January 2007	370.3	383.1	3,356.6	884.2	4,182.4	195.8	9,372.4
Effects of adoption of - FRS 117	-	(383.1)	-	-	-	-	(383.1)
Restated at 1 January 2007	370.3	-	3,356.6	884.2	4,182.4	195.8	8,989.3
Additions	2.0	-	118.8	111.2	453.6	720.7	1,406.3
Disposals	-	-	(7.8)	-	(3.6)	-	(11.4)
Written off	-	-	(0.3)	-	(1.3)	-	(1.6)
Depreciation	-	-	(83.0)	(42.2)	(458.6)	-	(583.8)
Assets of companies disposed	(46.1)	-	(153.6)	(93.6)	(454.8)	(1.0)	(749.1)
Reclassification/transfers	(2.0)	-	95.9	(1.6)	126.6	(271.3)	(52.4)
Impairment losses	-	-	(1.6)	-	(61.4)	(0.5)	(63.5)
Currency fluctuations	(0.3)	-	(19.4)	(4.1)	(7.8)	(0.5)	(32.1)
Others	-	-	(0.4)	0.6	-	1.1	1.3
At 31 December 2007	323.9	-	3,305.2	854.5	3,775.1	644.3	8,903.0
At 31 December 2007:							
Cost or valuation	323.9	-	4,064.3	987.1	6,354.2	644.8	12,374.3
Accumulated depreciation	-	-	(757.5)	(118.9)	(2,512.4)	-	(3,388.8)
Accumulated impairment losses	-	-	(1.6)	(13.7)	(66.7)	(0.5)	(82.5)
Net book value	323.9	-	3,305.2	854.5	3,775.1	644.3	8,903.0
Comprising							
Cost	63.2	-	3,868.8	953.1	6,342.8	644.8	11,872.7
At valuation:							
- 1981	48.3	-	-	-	-	-	48.3
- 1982	8.8	-	76.7	-	2.9	-	88.4
- 1983	105.1	-	2.3	-	-	-	107.4
- 1986	-	-	-	-	8.5	-	8.5
- 1989	83.3	-	115.8	-	-	-	199.1
- 1991	-	-	0.7	34.0	-	-	34.7
- 1996	15.2	-	-	-	-	-	15.2
	323.9	-	4,064.3	987.1	6,354.2	644.8	12,374.3

Fixed assets have been revalued by the Directors based upon valuations carried out by independent firms of professional valuers using the fair market value basis except for assets revalued in 1991, which were based on the values determined by a regulatory authority in connection with a restructuring exercise. The net book value of the revalued assets of the Group would have amounted to RM239.7 million (2007: RM239.8 million) had such assets been stated in the financial statements at cost.

On 22 December 2005, a legal charge was created on the freehold land and buildings of a subsidiary of GIPLC with a carrying value of RM28.2 million (2007: RM39.1 million) equivalent for all monies due or that become due to a mortgagee. The facility for which the legal charge had been created was not utilised as at 31 December 2007.

Property, plant and equipment and leasehold land use rights that have been pledged as collateral as at 31 December 2008 amounted to RM1.8 billion (2007: RM1.7 billion) equivalent and RM5.6 million (2007: RM5.3 million) equivalent respectively, for certain borrowings in the Group's power plant business.

During the financial year ended 31 December 2007, the Group recognised an impairment loss of RM33.3 million in relation to certain under-performing and idle plant and machineries in the Group's manufacturing business.

The impairment loss in respect of property, plant and equipment in Meizhou Wan Power Plant is set out in Note 21.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

16. PROPERTY, PLANT AND EQUIPMENT (cont'd)

2008 Company	Freehold buildings and improvements	Plant, equipment and vehicles	Construction in progress	Total
Net book value:				
At 1 January 2008	**1.2**	**4.2**	**0.1**	**5.5**
Additions	**-**	**0.6**	**-**	**0.6**
Depreciation	**(0.2)**	**(0.9)**	**-**	**(1.1)**
At 31 December 2008	**1.0**	**3.9**	**0.1**	**5.0**
At 31 December 2008:				
Cost	**8.8**	**14.4**	**0.1**	**23.3**
Accumulated depreciation	**(7.8)**	**(10.5)**	**-**	**(18.3)**
Net book value	**1.0**	**3.9**	**0.1**	**5.0**
2007 **Company**				
Net book value:				
At 1 January 2007	1.3	3.7	0.1	5.1
Additions	-	1.7	-	1.7
Depreciation	(0.1)	(0.8)	-	(0.9)
Reclassification/transfer	-	(0.4)	-	(0.4)
At 31 December 2007	1.2	4.2	0.1	5.5
At 31 December 2007:				
Cost	8.8	14.4	0.1	23.3
Accumulated depreciation	(7.6)	(10.2)	-	(17.8)
Net book value	1.2	4.2	0.1	5.5

17. PROPERTY DEVELOPMENT ACTIVITIES

		Group		
		2008		2007
(a) Land held for property development:				
Freehold land		**373.7**		352.3
Development cost		**206.2**		143.0
		579.9		495.3
Beginning of the financial year				
- freehold land	**352.3**		354.3	
- development costs	**143.0**	**495.3**	134.5	488.8
Costs incurred during the financial year				
- freehold land	**0.9**		2.2	
- development costs	**3.4**	**4.3**	15.4	17.6
Costs transferred to property development costs (see Note 17(b))				
- freehold land	**20.5**		(4.2)	
- development costs	**59.8**	**80.3**	(6.9)	(11.1)
End of the financial year		**579.9**		495.3

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

17. PROPERTY DEVELOPMENT ACTIVITIES (cont'd)

			Group	
		2008		2007
(b)	Property development costs:			
	Freehold land	**4.5**		31.0
	Development costs	**103.5**		116.8
	Accumulated costs charged to income statement	**(54.0)**		(36.7)
		54.0		111.1
	Beginning of the financial year			
	- freehold land	**31.0**	31.2	
	- development costs	**116.8**	152.5	
	- accumulated costs charged to income statement	**(36.7)** **111.1**	(79.5)	104.2
	Costs incurred during the financial year			
	- transfer from land held for property development (see Note 17(a))	**(80.3)**	11.1	
	- freehold land at cost	**-**	0.1	
	- development costs	**90.9** **10.6**	33.7	44.9
	Costs charged to income statement	**(67.3)**		(28.6)
	Costs transferred to inventories			
	- freehold land	**(6.0)**	(4.5)	
	- development costs	**(42.8)**	(76.3)	
	- accumulated costs charged to income statement	**48.4** **(0.4)**	71.4	(9.4)
	End of the financial year	**54.0**		111.1

18. INVESTMENT PROPERTIES

	Group	
	2008	2007
Net Book Value:		
At 1 January	**26.1**	30.1
Additions	**0.1**	0.1
Disposals	**(0.8)**	(3.0)
Depreciation	**(0.9)**	(1.1)
Reclassifications/transfers	**1.5**	-
At 31 December	**26.0**	26.1
At 31 December:		
Cost	**39.6**	39.4
Accumulated depreciation	**(13.6)**	(13.3)
Net book value	**26.0**	26.1
Fair value at end of the financial year	**47.9**	55.9

The aggregate rental income and direct operating expenses arising from investment properties that generated rental income which was recognised during the financial year amounted to RM4.6 million and RM1.3 million respectively (2007: RM4.7 million and RM1.3 million).

The fair value of the properties was estimated based on the last transacted price of other units in the same properties.

19. PLANTATION DEVELOPMENT

	Group	
	2008	2007
Net Book Value:		
At 1 January	**469.5**	445.3
Additions	**42.7**	24.1
Disposals	**(0.8)**	-
Written-off	**-**	(0.1)
Assets of companies acquired	**8.4**	-
Reclassifications/transfers	**3.4**	-
Currency fluctuations	**(4.6)**	-
Others	**(0.3)**	0.2
At 31 December	**518.3**	469.5
At 31 December:		
Cost	**518.3**	469.5
Accumulated amortisation	**-**	-
Net book value	**518.3**	469.5

20. LEASEHOLD LAND USE RIGHTS

	Group	
	2008	2007
Net Book Value:		
At 1 January	**1,767.9**	-
Effect of adoption of FRS 117	**-**	383.1
Restated at 1 January	**1,767.9**	383.1
Additions	**6.2**	1,435.7
Assets of companies acquired	**23.6**	-
Amortisation	**(6.2)**	(6.3)
Reclassifications/transfers	**(2.5)**	(44.6)
Currency fluctuations	**61.9**	-
At 31 December	**1,850.9**	1,767.9
At 31 December:		
Cost	**1,944.9**	1,828.7
Accumulated amortisation	**(94.0)**	(60.8)
Net book value	**1,850.9**	1,767.9
Analysed by:		
- unexpired period more than 50 years	**1,788.7**	1,741.5
- unexpired period less than 50 years	**62.2**	26.4
	1,850.9	1,767.9

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

21. INTANGIBLE ASSETS

Group	Goodwill	Casino licence	Rights	Trademark	Intellectual property development	Royalty	Other intangibles	Total
Net book value:								
At 1 January 2008	**1,246.2**	**3,254.6**	**68.7**	**93.6**	**17.0**	**-**	**9.3**	**4,689.4**
Exchange differences	**(153.4)**	**(849.4)**	**7.3**	**(23.9)**	**-**	**-**	**0.4**	**(1,019.0)**
Additions	**34.4**	**-**	**-**	**-**	**64.1**	**-**	**3.1**	**101.6**
Amortisation charge	**-**	**-**	**(9.6)**	**-**	**-**	**-**	**(0.1)**	**(9.7)**
Reclassifications/transfers	**-**	**(35.2)**	**-**	**-**	**-**	**-**	**34.0**	**(1.2)**
Impairment charge	**(236.0)**	**-**	**(2.0)**	**-**	**-**	**-**	**-**	**(238.0)**
At 31 December 2008	**891.2**	**2,370.0**	**64.4**	**69.7**	**81.1**	**-**	**46.7**	**3,523.1**
At 31 December 2008:								
Cost	**1,733.8**	**2,370.0**	**106.8**	**69.7**	**81.1**	**4.3**	**82.3**	**4,448.0**
Accumulated amortisation	**-**	**-**	**(35.4)**	**-**	**-**	**(0.4)**	**(5.9)**	**(41.7)**
Accumulated impairment losses	**(842.6)**	**-**	**(7.0)**	**-**	**-**	**(3.9)**	**(29.7)**	**(883.2)**
Net book value	**891.2**	**2,370.0**	**64.4**	**69.7**	**81.1**	**-**	**46.7**	**3,523.1**
Net book value:								
At 1 January 2007	1,816.5	3,332.7	81.2	96.5	-	4.0	41.7	5,372.6
Exchange differences	(29.7)	(92.3)	0.2	(2.9)	-	-	(0.5)	(125.2)
Additions	372.1	17.4	-	-	17.0	-	9.2	415.7
Disposals	(6.2)	(2.2)	-	-	-	-	-	(8.4)
Amortisation charge	-	-	(11.6)	-	-	(0.1)	-	(11.7)
Reclassifications/transfer	-	(1.0)	-	-	-	-	-	(1.0)
Impairment charge	(906.5)	-	(1.1)	-	-	(3.9)	(41.1)	(952.6)
At 31 December 2007	1,246.2	3,254.6	68.7	93.6	17.0	-	9.3	4,689.4
At 31 December 2007:								
Cost	2,130.9	3,255.6	95.7	93.6	17.0	4.3	49.7	5,646.8
Accumulated amortisation	-	(1.0)	(22.6)	-	-	(0.4)	(0.1)	(24.1)
Accumulated impairment losses	(884.7)	-	(4.4)	-	-	(3.9)	(40.3)	(933.3)
Net book value	1,246.2	3,254.6	68.7	93.6	17.0	-	9.3	4,689.4

The intellectual property development comprises expenditure relating to the use of genomics-based techniques and other methods or tools thereof to increase the yields and profit streams principally from oil palm and other crops where it is reasonably anticipated that the costs will be recovered through commercialisation, sale and marketing of all the resulting products from the aforesaid development. Amortisation of these intellectual property development will commence when the asset is available for use or sale.

The remaining amortisation periods for rights at balance sheet date range from 1 to 17 years (2007: 1 to 18 years).

a) Impairment tests for goodwill and other intangible assets with indefinite useful lives

Goodwill and other intangible assets with indefinite useful lives are allocated to the Group's cash-generating units ("CGU") identified according to geographical area and business segments.

A segment-level summary of the GIPLC Group's net book value of goodwill and other intangible assets with indefinite useful lives allocation is as follows:

Group	2008	2007
United Kingdom		
- London, United Kingdom	**1,179.1**	1,865.2
- Provincial, United Kingdom	**1,654.4**	2,251.0
Singapore	**198.9**	181.1
Others (includes Isle of Man and Malaysia)	**2.6**	2.5

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

21. INTANGIBLE ASSETS (cont'd)

a) Impairment tests for goodwill and other intangible assets with indefinite useful lives (cont'd)

Goodwill and other intangible assets with indefinite useful lives - United Kingdom ("UK")

Goodwill and other intangible assets with indefinite useful lives that have been allocated to the UK Group were tested for impairment using the value-in-use method.

The recoverable amount of CGUs in UK were determined based on value-in-use calculations. Cash flow projections used in these calculations were based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period were extrapolated using the estimated growth rates stated below. The growth rate did not exceed the long-term average growth rate for the leisure & hospitality industry in which the CGUs operate.

Key assumptions used for value-in-use calculations include:

	Leisure and hospitality 2008		Leisure and hospitality 2007	
	London	**Provincial**	London	Provincial
Growth rate	**3.00%**	**3.00%**	3.00%	3.00%
Weighted average cost of capital ("WACC")	**9.06%**	**9.85%**	11.07%	9.63%
Cost of debt	**6.50%**	**6.50%**	6.60%	6.60%

The above assumptions were used in the review of both the London and Provincial CGUs within the leisure and hospitality business segment in UK. The growth rates used were consistent with the forecasts included in industry reports. The WACC used is pre-tax and is assumed to reflect specific risks relating to the relevant segments.

The review indicated that the Group suffered an impairment loss of RM236.0 million (2007: RM897.3 million) on goodwill arising on the acquisition of Genting Stanley in 2006. The impairment loss is included within "Other expenses" in the income statement. The impairment charge in 2008 is largely attributable to the adverse market conditions in UK and globally. The impairment charge in 2007 was mainly due to the increase in gaming duty rates by the UK government effective from April 2007. The increase in gaming duty rates took the UK gaming industry by surprise as it was made without any prior consultation and indication.

If the cost of debt used to compute WACC is 1% higher for both London and Provincial (2007: 1%) with all other variables including tax rate being held constant, the impairment loss for the Group will be higher by RM170.5 million (2007: RM298.3 million).

If the cost of debt used to compute WACC is 1% lower for both London and Provincial (2007: 1%) with all other variables including tax rate being held constant, the impairment loss for the Group will be lower by RM80.2 million (2007: RM335.5 million).

Goodwill - Singapore

The goodwill attributed to the Singapore CGU mainly arises from the acquisition of 25% equity interest in Resorts World at Sentosa Pte Ltd ("RWSPL") which is developing an integrated resort in Singapore. The impairment test for goodwill relating to the Singapore CGU was based on valuation determined by an independent valuer.

Based on the impairment test, no impairment is required for goodwill attributed to the Singapore CGU.

b) Others

Included in other intangible assets in 2007 was an option owned by Stanley Genting Casinos (Leeds) Limited, which is a wholly owned subsidiary of Stanley Genting Casinos Limited ("SGCL"), which is an indirect wholly owned subsidiary of GIPLC, to purchase land at Elland Road, Leeds, UK. Other intangible assets also include a theme park licence.

The abovementioned option expired on 16 July 2007 and an impairment loss of RM41.1 million was recognised as "Other expenses" in the 2007 income statement.

c) Impairment loss - Meizhou Wan Power Plant

The Group performed an impairment assessment on the Group's power generation plant located in Meizhou Wan in the Fujian Province in China.

In the current year, an amount of RM55.2 million (2007: RM40.5 million) was recognised as impairment loss, mainly due to an impairment charge of RM53.2 million (2007: RM30.2 million) in respect of property, plant and equipment and an impairment charge of RM2.0 million (2007: RM10.3 million) in respect of intangible assets, arising from a deterioration in cash flow projections caused primarily by lower-than-expected tariff rates. This impairment loss is included within "Other Expenses" in the consolidated income statement and relates to the following assets:

	Group	
	2008	2007
Property, plant and equipment (Note 16)	**53.2**	30.2
Rights (Note 21)	**2.0**	1.1
Goodwill (Note 21)	**-**	9.2
	55.2	40.5

For the purpose of this impairment assessment, Fujian Pacific Electric Company Ltd ("FPEC"), the company that owns Meizhou Wan Power Plant, has been identified as the cash-generating unit ("CGU"). The recoverable amount of the CGU is determined based on value-in-use, which is measured by reference to discounted future cash flows. These calculations use cash flow projections based on financial budget approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated with 0% growth rate till the expiry of the Power Purchase Agreement ("PPA") in June 2025. The discount rate used in the current year's estimate is 10.24% (2007: 11.85%).

If the tariff rate used in the computation of value-in-use is 1% lower than management's estimates, with all other variables including tax rate being held constant, the results after tax for the Group will be lower by RM27 million as a result of higher impairment loss. However, if the tariff rate used is 1% higher, the results after tax for the Group will be higher by RM65 million, resulting in no impairment loss in the current year and a partial reversal of impairment loss recognised in the previous year.

If the pre-tax discount rate applied to the discounted net cash flows is 1% higher than management's estimate, with all other variables including tax rate being held constant, the results after tax for the Group will be lower by RM87 million as a result of higher impairment loss. However, if the pre-tax discount rate is 1% lower, the results after tax for the Group will be higher by RM90 million, resulting in no impairment loss in the current year and a full reversal of impairment loss recognised in the previous year.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

21. INTANGIBLE ASSETS (cont'd)

d) Amortisation charge included in the income statement is analysed as follows:

	Group	
	2008	2007
Cost of sales	**9.6**	11.6
Administration expenses	**0.1**	0.1
	9.7	11.7

22. EXPLORATION COSTS

	Group	
	2008	2007
Net book value:		
At 1 January	**312.5**	219.8
Exchange differences	**14.9**	(11.5)
Additions	**92.6**	104.2
At 31 December	**420.0**	312.5
At 31 December:		
Cost/net book value	**420.0**	312.5

Exploration costs comprise capitalised drilling, seismic and study costs. These costs remain capitalised as the Group is committed to continue exploring and developing these interests.

23. SUBSIDIARIES

	Company	
	2008	2007
Investment in subsidiaries:		
Quoted shares in Malaysia - at cost	**740.1**	742.0
Unquoted shares - at cost	**5,787.8**	5,300.9
	6,527.9	6,042.9
Market value of quoted shares	**7,650.9**	14,364.3
Amounts due from subsidiaries are unsecured and comprise:		
Current:		
Interest bearing	**0.8**	11.2
Interest free	**527.1**	518.0
	527.9	529.2
Non-current:		
Interest bearing	**930.6**	854.9
Interest free	**1.1**	1.1
	931.7	856.0
	1,459.6	1,385.2
Amounts due to subsidiaries are unsecured and comprise:		
Current:		
Interest bearing	**-**	9.3
Interest free	**16.8**	1.8
	16.8	11.1
Non-current:		
Interest bearing	**1,041.1**	1,005.8
	1,057.9	1,016.9

The subsidiaries are listed in Note 45.

(a) The interest free portion of the amount due from/to subsidiaries has no fixed repayment terms. During the financial year, the Company waived certain amounts due from its wholly owned subsidiaries, amounting to RM19.4 million, after net of recognition of contingent loss of RM116.5 million (2007: RM217.4 million).

The interest bearing portion of the amount due from subsidiaries bears interest at rates ranging from 5.9% to 7.0% (2007: 5.9% to 7.0%) per annum.

Included in the interest bearing amount due to subsidiaries are US Dollar loans obtained by the Company from the following subsidiaries:

(i) The loan from Genting Sanyen Power (Labuan) Limited, a wholly owned indirect subsidiary of the Company, was fully settled during the year (2007: USD2.8 million (RM9.3 million)). The loan bore interest at 3.6% (2007: 3.6%) per annum.

(ii) USD300.0 million (RM1,041.1 million) (2007: USD300.0 million (RM1,005.8 million)) loan from Prime Holdings (Labuan) Limited ("PHLL"), a wholly owned subsidiary of the Company. The loan bears an effective interest rate of 5.9% (2007: 5.9%) per annum. Repayment terms for this loan are similar to the terms on the fixed rate notes facility obtained by PHLL.

The above loans are used to finance the Group's investments in overseas projects.

(b) As at 31 December 2008, the Company's percentage shareholding in RWB has decreased to 48.4% compared to 48.7% as at 31 December 2007 due to the combined effects of RWB's purchase of its own shares, exchange of part of the Exchangeable Notes issued by PVLL for existing RWB ordinary shares and conversion of part of the Notes issued by RWB into new RWB ordinary shares.

RWB's financial results continue to be consolidated with those of the Company as its subsidiary notwithstanding the Company's shareholding of less than 50% in RWB as the Company has control over RWB by virtue of its ability to manage the financial and operating policies of RWB pursuant to a 30 year Resort Management Agreement ("RMA") entered into in 1989 between the Company's wholly owned subsidiary, Genting Hotel & Resorts Management Sdn Bhd ("GHRM") and RWB. The RMA which cannot be unilaterally terminated by either party, (except in limited circumstances, generally relating to default by a party continuing after a cure period or insolvency related events affecting a party) is renewable under the original terms and conditions at the end of the original term for 3 consecutive terms of 20 years each. Under the RMA, GHRM is appointed as the operator and manager of the gaming, hotel and resort-related operations of RWB and which includes the supply of senior management and other personnel deemed necessary or appropriate by GHRM for the operation of RWB. A fee based on the gross revenue and the net operating income before fixed charges and taxation of RWB is payable by RWB to GHRM for services under the RMA.

In addition, the Company is the single largest shareholder of RWB and RWB also continues to regard the Company as its holding company by virtue of the Company being able to manage the financial and operating policies of RWB.

(c) Following the Company's subscription to the non-renounceable offer for sale as set out in Note 43(a), on 29 September 2008, the Company transferred its entire 388,231,853 ordinary shares of USD0.10 each in GIPLC acquired via the non-renounceable offer for sale, to Genting Overseas Holdings Limited ("GOHL"), a wholly owned subsidiary of the Company, for a total consideration of RM549.2 million. In exchange for the consideration, the Company subscribed to 174,088 irredeemable preference shares at USD1,000 each issued by GOHL, for a total consideration of RM549.2 million.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

24. JOINTLY CONTROLLED ENTITIES

	Group	
	2008	2007
Unquoted - at cost:		
Shares in foreign corporations	**81.8**	28.2
Shares in a Malaysian company	**1.0**	1.0
Group's share of post-acquisition reserves	**(11.6)**	(13.8)
	71.2	15.4
Amounts due from jointly controlled entities	**78.8**	93.4
Less: Balance included in long term receivables (see Note 30)	**(67.5)**	(91.8)
Balance included in current assets	**(11.3)**	(1.6)
	-	-
	71.2	15.4

The Group's aggregate share of the income, expenses, assets and liabilities of the jointly controlled entities is as follows:

	Group	
	2008	2007
Income	**22.6**	15.1
Expenses	**(24.2)**	(26.3)
Net loss	**(1.6)**	(11.2)
Non-current assets	**330.9**	353.0
Current assets	**39.6**	38.7
Current liabilities	**(81.4)**	(102.3)
Non-current liabilities	**(219.7)**	(275.8)
Net assets	**69.4**	13.6
Share of capital commitments	**47.6**	13.6

There are no contingent liabilities relating to the Group's interest in jointly controlled entities at the financial year end (2007: Nil).

Details of jointly controlled entities are as follows:

Names of Jointly Controlled Entities	Effective percentage of ownership		Country of incorporation	Principal activities
	2008	2007		
DCP (Sentosa) Pte Ltd	**43.5**	-	Singapore	Developer and operator of district cooling plant
Gemstones Investments Pte Ltd	**18.1**	17.8	Singapore	Investment holding
Genting INTI Education Sdn Bhd	**17.0**	17.1	Malaysia	Managing a college for education, tourism, leisure and hospitality
Kensington Hotel Pte Ltd	**18.1**	17.8	Singapore	Investment holding
Kensington Residential Pte Ltd	**18.1**	17.8	Singapore	Investment holding
KHS Management Limited	**18.1**	17.8	United Kingdom	Property management services
Mark Burnett Productions Asia Pte Ltd	**27.2**	-	Singapore	Development, production and distribution of television programmes
SGSI-Asiatic Limited	**27.4**	27.4	British Virgin Islands	Genomics research and development
WCI Intellectual Limited	**27.2**	26.7	Isle of Man	Dormant
WCI Management Limited	**27.2**	26.7	Isle of Man	Investment holding
WorldCard International Limited	**27.2**	26.7	Isle of Man	Investment holding
WorldCard (Hong Kong) Limited	**27.2**	26.7	Hong Kong, SAR	Provision of loyalty programme management services
WorldCard (Singapore) Pte Ltd	**27.2**	26.7	Singapore	Provision of loyalty programme management services
808 Holdings Pte Ltd	**18.1**	17.8	Singapore	Investment holding
818 Pte Ltd	**18.1**	17.8	Singapore	Investment holding
828 Pte Ltd	**18.1**	17.8	Singapore	Investment holding
838 Pte Ltd	**18.1**	17.8	Singapore	Investment holding

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

25. ASSOCIATES

	Group	
	2008	2007
Quoted - at cost:		
Shares in Malaysian company	**299.7**	299.7
Negative goodwill arising from acquisition	**13.8**	13.8
Group's share of post acquisition reserves	**35.2**	20.9
	348.7	334.4
Unquoted - at cost:		
Shares in foreign corporations	**124.9**	133.8
Shares in Malaysian companies	**2.1**	2.1
Group's share of post acquisition reserves	**146.4**	104.9
	273.4	240.8
Amounts due from associates	**-**	0.2
Less: Balance included in current assets	**-**	(0.2)
	-	-
	622.1	575.2
Market value of quoted shares	**126.8**	434.2

The Group's aggregate share of revenue, profit/(loss), assets and liabilities of associates are as follows:

	Group	
	2008	2007
Revenue	**388.8**	1,747.5
Net profit/(loss)	**75.9**	(9.7)
Total assets	**1,034.8**	949.0
Total liabilities	**436.9**	294.2

The associates are listed in Note 45.

There are no contingent liabilities relating to the Group's interest in associates at the financial year end (2007: Nil).

26. AVAILABLE-FOR-SALE FINANCIAL ASSET

	Group	
	2008	2007
At 1 January	**1,505.4**	-
Initial recognition, at cost	**-**	1,195.1
Fair value at date of designation - transfer to equity	**-**	1,473.9
	1,505.4	2,669.0
Foreign exchange differences	**40.6**	(39.2)
Decrease in fair value - recognised in equity	**(1,131.0)**	(1,124.4)
At 31 December	**415.0**	1,505.4
Investment in foreign corporation - Quoted	**415.0**	1,505.4

There were no disposal on AFS in the current financial year. The impairment loss in the current financial year is set out in Note 2(vi).

The currency profile of the AFS as at the financial year end are as follows:

	Group	
	2008	2007
Denominated in:		
- Hong Kong Dollars	**78.3**	338.3
- United States Dollars	**336.7**	1,167.1
At 31 December	**415.0**	1,505.4

27. OTHER LONG TERM INVESTMENTS

	Group	
	2008	2007
Quoted shares in foreign corporations, at cost	**218.4**	202.0
Less: Amounts written down to-date	**(101.9)**	-
	116.5	202.0
Unquoted shares in Malaysian companies, at cost	**4.2**	4.1
Less: Amounts written down to-date	**(1.0)**	(1.0)
	3.2	3.1
Other unquoted investments outside Malaysia, at cost	**317.3**	62.7
Less: Amounts written down to-date	**(1.8)**	-
	315.5	62.7
	435.2	267.8

The market value of the Group's investments in foreign quoted shares amounted to RM45.7 million (2007: RM241.9 million). It was not practicable within the constraints of cost to estimate reliably the fair values of the balance of unquoted shares which are carried in the financial statements as there are no comparable securities that are traded.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

28. DEFERRED TAXATION

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax relates to the same tax authority. The following amounts, determined after appropriate offsetting, are shown in the balance sheet:

	Group		Company	
	2008	2007	**2008**	2007
Deferred tax assets				
- subject to income tax (see (i) below)	**61.7**	23.9	**7.4**	7.8
Deferred tax liabilities				
- subject to income tax (see (ii) below)	**(1,226.6)**	(1,545.7)	**-**	-
Net deferred tax (liability)/asset	**(1,164.9)**	(1,521.8)	**7.4**	7.8
At 1 January:				
As reported previously	**(1,521.8)**	(1,717.0)	**7.8**	6.3
Prior year adjustment	**-**	9.5	**-**	-
As restated	**(1,521.8)**	(1,707.5)	**7.8**	6.3
Credited/(charged) to income statement (see Note 12)				
- property, plant and equipment	**24.8**	23.9	**0.1**	-
- provisions	**8.7**	0.8	**(0.5)**	1.5
- change in tax rate	**-**	84.2	**-**	-
- others (including discontinued operations)	**59.9**	(6.4)	**-**	-
	93.4	102.5	**(0.4)**	1.5
Disposal of subsidiaries	**-**	53.5	**-**	-
Currency translation differences	**263.5**	29.7	**-**	-
At 31 December	**(1,164.9)**	(1,521.8)	**7.4**	7.8
Subject to income tax:				
i) Deferred tax assets (before offsetting)				
- property, plant and equipment	**146.3**	30.4	**-**	-
- land held for property development	**3.7**	2.8	**-**	-
- provisions	**44.9**	30.3	**7.7**	8.2
- tax losses	**25.5**	0.2	**-**	-
- others	**7.4**	13.1	**-**	-
	227.8	76.8	**7.7**	8.2
- offsetting	**(166.1)**	(52.9)	**(0.3)**	(0.4)
Deferred tax assets (after offsetting)	**61.7**	23.9	**7.4**	7.8
ii) Deferred tax liabilities (before offsetting)				
- property, plant and equipment	**(479.1)**	(461.2)	**(0.3)**	(0.4)
- land held for property development	**(40.1)**	(39.7)	**-**	-
- intangible assets	**(847.4)**	(1,079.9)	**-**	-
- others	**(26.1)**	(17.8)	**-**	-
	(1,392.7)	(1,598.6)	**(0.3)**	(0.4)
- offsetting	**166.1**	52.9	**0.3**	0.4
Deferred tax liabilities (after offsetting)	**(1,226.6)**	(1,545.7)	**-**	-

The amount of unutilised tax losses and deductible temporary differences on property, plant and equipment for which no deferred tax asset is recognised in the balance sheet are as follows:

	Group		Company	
	2008	2007	**2008**	2007
Unutilised tax losses	**79.6**	80.2	**-**	-
Property, plant and equipment	**74.2**	98.2	**-**	-
Provision	**1.9**	1.4	**-**	-
	155.7	179.8	**-**	-

In respect of the Group's unutilised Investment Tax Allowance ("ITA") with regards to FRS 112 "Income Taxes", the Group will continue to recognise in the Income Statement, the tax impact arising from the ITA as and when it is utilised.

29. INVENTORIES

	Group	
	2008	2007
Stores and spares	**223.8**	153.8
Completed properties	**125.7**	129.1
Food, beverages and other hotel supplies	**18.2**	18.9
Produce stocks and finished goods	**8.4**	9.6
	376.1	311.4

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

30. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2008	2007	**2008**	2007
Current:				
Trade debtors	**455.6**	441.3	**-**	-
Other debtors	**131.3**	114.7	**0.3**	0.2
Less: Allowance for doubtful debts	**(4.1)**	(3.6)	**(0.2)**	(0.1)
	582.8	552.4	**0.1**	0.1
Accrued billings in respect of property development	**9.0**	7.6	**-**	-
Deposits	**56.8**	55.0	**0.6**	0.6
Prepayments	**303.2**	95.8	**-**	-
	951.8	710.8	**0.7**	0.7
Non-current:				
Trade debtors	**11.4**	9.2	**-**	-
Amount due from jointly controlled entities (see Note 24)	**67.5**	91.8	**-**	-
Other debtors	**23.5**	27.3	**-**	-
	102.4	128.3	**-**	-
	1,054.2	839.1	**0.7**	0.7

The maturity profile for non-current receivables are as follows:

	Group	
	2008	2007
More than one year and less than two years	**71.5**	95.0
More than two years and less than five years	**19.4**	17.8
More than 5 years	**11.5**	15.5
	102.4	128.3

The currency profile of trade and other receivables (excluding prepayments) as at the financial year end is as follows:

	Group		Company	
	2008	2007	**2008**	2007
Ringgit Malaysia	**411.1**	364.3	**0.7**	0.7
US Dollars	**52.0**	45.0	**-**	-
Singapore Dollars	**24.1**	42.7	**-**	-
Sterling Pound	**104.2**	104.4	**-**	-
Renminbi	**146.4**	180.1	**-**	-
Other currencies	**13.2**	6.8	**-**	-
	751.0	743.3	**0.7**	0.7

Credit terms offered by the Group in respect of trade receivables range from 7 days to 120 days (2007: 7 days to 120 days) from date of invoice.

Included in the prepayments and other receivables of the Group are prepayments for construction-in-progress and other related costs of RM170.6 million (2007: RM5.1 million) for the integrated resort in Singapore.

The fair values of the Group's non-current trade and other receivables amounted to approximately RM95.3 million (2007: RM122.2 million).

31. SHORT TERM INVESTMENTS

	Group		Company	
	2008	2007	**2008**	2007
Quoted - at cost:				
Shares in Malaysian companies	**-**	12.4	**-**	-
Shares in foreign corporations	**245.8**	275.7	**-**	-
	245.8	288.1	**-**	-
Less: Allowance for diminution in value of investments	**(82.5)**	(10.3)	**-**	-
	163.3	277.8	**-**	-
Unquoted - at cost:				
Money market instruments (see Note 32)	**2,366.1**	1,511.3	**284.8**	295.1
	2,529.4	1,789.1	**284.8**	295.1
Market value of quoted shares:				
- Malaysian companies	**-**	16.9	**-**	-
- Foreign corporations	**164.8**	266.8	**-**	-
	164.8	283.7	**-**	-

Investment in money market instruments comprises negotiable certificates of deposit and bankers' acceptances. The money market instruments of the Group and the Company as at 31 December 2008, have maturity periods ranging between overnight and two months (2007: overnight and two months).

As at 31 December 2008, Palomino Limited, a wholly owned subsidiary of the GIPLC Group, has acquired approximately 11.0% (2007: 10.5%) of the total issued and paid-up share capital of Rank Group plc, a company listed on the London Stock Exchange. Rank Group plc is the second largest bingo and casino operator in the UK and it also operates online gaming operations.

32. CASH AND CASH EQUIVALENTS

	Group		Company	
	2008	2007	**2008**	2007
Deposits with licensed banks	**4,520.8**	7,330.4	**24.3**	242.2
Cash and bank balances	**2,551.8**	625.8	**1.2**	6.9
	7,072.6	7,956.2	**25.5**	249.1
Less: Restricted cash	**(135.4)**	(155.3)	**-**	-
Bank balances and deposits	**6,937.2**	7,800.9	**25.5**	249.1
Add: Money market instruments (see Note 31)	**2,366.1**	1,511.3	**284.8**	295.1
Cash and cash equivalents	**9,303.3**	9,312.2	**310.3**	544.2

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

32. CASH AND CASH EQUIVALENTS (cont'd)

The currency profile and weighted average interest rates of the bank balances, deposits and money market instruments as at the financial year end are as follows:

	Group				Company			
	Currency Profile		Interest rates		Currency Profile		Interest rates	
	2008	2007	**2008**	2007	**2008**	2007	**2008**	2007
			%	%			**%**	%
Ringgit Malaysia	**4,436.0**	3,984.6	**3.36**	3.37	**310.3**	544.1	**3.36**	3.36
US Dollars	**2,149.9**	1,269.6	**0.37**	4.55	**-**	-	**-**	-
Singapore Dollars	**2,196.5**	3,683.2	**0.34**	1.71	**-**	-	**-**	-
Renminbi	**329.6**	168.9	**1.31**	2.15	**-**	-	**-**	-
Sterling Pound	**125.7**	136.1	**1.50**	3.81	**-**	0.1	**-**	-
Other foreign currencies	**65.6**	69.8	**-**	-	**-**	-	**-**	-
	9,303.3	9,312.2			**310.3**	544.2		

The deposits of the Group and Company as at 31 December 2008 have maturity periods ranging from overnight to 96 days (2007: overnight to sixteen months). Cash and bank balances of the Group and Company are held at call.

Included in deposits with licensed banks for the Group is an amount of RM8.2 million (2007: RM14.7 million) deposited by an indirect subsidiary into various Housing Development Accounts in accordance with Section 7(A) of the Housing Developers (Control and Licensing) Act 1966. This amount is available for use by the said subsidiary for the payment of property development expenditure.

Restricted cash relates to the deposits pledged with licensed banks to secure certain bank facilities, mainly denominated in RMB and GBP. These deposits have weighted average interest rates ranging from 2.8% to 2.9% (2007: 2.8% to 5.5%) per annum.

33. SHARE CAPITAL

	2008	2007
Authorised:		
8,000.0 million ordinary shares of 10 sen each	**800.0**	800.0
Issued and fully paid:		
Ordinary shares of 10 sen each		
At beginning of the financial year		
- 3,703.6 million (2007: 3,694.2 million)	**370.4**	369.4
Issue of shares:		
- pursuant to the Scheme: 0.2 million (2007: 9.4 million)	**-**	1.0
At end of the financial year		
- 3,703.8 million (2007: 3,703.6 million)	**370.4**	370.4

Executive Share Option Scheme

During the financial year, 263,000 new ordinary shares of 10 sen each fully paid at the subscription price of RM2.868 per share and 1,000 new ordinary shares of 10 sen each fully paid at the subscription price of RM2.616 per share were issued by virtue of the exercise of options to take up unissued ordinary shares of the Company by executive employees pursuant to The Executive Share Option Scheme for Eligible Executives of Genting Berhad and its subsidiaries ("Scheme").

The Scheme had become effective on 12 August 2002 for a duration of 10 years terminating on 11 August 2012. These ordinary shares rank pari passu with the then existing ordinary shares of the Company.

At an Extraordinary General Meeting ("EGM") of the Company held on 21 February 2002, the shareholders of the Company had approved the Scheme.

At another EGM held on 25 June 2002, the Bye-Laws of the Scheme was further amended such that the total number of new shares to be offered under the Scheme shall not exceed 2.5% of the issued and paid-up share capital of the Company at any time of the offer but the shareholders of the Company may at any time during the tenure of the Scheme, by ordinary resolution increase the total number of new shares to those offered under the Scheme up to 5% of the issued and paid up share capital of the Company at the time of the offer.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

33. SHARE CAPITAL (cont'd)

Executive Share Option Scheme (cont'd)

The main features of the Scheme are as follows:

i) The Scheme shall be in force from the Date of Commencement and continue for a period of ten years from the Date of Commencement.

ii) Eligible Executives are employees of the Group (including Executive Directors) or persons under an employment contract of the Group for a period of at least twelve full months of continuous service before the Date of Offer. The eligibility for participation in the Scheme shall be at the discretion of the Remuneration, Compensation and Benefits ("RCB") Committee which is established by the Board of Directors.

iii) In the event of cessation of employment of a Grantee with the Group prior to the full exercise of the options, such options shall cease without any claim against the Company provided always that subject to the written approval of the RCB Committee in its discretion where the Grantee ceases his employment with the Group by reason of:

- his retirement at or after attaining retirement age;
- ill-health or accident, injury or disability;
- redundancy; and/or
- other reasons or circumstances which are acceptable to the RCB Committee.

The Grantee may exercise his unexercised options within the Option Period subject to such conditions that may be imposed by the RCB Committee.

iv) The total number of new shares to be offered under the Scheme shall not exceed 2.5% of the issued and paid-up share capital of the Company at any time of the offer but the shareholders of the Company may at any time during the tenure of the Scheme, by ordinary resolution increase the total number of new shares to be offered under the Scheme up to 5% of the issued and paid-up share capital of the Company at the time of the offer.

v) Not more than 50% of the shares available under the Scheme would be allocated, in aggregate, to the Executive Directors and Senior Management. In addition, not more than 10% of the shares available under the Scheme would be allocated to any individual Eligible Executive who, either singly or collectively through persons connected, holds 20% or more in the issued and paid-up share capital of the Company.

vi) The price at which the Grantee is entitled to subscribe upon exercise of his rights under the options shall be based on the weighted average market price of the shares as shown in the Daily Official List of the Bursa Malaysia Securities Berhad for the five (5) Market Days immediately preceding the Date of Offer. Notwithstanding this, the Option Price per share shall in no event be less than the nominal value of the shares.

vii) No options shall be granted for less than 1,000 shares and not more than 7,500,000 shares to any Eligible Executive.

viii) The options granted can only be exercised by the Grantee in the third year from the Date of Offer and the number of new shares comprised in the option which a Grantee can subscribe for from the third year onwards shall at all times be subject to the following maximum percentage of new shares comprised in the options:

Year 1	**Year 2**	**Year 3**	**Year 4**	**Year 5**
-	-	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares
Year 6	**Year 7**	**Year 8**	**Year 9**	**Year 10**
12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% or balance of all options allotted

ix) All new ordinary shares issued upon exercise of the options granted under the Scheme will rank pari passu in all respects with the existing ordinary shares of the Company other than their entitlements to dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the new shares and will be subject to all provisions of the Articles of Association of the Company relating to transfer, transmission and otherwise.

x) The options shall not have any right to vote at general meeting of the Company and the Grantees shall not be entitled to any dividends, right or other entitlements in respect of their unexercised options.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

33. SHARE CAPITAL (cont'd)

Executive Share Option Scheme (cont'd)

Set out below are details of options over the ordinary shares of the Company granted under the Scheme:

Date granted	Exercisable period	Subscription price RM	At start of financial year '000	Offered and accepted '000	Exercised '000	Lapsed '000	At end of financial year '000
Financial year ended 31.12.2008:							
Scheme							
2.9.2002	2.9.2004 to 11.8.2012	**2.868**	**15,992**	**-**	**(263)**	**(110)**	**15,619**
29.11.2002	29.11.2004 to 11.8.2012	**2.616**	**51**	**-**	**(1)**	**-**	**50**
			16,043	**-**	**(264)**	**(110)**	**15,669**
Financial year ended 31.12.2007:							
Scheme							
2.9.2002	2.9.2004 to 11.8.2012	2.868	25,590	-	(9,328)	(270)	15,992
29.11.2002	29.11.2004 to 11.8.2012	2.616	105	-	(54)	-	51
			25,695	-	(9,382)	(270)	16,043

	2008 '000	2007 '000
Number of share options vested at balance sheet date	**4,924**	1,113

Details relating to options exercised during the current financial year are as follows:

Exercise date	Fair value of shares at share issue date (RM/share)	Subscription price (RM/share)	Number of shares issued **2008**	2007
January - March	6.45 - 8.19 / 4.22 - 4.92	2.868	**50,000**	460,000
January - March	6.45 - 8.19 / 4.22 - 4.92	2.616	**-**	-
April - June	7.85 - 9.37 / 4.34 - 5.15	2.868	**47,000**	1,890,000
April - June	7.85 - 9.37 / 4.34 - 5.15	2.616	**-**	5,000
July - September	6.75 - 8.68 / 4.62 - 5.12	2.868	**124,000**	272,000
July - September	6.75 - 8.68 / 4.62 - 5.12	2.616	**1,000**	5,000
October - December	7.53 - 8.44 / 4.75 - 6.63	2.868	**42,000**	6,706,000
October - December	7.53 - 8.44 / 4.75 - 6.63	2.616	**-**	44,000
			264,000	9,382,000

	2008 RM'000	2007 RM'000
Ordinary share capital - at par	**26.4**	938.2
Share premium	**730.5**	25,955.8
Proceeds received on exercise of share options	**756.9**	26,894.0

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

34. TREASURY SHARES

At the Annual General Meeting of the Company held on 23 June 2008, the shareholders of the Company approved the renewal of the authority for the Company to purchase its own shares of up to 10% of the issued and paid-up share capital of the Company.

During the current financial year, the Company had repurchased a total of 7,592,900 (2007: 1,000,000) ordinary shares of RM0.10 each of its issued share capital from the open market at an average price of RM4.62 (2007: RM7.22). The total consideration paid for the repurchase, including transaction costs, was RM35.08 million (2007: RM7.22 million) and was financed by internally generated funds. The repurchased shares are held as treasury shares in accordance with the requirements of Section 67A (as amended) of the Companies Act, 1965. There is no cancellation, resale or reissuance of treasury shares during the financial year. As treasury shares, the rights attached as to voting, dividends and participation in other distribution are suspended.

As at 31 December 2008, of the total 3,703,820,770 (2007: 3,703,556,770) issued and fully paid ordinary shares, 8,592,900 (2007: 1,000,000) are held as treasury shares by the Company. As at 31 December 2008, the number of outstanding ordinary shares in issue after the offset is therefore 3,695,227,870 (2007: 3,702,556,770) ordinary shares of RM0.10 each.

Details relating to the repurchase during the current financial year are as follows:

2008	Total shares repurchased in units '000	Total consideration paid RM'million	Highest price RM	Lowest price RM	Average price * RM
At 1 January 2008	**1,000.0**	**7.22**	**7.20**	**7.20**	**7.22**
Shares repurchased during the financial year					
- March	**1.0**	**0.01**	**6.70**	**6.70**	**6.75**
- June	**3,700.0**	**19.92**	**5.50**	**5.20**	**5.38**
- September	**50.0**	**0.28**	**5.55**	**5.55**	**5.57**
- December	**3,841.9**	**14.87**	**3.92**	**3.78**	**3.87**
At 31 December 2008	**8,592.9**	**42.30**			**4.92**

* Average price includes stamp duty, brokerage and clearing fees.

The directors of the Company are committed to enhance the value of the Company to its shareholders and believe that the repurchase plan is being applied in the best interests of the Company and its shareholders.

35. RESERVES

	Group		Company	
	2008	2007	**2008**	2007
Share premium	**1,152.1**	1,151.4	**1,152.1**	1,151.4
Revaluation reserves	**303.4**	305.6	**-**	-
Fair value reserve	**-**	170.3	**-**	-
Exchange differences	**(397.0)**	(143.0)	**-**	-
Retained earnings	**11,055.4**	10,507.5	**5,694.2**	5,253.3
	12,113.9	11,991.8	**6,846.3**	6,404.7

Under the single-tier tax system which came into effect from the year of assessment 2008, companies are not required to have tax credits under Section 108 of the Income Tax Act 1967 for dividend payment purposes. The single tier dividend is not taxable in the hands of shareholders.

Companies with Section 108 credits as at 31 December 2008 may continue to pay franked dividends until the Section 108 credits are exhausted or 31 December 2013 whichever is earlier unless they opt to disregard the Section 108 credits to pay single-tier dividends under the special transitional provisions of the Finance Act 2007. As at 31 December 2008, subject to agreement with the tax authorities, the Company has sufficient Section 108 tax credits to pay RM3,978.9 million (2007: RM3,933.2 million) of the retained earnings of the Company as franked dividends.

In addition, the Company has tax exempt income as at 31 December 2008, available to frank as tax exempt dividends arising from the Promotions of Investment Act, 1986 and the Income Tax (Amendment) Act 1999, relating to tax on income earned in 1999 being waived, amounting to approximately RM525.2 million (2007: RM525.2 million). The estimated tax credit and tax exempt income are subject to agreement by the Inland Revenue Board.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

36. BORROWINGS

	Group	
	2008	2007
Current		
Secured:		
Commercial paper - RMB	**152.1**	-
Term loan - RMB	**100.9**	110.7
Finance lease liabilities	**1.7**	6.2
Unsecured:		
Term loan - US Dollar	**104.1**	9.2
Term loan - GBP	**41.3**	843.8
Term loan - SGD	**23.9**	-
Term loan - IDR	**18.3**	-
Zero coupon convertible notes	**-**	175.1
Redeemable exchangeable notes - US Dollar	**-**	147.7
	442.3	1,292.7
Non-current		
Secured:		
Term loan - SGD	**1,260.6**	-
Term loans - RMB	**1,069.8**	986.7
Working capital loan - RMB	**67.4**	60.4
Loan notes - GBP	**26.3**	57.7
Finance lease liabilities	**2.0**	0.9
Unsecured:		
Convertible bonds - SGD	**1,245.1**	1,171.6
Fixed rate notes - US Dollar	**1,014.0**	975.8
Term loan - GBP	**553.0**	776.3
Term loan - SGD	**176.1**	-
	5,414.3	4,029.4
	5,856.6	5,322.1

a) The weighted average interest rates (%) per annum before and after interest rate swaps ("IRS") are as follows:

	2008		2007	
	Before IRS	**After IRS**	Before IRS	After IRS
Effective during the year:				
US Dollar term loans	**4.7**	**4.6**	6.2	4.4
GBP term loans	**6.5**	**6.2**	6.5	6.5
SGD term loans	**2.6**	**4.1**	-	-
IDR term loan	**14.5**	**14.5**	-	-
RMB term loans	**6.8**	**6.8**	6.1	6.1
RMB working capital	**6.6**	**6.6**	5.6	5.6
RMB commercial paper	**7.0**	**7.0**	-	-
US Dollar redeemable exchangeable notes	**3.6**	**3.6**	3.6	3.6
US Dollar fixed rate notes	**5.9**	**5.9**	5.9	5.9
SGD convertible bonds	**2.0**	**2.0**	2.0	2.0
GBP loan notes	**5.5**	**5.5**	5.4	5.4
Finance lease liabilities	**7.2**	**7.2**	5.7	5.7
As at 31 December:				
US Dollar term loans	**2.8**	**2.8**	5.8	3.6
GBP term loans	**3.9**	**5.5**	7.0	7.0
SGD term loans	**3.0**	**4.3**	-	-
IDR term loan	**14.9**	**14.9**	-	-
RMB term loans	**7.1**	**7.1**	6.5	6.5
RMB working capital	**6.8**	**6.8**	5.7	5.7
RMB commercial paper	**7.0**	**7.0**	-	-
US Dollar redeemable exchangeable notes	**-**	**-**	3.6	3.6
US Dollar fixed rate notes	**5.9**	**5.9**	5.9	5.9
SGD convertible bonds	**2.0**	**2.0**	2.0	2.0
GBP loan notes	**5.7**	**5.7**	5.6	5.6
Finance lease liabilities	**7.2**	**7.2**	5.7	5.7

b) The maturity profile and exposure of borrowings of the Group to interest rate risk are as follows:

	Borrowings	
	Floating interest rate	**Fixed interest rate**
As at 31 December 2008:		
Before interest rate swaps:		
Less than one year	**440.6**	**1.7**
More than one year and less than two years	**479.0**	**0.9**
More than two years and less than five years	**1,108.2**	**1,246.2**
More than five years	**1,566.0**	**1,014.0**
After interest rate swaps:		
Less than one year	**398.8**	**43.5**
More than one year and less than two years	**188.6**	**291.3**
More than two years and less than five years	**868.1**	**1,486.3**
More than five years	**948.7**	**1,631.3**
As at 31 December 2007:		
Before interest rate swaps:		
Less than one year	963.7	329.0
More than one year and less than two years	126.1	0.3
More than two years and less than five years	1,282.9	1,172.0
More than five years	472.1	976.0
After interest rate swaps:		
Less than one year	954.5	338.2
More than one year and less than two years	126.1	0.3
More than two years and less than five years	1,282.9	1,172.0
More than five years	472.1	976.0

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

36. BORROWINGS (cont'd)

c) The exposure of the borrowings of the Group to interest rate changes and the periods in which the borrowings reprice are as follows:

		Repricing periods				
	Total	**1 to 3 months**	**More than 3 months & less than 1 year**	**More than 1 year & less than 2 years**	**More than 2 years & less than 5 years**	**More than 5 years**
As at 31 December 2008:						
Total borrowings	**5,856.6**	**2,159.0**	**1,436.5**	**0.9**	**1,246.2**	**1,014.0**
Movements in repricing periods due to interest rate swaps	**-**	**(1,455.4)**	**-**	**598.0**	**240.1**	**617.3**
	5,856.6	**703.6**	**1,436.5**	**598.9**	**1,486.3**	**1,631.3**
As at 31 December 2007:						
Total borrowings	5,322.1	1,629.3	1,544.5	0.3	1,172.0	976.0
Movements in repricing periods due to interest rate swaps	-	(9.2)	9.2	-	-	-
	5,322.1	1,620.1	1,553.7	0.3	1,172.0	976.0

d) Redeemable Exchangeable Notes

On 12 December 2003 ("Issue Date"), the Company through its wholly owned subsidiary, Prime Venture (Labuan) Limited ("PVLL"), issued USD300.0 million nominal value 5-year redeemable exchangeable notes ("Exchangeable Notes") which were guaranteed by the Company and were exchangeable into existing ordinary shares of RM0.10 each ("Resorts Shares") in RWB held by the Company. The purpose of the issue was to fund the Group's future overseas investments.

The main features of the Exchangeable Notes are as follows:

i) the Exchangeable Notes bear coupon interest from the Issue Date at 1% per annum payable in arrear on 12 June and 12 December each year commencing 12 June 2004;

ii) unless previously redeemed, exchanged or purchased and cancelled, the Exchangeable Notes will be redeemed on 12 December 2008 at 113.82% of their principal amount. The Yield to Maturity of the Exchangeable Notes is 3.55% per annum calculated on a semi-annual basis;

iii) the Noteholder of each Exchangeable Note has the right to exchange such Exchangeable Note into Resorts Shares, at the election of the Noteholder at any time on or after 21 January 2004 to the close of business on 2 December 2008 (10 days to maturity). The initial exchange ratio is 2,849.644 Resorts Shares for each USD10,000 principal amount of the Exchangeable Notes, subject to adjustment in accordance with the terms of the issue; and

iv) the Exchangeable Notes may be redeemed at the option of the Issuer at the early redemption amount on the date fixed for redemption in whole or in part after 12 December 2005 and up to but excluding the maturity date being 12 December 2008.

During the current financial year ended 31 December 2008, a total of USD6.6 million (2007: USD260.3 million) of these Exchangeable Notes were exchanged for 9.5 million (2007: 370.9 million) existing Resorts Shares. In addition, USD12.6 million nominal value of Exchangeable Notes was bought back and settled via cash. In accordance with Condition 9(a) of the terms and conditions of the Exchangeable Notes (as set out in the trust deed constituting the Exchangeable Notes dated 12 December 2003), the Exchangeable Notes outstanding on 12 December 2008 of USD20.5 million were redeemed in cash by PVLL at 113.82% of their principal amount. The exchange gave rise to a gain on dilution of RM16.5 million (2007: RM811.0 million) and finance cost of RM8.1 million (2007: RM300.7 million), thus resulting in a net gain of RM8.4 million (2007: RM510.3 million) for the current financial year.

The Exchangeable Notes are recognised in the balance sheet as follows:

	2008		2007	
	USD (Mil)	**Equivalent RM (Mil)**	USD (Mil)	Equivalent RM (Mil)
Face value	**-**	**-**	39.7	133.0
Premium amortised	**-**	**-**	4.4	14.7
	-	**-**	44.1	147.7

e) Fixed Rate Notes

On 22 September 2004 ("Issue Date"), the Company through its wholly owned subsidiary, Prime Holdings (Labuan) Limited, issued USD300.0 million Guaranteed Notes ("Notes") of up to 10 years. The Notes which are guaranteed by the Company, were offered outside the United States in accordance with Regulation S. The Notes were only offered for subscription or sale outside Malaysia (except the Federal Territory of Labuan) to non-residents of Malaysia. The purpose of the issue is to fund the Group's future overseas investments.

The main features of the Notes are as follows:

i) the Notes bear coupon interest from Issue Date at 5.375% per annum payable in arrears on 22 March and 22 September each year commencing on 22 March 2005; and

ii) unless previously purchased and cancelled, the Notes will be redeemed on 22 September 2014 at their principal amount.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

36. BORROWINGS (cont'd)

e) Fixed Rate Notes (cont'd)

The Fixed Rate Notes are recognised in the balance sheet as follows:

	2008		2007	
	USD (Mil)	**Equivalent RM (Mil)**	USD (Mil)	Equivalent RM (Mil)
Face value including hedge loss	**289.6**	**1,005.2**	289.6	971.0
Discount	**(1.8)**	**(6.3)**	(1.8)	(6.1)
Amortisation of hedge loss and discount	**4.4**	**15.1**	3.2	10.9
	292.2	**1,014.0**	291.0	975.8

f) Zero Coupon Convertible Notes

On 21 September 2006, RWB issued RM1.1 billion nominal value zero coupon convertible notes due 2008 ("Notes"). The Notes were convertible into ordinary shares of RM0.50 each ("Resorts World Shares") in RWB, in accordance with the terms and conditions of the Notes ("Terms"). The purpose of the issue was for working capital and/or investments or acquisitions in areas related to RWB's principal businesses, as and when such opportunities arise.

The main features of the Notes are as follows:

i) The Notes were convertible at the option of the holders of the Notes ("Noteholders") into Resorts World Shares, at a conversion price of RM2.55 (adjusted following the share split of ordinary shares of RM0.50 each into 5 ordinary shares of RM0.10 each) per Resorts World share. The conversion price would be adjusted on the reset dates as stipulated in the Terms;

ii) RWB may at its option, satisfy its obligation following a conversion, in whole or in part, by paying the Noteholders in cash. Any Note which is not redeemed, converted or purchased and cancelled before the maturity date would be redeemed in cash at 99% of their principal amount on the maturity date; and

iii) The new Resorts World Shares would be issued upon conversion of the Notes would, upon issue and allotment, rank equal in all respects with the then existing Resorts World Shares except that they will not entitle their holders to any dividend, right, allotment and or other distributions, the entitlement date of which is before the date of allotment of the new Resorts World Shares. The Resorts World Shares will be listed and quoted on Bursa Malaysia Securities Berhad.

During the financial year, a total of RM172.0 million (2007: RM872.2 million) of the Notes were converted into 67.9 million (2007: 342.0 million) new Resorts World Shares and Nil (2007: RM51.1 million) was cash-settled. The conversion gave rise to a gain on dilution of RM35.1 million (2007: RM235.4 million) whilst a finance cost of Nil (2007: RM26.5 million) arose from the cash settlement. RWB redeemed the outstanding Notes of RM4.7 million on 19 September 2008 (being the business day immediately preceding the maturity date of the Notes on 21 September 2008) at 99.0% of the principal amount.

The Zero Coupon Convertible Notes were recognised in the balance sheet as follows:

	Group	
	2008	2007
Current:		
Nominal value	**-**	176.7
Unamortised issuance cost	**-**	(1.6)
	-	175.1

g) GIPLC had on 12 January 2007 issued SGD425.0 million convertible bonds due 2012 ("First Convertible Bonds") which were initially convertible into approximately 673.7 million fully paid-up new ordinary shares of USD0.10 each of GIPLC at a conversion price of SGD0.6308 per share, and are convertible from 7 February 2007 to 31 December 2011. The new ordinary shares, upon issue, shall rank pari passu with the existing ordinary shares of GIPLC. The First Convertible Bonds were listed and quoted on the Singapore Exchange Securities Trading Limited ("SGX-ST") with effect from 15 January 2007.

As a result of GIPLC's rights issue on the basis of 3 rights shares for every 5 existing ordinary shares held by the GIPLC shareholders as at 17 August 2007, adjustments have been made to the conversion price, from SGD0.6308 per share to SGD0.55 per share with effect from 17 September 2007.

During the current financial year ended 31 December 2008, a total of SGD3.0 million (2007: SGD364.4 million) of these First Convertible Bonds were converted into 5.5 million (2007: 577.7 million) new GIPLC shares. The conversion gave rise to a gain on dilution of RM1.6 million (2007: RM243.6 million).

The balance of the First Convertible Bonds which remains outstanding as at 31 December 2008 is SGD57.6 million (2007: SGD60.6 million).

h) GIPLC had on 26 April 2007 issued SGD450.0 million convertible bonds due 2012 ("Second Convertible Bonds") which were initially convertible into approximately 363.4 million fully paid-up new ordinary shares of USD0.10 each of GIPLC at a conversion price of SGD1.2383 per share, and are convertible from 22 May 2007 to 16 April 2012. The new ordinary shares, upon issue, shall rank pari passu with the existing ordinary shares of GIPLC. The Second Convertible Bonds were listed and quoted on the SGX-ST with effect from 27 April 2007.

As a result of GIPLC's rights issue as mentioned above, adjustments have been made to the conversion price, from SGD1.2383 per share to SGD1.08 per share with effect from 17 September 2007.

None of the Second Convertible Bonds have been converted into new GIPLC shares during the current financial year ended 31 December 2008.

i) Fair values of the borrowings as at the financial year ended 31 December 2008 are as follows:

	Group	
	2008	2007
Current	**418.4**	1,453.3
Non-current	**4,746.4**	4,022.5

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

37. PROVISIONS

	Group		Company	
	2008	2007	**2008**	2007
Provision for Retirement Gratuities (see (a) below)	**107.2**	112.5	**30.8**	32.8
Provision for Contingent Losses (see (b) below)	**-**	-	**18.2**	137.3
Other provision	**3.8**	2.5	**-**	-
	111.0	115.0	**49.0**	170.1
Less:				
Provision for retirement gratuities shown as current liabilities (see (a) below)	**(7.9)**	(11.3)	**-**	(4.5)
	103.1	103.7	**49.0**	165.6

(a) Provision for Retirement Gratuities

Beginning of the financial year	**112.5**	97.9	**32.8**	25.5
Charge for the financial year	**7.7**	22.9	**2.9**	7.9
Write-back of provision	**(1.3)**	(0.9)	**(0.2)**	(0.2)
Disposal of subsidiaries	**-**	(1.5)	**-**	-
Payments during the financial year	**(11.7)**	(5.9)	**(4.7)**	(0.4)
End of the financial year	**107.2**	112.5	**30.8**	32.8
Analysed as follows:				
Current (see Note 39)	**7.9**	11.3	**-**	4.5
Non-current	**99.3**	101.2	**30.8**	28.3
	107.2	112.5	**30.8**	32.8

The fair value of provision for retirement gratuities closely approximate its book value.

(b) Provision for Contingent Losses

	Company	
	2008	2007
Beginning of the financial year	**137.3**	52.3
(Reversal)/charge for the financial year	**(119.1)**	85.0
End of the financial year	**18.2**	137.3

As at the end of the current financial year, the Company has established a provision for contingent losses of RM18.2 million (2007: RM137.3 million). The contingent losses arise from guarantees issued to financial institutions on borrowings extended to subsidiaries for the purpose of raising finance for the Group's investments.

38. OTHER LIABILITIES

	Group	
	2008	2007
Advance membership fees	**31.3**	30.4
Accruals and other payables	**56.4**	12.5
	87.7	42.9

The advance membership fees relate to fees received on sale of timeshare units by an indirect subsidiary offering a timeshare ownership scheme. These fees are recognised as income over the next twenty four years from commencement of membership.

39. TRADE AND OTHER PAYABLES

	Group		Company	
	2008	2007	**2008**	2007
Trade creditors	**337.3**	415.6	**-**	-
Accruals	**737.2**	592.9	**16.6**	14.7
Retirement gratuities (see Note 37(a))	**7.9**	11.3	**-**	4.5
Interest payable	**31.3**	20.7	**-**	-
Deposits	**23.0**	32.1	**-**	-
Other creditors	**375.5**	296.5	**-**	0.2
	1,512.2	1,369.1	**16.6**	19.4

The currency profile of trade and other payables as at the financial year end is as follows:

	Group		Company	
	2008	2007	**2008**	2007
Ringgit Malaysia	**931.9**	786.9	**16.6**	19.4
US Dollars	**99.5**	70.6	**-**	-
Sterling Pound	**191.8**	242.2	**-**	-
Singapore Dollars	**185.6**	105.6	**-**	-
Renminbi	**87.2**	154.5	**-**	-
Other currencies	**16.2**	9.3	**-**	-
	1,512.2	1,369.1	**16.6**	19.4

Included in other creditors and accruals of the Group are progress billings payable and accruals for capital expenditure relating to construction of a hotel, upgrading of resorts infrastructure and balance of purchase consideration for land acquisition amounting to RM219.2 million (2007: RM54.0 million).

Credit terms available to the Group range from 7 days to 90 days (2007: 7 days to 90 days) from date of invoice.

The carrying amounts of the Group's trade and other payables approximate their fair values.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

40. FINANCIAL INSTRUMENTS

As at the end of the current financial year, the Group has the following financial instruments:

a) Currency Hedge

The Group has the following foreign currency borrowings as mentioned below which have not been hedged into Ringgit Malaysia. These foreign currency borrowings form part of the total borrowings as disclosed in Note 36:

As at 31 December 2008:

Currency	Start date	Maturity dates	Foreign currency (Mil)			Equivalent RM (Mil)
			Hedged	Unhedged	Total	Total
US Dollar	22/09/2004	22/09/2014	-	292.2	292.2	**1,014.0**
US Dollar	12/09/2008	12/09/2009	-	30.0	30.0	**104.1**
Renminbi	28/06/2004	20/03/2009 to 20/03/2019	-	2,208.9	2,208.9	**1,120.0**
Renminbi	12/03/2007	18/01/2010	-	133.0	133.0	**67.4**
Renminbi	20/09/2008	26/09/2016	-	100.0	100.0	**50.7**
Renminbi	14/04/2008	13/04/2009	-	300.0	300.0	**152.1**
Sterling Pound	06/03/2008	31/12/2009 to 06/03/2013	-	69.6	69.6	**345.9**
Sterling Pound	31/12/2006	01/05/2010	-	50.0	50.0	**248.4**
Sterling Pound	09/10/2006 to 19/12/2006	31/12/2011	-	5.3	5.3	**26.3**
SGD	12/01/2007	12/01/2012	-	60.5	60.5	**144.9**
SGD	26/04/2007	24/04/2012	-	459.3	459.3	**1,100.2**
SGD	06/03/2008	06/03/2013	-	83.5	83.5	**200.0**
SGD	10/11/2008	31/12/2015	-	526.2	526.2	**1,260.6**
IDR	24/11/2008 to 23/12/2008	05/01/2009 to 02/02/2009	-	57.8	57.8	**18.3**
Total						**5,852.9**

As at 31 December 2007:

Currency	Start date	Maturity dates	Foreign currency (Mil)			Equivalent RM (Mil)
			Hedged	Unhedged	Total	Total
US Dollar	29/05/2003	29/05/2008	-	2.8	2.8	9.2
US Dollar	12/12/2003	12/12/2008	-	44.1	44.1	147.7
US Dollar	22/09/2004	22/09/2014	-	291.0	291.0	975.8
Renminbi	28/06/2004	20/03/2008 to 20/03/2019	-	2,415.6	2,415.6	1,097.4
Renminbi	12/03/2007	18/01/2010	-	133.0	133.0	60.4
Sterling Pound	19/10/2006	10/03/2008	-	125.0	125.0	843.8
Sterling Pound	31/12/2006	01/05/2010	-	115.0	115.0	776.3
Total						3,910.6

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

40. FINANCIAL INSTRUMENTS (cont'd)

b) Interest Rate Swaps ("IRS")

The Group has entered into IRS contracts to manage the exposure of its borrowings to interest rate risks. With the IRS agreements, the Group receives interest at floating rate based on either one or three months London Inter-Bank Offer Rates ("LIBOR") or Singapore Swap Offer Rates ("SOR") and pays interest at fixed rates on the agreed notional principal amounts.

As at the financial year end, the terms and notional principal amounts of the outstanding interest rate swap contracts of the Group are as follows:

	Foreign currency (Mil)	Equivalent RM (Mil)
As at 31 December 2008:		
Within one year	**-**	**-**
More than one year and less than 5 years		
- GBP	**82.8**	**430.6**
- SGD	**603.7**	**1,446.1**
		1,876.7
As at 31 December 2007:		
Within one year		
- USD	2.8	9.2
More than one year and less than 5 years		
- USD	-	-
		9.2

The effect of the above interest rate swaps is to effectively hedge the interest rate payable on part of the foreign currencies borrowings mentioned in Note (a) above.

The fair value of the outstanding interest rate swap contracts of the Group which has not been recognised at the balance sheet date was a unfavourable net position of RM205.7 million (2007: a favourable net position of RM0.1 million).

c) Forward Foreign Exchange Contracts

As at the end of the current financial year, the Group does not have any outstanding forward foreign exchange contracts (2007: Nil).

d) Put and Call Option

i) On 3 October 2008, Mediglove Sdn Bhd, a wholly-owned subsidiary of ADB, had entered into a Put and Call Option Agreement with Kara Agri Pte Ltd ("KARA") whereby KARA grants an option to Mediglove to purchase ("Call Option") and Mediglove grants an option to KARA to sell ("Put Option"), as the case may be, all ordinary shares legally and beneficially owned by KARA in AsianIndo Holdings Pte Ltd ("Option Shares"), a 60% owned subsidiary of Mediglove Sdn Bhd, exercisable during the period after the expiry of five years from 3 October 2008 at an exercise price which shall be the fair value of the Option Shares as determined by a valuer to be appointed by mutual agreement between Mediglove and KARA. In addition, Mediglove may at any time, exercise its Call Option in the event that the Kapuas JV fails to achieve any of the agreed development milestones within six months from the respective dates of completion specified for the agreed development milestones.

ii) As at the end of the financial year, RWB Group has a Call Option which is disclosed in Note 43(g). The carrying amount of the Call Option approximates its fair value.

41. CONTINGENCIES

a) Contingent Liabilities

Group

Asiatic Development Berhad ("ADB"), a 54.7% owned subsidiary of the Company and Asiatic Tanjung Bahagia Sdn Bhd ("ATBSB") a wholly owned subsidiary of ADB, had vide previous announcements informed ADB's shareholders on the status of the legal suit filed in the High Court of Sabah and Sarawak at Kota Kinabalu Suit No. K22-245 of 2002 wherein ADB and ATBSB were named as the Second and Third Defendants respectively ("the Suit"), the High Court had on 20 June 2008 upheld the Defendants' preliminary objection with costs awarded to the Defendants. The Suit was instituted by certain natives ("the Plaintiffs") claiming Native Customary Rights over the agricultural land or part thereof held under title number CL095330724 measuring approximately 8,830 hectares situated at Sungai Tongod, District of Kinabatangan, Sandakan, Sabah ("the Tongod Land") which was acquired by ATBSB from Hap Seng Consolidated Berhad ("HSCB").

The Defendants had raised a preliminary objection that the High Court has no original jurisdiction to hear the Suit and that this Suit will lead to multiplicity of action as the Plaintiffs had already made application to the Assistant Collector of Land Revenue for similar claims.

The Plaintiffs have filed a Notice of Appeal to the Court of Appeal on 7 July 2008 against the decision of the High Court made on 20 June 2008.

ADB's solicitors maintained their opinion that the Plaintiffs' action is misconceived and unsustainable.

There have been no changes to the status of the aforesaid litigation as at the date of this report.

b) Contingent Assets

Group

i) The disposal of the Group's 45% interest in the Muturi Production Sharing Contract ("PSC") via Laila Limited in July 2001 for USD106.8 million and a deferred share of future pre-tax income from this PSC (the "Deferred Consideration"), enables the Group to retain rights to long-term future cash flows from the Tangguh Project. As at the end of the financial year, the Deferred Consideration has not been recognised in the financial statements as the economic benefits arising from the long term future cash flows cannot be measured with reasonable accuracy.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

41. CONTINGENCIES (cont'd)

b) Contingent Assets (cont'd)

Group (cont'd)

ii) On 22 March 2007, Genting Stanley Plc ("Genting Stanley"), an indirect wholly owned subsidiary of GIPLC, completed the disposal of its 50% interest in its international betting operations for a cash consideration of GBP1.0 million. In addition to this basic consideration, Genting Stanley is entitled to a share of the after tax profits from this disposed unit over the next three years, subject to a maximum aggregate of GBP5.0 million. For 2007, the share of profits was one-third to be followed by 25% and 20% of the after tax profits respectively for 2008 and 2009.

The GIPLC Group's share of the 2007 profits has been finalised at GBP0.8 million and has been accounted for in the current financial year. The GIPLC Group has also estimated its share of the international betting operation profits for 2008 at GBP1.8 million and included it in the income statement for the current financial year. The actual amount to be received will be determined upon the finalisation of the disposed international betting operations' 2008 year-end after tax results.

42. CAPITAL COMMITMENTS

	Group	
	2008	2007
Authorised capital expenditure not provided for in the financial statements:		
- contracted	**6,763.8**	1,512.2
- not contracted	**6,784.1**	11,525.4
	13,547.9	13,037.6
Analysed as follows:		
- Development expenditure *	**11,239.7**	11,688.2
- Property, plant and equipment	**920.1**	1,045.2
- Plantation development	**694.1**	78.8
- Drilling and exploration costs	**581.6**	91.4
- Investments	**59.2**	59.1
- Intellectual property development	**35.8**	49.3
- Leasehold land use rights	**14.0**	-
- Investment properties	**2.9**	25.6
- Others	**0.5**	-
	13,547.9	13,037.6

* This relates mainly to the integrated resort project of GIPLC, *Resorts World at Sentosa.* The total cost for the integrated resort project is expected to increase from SGD6.0 billion to SGD6.59 billion.

43. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

a) On 28 December 2007, RWB through CIMB Investment Bank Berhad ("CIMB") announced a proposal by Resorts World Limited ("RWL"), an indirect wholly owned subsidiary of RWB, to undertake a non-renounceable offer for sale ("OFS") of its entire equity interest in GIPLC ("Offer Shares") to the shareholders of RWB at an offer price which was subsequently determined to be RM0.88 per Offer Share. The OFS, which raised gross proceeds of RM522.5 million for RWB Group, was completed on 30 April 2008.

Pursuant to the OFS, the Company subscribed to 388,231,853 ordinary shares in GIPLC for a total consideration of RM341.6 million, resulting in a fair value gain on deemed distribution of RM207.6 million. Consequently, the Group's shareholding in GIPLC increased from 53.4% as at 31 December 2007 to 54.47% upon completion of the OFS.

b) On 15 April 2008, Resorts World at Sentosa Pte Ltd ("RWSPL"), an indirect wholly owned subsidiary of GIPLC, entered into a joint venture with Sentosa Leisure Management Pte Ltd ("SLM") to form DCP (Sentosa) Pte Ltd, a jointly controlled entity. RWSPL subscribed for SGD25.36 million of shares representing 80.0% of the share capital of DCP (Sentosa) Pte Ltd. The purpose of the joint venture is to build and operate a district cooling plant on Sentosa Island, Singapore, to supply piped chilled water for air conditioning and other cooling requirements of the integrated resort on Sentosa Island.

c) On 24 April 2008, RWSPL completed the syndication for up to SGD4,192,500,000 Syndicated Senior Secured Credit Facilities (comprising SGD4.0 billion in loan facilities and SGD192.5 million banker's guarantee facility) for its integrated resort development in Singapore. The credit facilities are expected to fund two thirds of the estimated project costs, with the remaining to be funded through equity raised by GIPLC from internal funds and proceeds received from its rights issue in 2007.

d) On 27 May 2008, the Company announced that Genting Oil Kasuri Pte Ltd, a wholly owned subsidiary of Genting Oil & Gas Limited ("GOGL"), which in turn is an indirect 95% owned subsidiary of the Company, signed a new Production Sharing Contract with BPMIGAS for the Kasuri Block in Indonesia. This block was awarded to GOGL by MIGAS following a 'Direct Offer' license round for a signature bonus of USD19 million and a commitment to undertake 5 exploration wells and seismic works.

e) On 13 August 2008, ADB announced that Ketapang Agri Holdings Pte Ltd, an indirect wholly-owned subsidiary of ADB, had on 12 August 2008 entered into a joint venture agreement with Palma Citra Investama Pte Ltd and PT Sawit Mandira to develop approximately 15,800 hectares of agricultural land into oil palm plantation in Kabupaten Ketapang, Provinsi Kalimantan Barat, the Republic of Indonesia ("the Land") ("the Proposed Joint Venture"). The Proposed Joint Venture is subject to certain conditions precedent being obtained no later than 31 December 2011.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

43. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR (cont'd)

f) On 3 October 2008, Mediglove Sdn Bhd's ("Mediglove"), a wholly owned subsidiary of ADB, proposed joint venture for the purpose of acquiring and developing approximately 45,000 hectares of oil palm plantation in Kabupaten Kapuas, Provinsi Kalimantan Tengah, the Republic of Indonesia ("Proposed JV") was completed. Mediglove is a wholly owned subsidiary of Asiatic Development Berhad ("ADB"), which in turn is a 54.7% owned subsidiary of the Group as at 31 December 2008. Mediglove has thus subscribed for 6,000,000 ordinary shares representing 60% equity interest in AsianIndo Holdings Pte Ltd ("AIH") for a cash consideration of USD9.0 million and 3,000 ordinary shares representing 30% equity interest in GaiaAgri Services Limited ("GAS") for a cash consideration of USD3,000. The remaining 40% equity interest in AIH and 70% equity interest in GAS are held by Kara Agri Pte Ltd ("KARA") and GaiaAgri Holdings Limited respectively. Arising therefrom, the wholly owned subsidiaries of AIH, namely, Asian Palm Oil Pte Ltd (formerly known as Gaiaagri Palm Oil Pte Ltd), AsianIndo Palm Oil Pte Ltd and Kara Palm Oil Pte Ltd (collectively known as "SPV Cos"), all incorporated in Singapore have become indirect subsidiaries of ADB.

Each of the SPV Cos holds 95% equity interest in each of the following Indonesian subsidiaries.

	SPV Cos	Indonesian subsidiaries
1.	Asian Palm Oil Pte Ltd (formerly known as GaiaAgri Palm Oil Pte Ltd)	PT Dwie Warna Karya
2.	AsianIndo Palm Oil Pte Ltd	PT Susantri Permai
3.	KARA Palm Oil Pte Ltd	PT Kapuas Maju Jaya

g) On 26 November 2008, RWB through CIMB announced that RWL had entered into a sale and purchase agreement with KH Digital Ltd ("KHD") ("SPA") in relation to the proposed acquisitions by RWL from KHD of the entire issued and paid-up share capital of Bromet Limited and Digital Tree (USA) Inc. for a total cash consideration of USD69.0 million or approximately RM248.9 million ("Proposed Acquisitions").

As part of the Proposed Acquisitions, RWL and KHD had, on 26 November 2008, entered into a call option agreement in relation to the proposed grant of a call option by KHD to RWL pursuant to a cash consideration of USD1 ("Call Option"), for RWL to acquire, within a period of 18 months from the date of the Call Option, the entire issued and paid-up share capital of Karridale Limited at an exercise price of USD27.0 million or approximately RM97.4 million. The granting of Call Option was conditional upon the completion of the Proposed Acquisitions.

The Proposed Acquisitions were completed on 17 December 2008.

44. SIGNIFICANT RELATED PARTY TRANSACTIONS AND BALANCES

In the normal course of business, the Company and the Group undertakes on agreed terms and prices, transactions with its related companies and other related parties.

In addition to related party disclosures mentioned elsewhere in the financial statements, set out below are other significant related party transactions and balances. The related party transactions listed below were carried out on terms and conditions obtainable in transactions with unrelated parties unless otherwise stated.

	Group		Company	
	2008	2007	**2008**	2007
a) Transactions with subsidiaries				
i) Licensing fees from the subsidiaries to the Company for the use of name and accompanying logo of "Genting" and "Awana" owned by the Company.	**-**	-	**161.4**	143.4
ii) Management fees from Genting Hotel & Resorts Management Sdn Bhd ("GHRM"), a wholly owned subsidiary of the Company, to the Company for the provision of the necessary resort management services to enable GHRM to perform its various obligations under the Resort Management Agreement with RWB.	**-**	-	**386.9**	337.9
iii) Interest income earned by the Company from its subsidiaries on the interest bearing portion of the amount due from subsidiaries.	**-**	-	**44.3**	46.2
iv) Finance cost charged by subsidiaries to the Company on the interest bearing portion of the amount due to subsidiaries.	**-**	-	**60.4**	61.5
b) Transactions with associates				
i) Provision of genomics research services by SGSI-Asiatic Limited to Asiatic Centre for Genome Technology Sdn Bhd ("ACGT"), a wholly owned subsidiary of ADB, where Tan Sri Lim Kok Thay is a director and shareholder as well as a director, shareholder and option holder of the Company. SGSI-Asiatic Limited is a jointly controlled entity in which Tan Sri Lim Kok Thay is a beneficiary of a trust which has 13.4% equity interest in Synthetic Genomics Inc, which in turn has 50% interest in SGSI-Asiatic Limited.	**66.7**	41.1	**-**	-

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

44. SIGNIFICANT RELATED PARTY TRANSACTIONS AND BALANCES (cont'd)

	Group		Company	
	2008	2007	**2008**	2007
c) Transactions with other related parties				
i) Rental of premises and provisions of connected services by RWB to Oriregal Creations Sdn Bhd ("Oriregal"). Puan Sri Lim (Nee Lee) Kim Hua, mother of Tan Sri Lim Kok Thay, is a director and substantial shareholder of Oriregal.	**1.3**	1.3	**-**	-
ii) Progress payments made by Asiatic Land Development Sdn Bhd, a wholly owned subsidiary of ADB to the contractor, Kien Huat Development Sdn Bhd, a company in which Datuk Lim Chee Wah, a brother of Tan Sri Lim Kok Thay, is a director and has deemed substantial financial interest, for the development of properties in Kulai, Johor.	**-**	0.1	**-**	-
iii) Professional design consultancy and master-planning services rendered to Resorts World at Sentosa Pte Ltd, an indirect wholly owned subsidiary of GIPLC, by International Resort Management Services Pte Ltd, a company in which Tan Sri Lim Kok Thay has substantial financial interest in relation to the Resorts World at Sentosa integrated resort in Singapore.	**48.8**	13.8	**-**	-
iv) Air ticketing and transportation services rendered by Resorts World Tours Sdn Bhd, a wholly owned subsidiary of RWB, to SCL and its subsidiaries, an associate of the Group until 31 July 2007. With effect from 31 July 2007, the Group ceased to have significant interest over SCL, and SCL has been derecognised as an associate.	**3.3**	1.6	**-**	-
v) Rental of premises and provision of connected services by Oakwood Sdn Bhd ("Oakwood"), a wholly owned subsidiary of GB, to SCL and its subsidiaries, where Tan Sri Lim Kok Thay is the Chairman, Chief Executive Officer, shareholder and share option holder of SCL.	**1.7**	-	**-**	-
vi) On 26 November 2008, RWL, an indirect wholly owned subsidiary of RWB, had entered into a sale and purchase agreement with KH Digital Limited ("KHD") to acquire from KHD the entire issued and paid-up share capitals of Bromet Limited and Digital Tree (USA) Inc. for a total cash consideration of USD69.0 million or approximately RM243.7 million, as set out in Note 43(g). Tan Sri Lim Kok Thay is a director, shareholder and option holder of RWB. Tan Sri Lim Kok Thay is also a director of KHD, a wholly owned subsidiary of Golden Hope Limited ("GHL"). He is also a director of GHL, which acts as trustee of Golden Hope Unit Trust, a private unit trust the voting units of which are ultimately owned by a discretionary trust in which Tan Sri Lim Kok Thay is a beneficiary.	**243.7**	-	**-**	-
vii) On 17 October 2008, Dragasac Limited, an indirect wholly owned subsidiary of the Company, had entered into a stock purchase agreement to purchase a total of 1,000,000 shares of Class A common stock with par value of USD0.002 each in Synthetic Genomics, Inc ("SGI Shares") from Dr J. Craig Venter, for a total cash consideration of USD8 million. The SGI Shares represent economic and voting interests of approximately 2% and 3% respectively in SGI as at 12 September 2008. Tan Sri Lim Kok Thay is a director, shareholder and option holder of the Company. Tan Sri Lim Kok Thay is also a director of Golden Hope Limited ("GHL"), which acts as trustee of Golden Hope Unit Trust ("GHUT"), a private unit trust the voting units of which are ultimately owned by a discretionary trust in which Tan Sri Lim Kok Thay is a beneficiary. GHL, as trustee of GHUT, indirectly holds economic and voting interests of approximately 13% and 10% respectively in SGI as at 12 September 2008.	**28.2**	-	**-**	-
d) Directors and key management personnel				
The remuneration of Directors and other key management personnel is as follows:				
Fees, salaries, ex-gratia and bonuses	**70.5**	72.2	**34.8**	35.7
Defined contribution plan	**9.0**	9.2	**4.5**	4.7
Other short term employee benefits	**0.5**	0.5	**-**	-
Provision for retirement gratuities	**4.4**	11.9	**2.3**	6.7
Estimated money value of benefits-in-kind (not charged to the income statements)	**1.1**	1.0	**0.1**	0.1
e) The significant outstanding balances with other related parties as at 31 December 2008 were as follows:				
i) Amount receivable from related parties:				
Other related parties	**15.4**	28.1	**-**	-
ii) Amount payable to related parties:				
Other related parties	**51.1**	46.9	**-**	-

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

45. SUBSIDIARIES AND ASSOCIATES

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2008	2007		
Direct Subsidiaries				
Asiatic Development Berhad	**54.7**	54.8	Malaysia	Plantation, investment holding and management services
GB Credit & Leasing Sdn Bhd	**69.5**	69.5	Malaysia	Leasing and money lending
+ Genting Equities (Hong Kong) Limited	**100.0**	100.0	Hong Kong, SAR	Investments
^ Genting Genomics Limited	**100.0**	-	Isle of Man	Investment holding
Genting Highlands Tours and Promotion Sdn Bhd	**100.0**	100.0	Malaysia	Letting of land and premises
Genting Hotel & Resorts Management Sdn Bhd	**100.0**	100.0	Malaysia	Provision of resort management services
+ Genting Investment Holdings Limited	**100.0**	100.0	Isle of Man	Investment holding
Genting (Labuan) Limited	**100.0**	100.0	Labuan, Malaysia	Rent-A-Captive Offshore insurance business
Genting Management and Consultancy Services Sdn Bhd	**100.0**	100.0	Malaysia	Management services
Genting Management (Singapore) Pte Ltd	**100.0**	-	Singapore	Investments
Genting Oil & Gas Sdn Bhd	**100.0**	100.0	Malaysia	Provision of advisory, technical and administrative services to oil and gas companies
+ Genting Overseas Holdings Limited	**100.0**	100.0	Isle of Man	Investment holding
Genting Risk Solutions Sdn Bhd	**100.0**	100.0	Malaysia	Provision of risk and insurance management consultancy
+ Logan Rock Limited	**100.0**	100.0	Isle of Man	Investments
Maxitage Sdn Bhd	**100.0**	100.0	Malaysia	Investments
Oakwood Sdn Bhd	**100.0**	100.0	Malaysia	Property investment and management
Phoenix Spectrum Sdn Bhd	**100.0**	100.0	Malaysia	Investments
Prime Holdings (Labuan) Limited	**100.0**	100.0	Labuan, Malaysia	Offshore financing
Prime Venture (Labuan) Limited	**100.0**	100.0	Labuan, Malaysia	Offshore financing
Resorts World Bhd (see Note 23)	**48.4**	48.7	Malaysia	Resort, hotel and gaming operations
Genting Sanyen Newsprint Sdn Bhd	**100.0**	100.0	Malaysia	Dormant
+ Resorts World Bhd (Hong Kong) Limited	**100.0**	100.0	Hong Kong, SAR	Dormant
+ Resorts World (Singapore) Pte Ltd	**100.0**	100.0	Singapore	Dormant
GB Services Sdn Bhd	**100.0**	-	Malaysia	Pre-operating
+ Genting Bhd (Hong Kong) Limited	**100.0**	100.0	Hong Kong, SAR	Pre-operating
Genting Digital Sdn Bhd	**100.0**	100.0	Malaysia	Pre-operating
Genting Games Pte Ltd	**100.0**	-	Singapore	Pre-operating
Genting Gaming Solutions Pte Ltd	**100.0**	-	Singapore	Pre-operating
Genting Innovation Pte Ltd	**100.0**	-	Singapore	Pre-operating
Genting Intellectual Property Pte Ltd	**100.0**	-	Singapore	Pre-operating
^ Genting Intellectual Ventures Limited	**100.0**	-	Isle of Man	Pre-operating
Genting Permata Sdn Bhd	**100.0**	100.0	Malaysia	Pre-operating
+ Genting (Singapore) Pte Ltd	**100.0**	100.0	Singapore	Pre-operating
Genting Strategic Holdings Sdn Bhd	**100.0**	100.0	Malaysia	Pre-operating
Genting Strategic Investments (Singapore) Pte Ltd	**100.0**	-	Singapore	Pre-operating
Genting Strategic Sdn Bhd	**100.0**	100.0	Malaysia	Pre-operating
Genting Strategic (Singapore) Pte Ltd	**100.0**	-	Singapore	Pre-operating
Lacustrine Limited	**100.0**	-	Isle of Man	Pre-operating
Prime Offshore (Labuan) Limited	**100.0**	-	Labuan, Malaysia	Pre-operating
+ Resorts World Limited	**100.0**	100.0	Hong Kong, SAR	Pre-operating
Sri Highlands Express Sdn Bhd	**100.0**	100.0	Malaysia	Pre-operating
Vista Knowledge Pte Ltd	**100.0**	-	Singapore	Pre-operating

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

45. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2008	2007		
Indirect Subsidiaries				
+ Adriana Limited	**54.4**	53.4	Isle of Man	Sales co-ordinator
ALD Construction Sdn Bhd	**54.7**	54.8	Malaysia	Provision of project management services
Aliran Tunas Sdn Bhd	**48.4**	48.7	Malaysia	Provision of water services at Genting Highlands
+ Ascend International Holdings Limited	**54.4**	53.4	Hong Kong, SAR	Provision of IT related services, marketing and investment holding
AsianIndo Holdings Pte Ltd	**32.8**	-	Singapore	Investment holding
AsianIndo Palm Oil Pte Ltd	**32.8**	-	Singapore	Investment holding
Asian Palm Oil Pte Ltd (formerly known as GaiaAgri Pte Ltd)	**32.8**	-	Singapore	Investment holding
Asiatic Centre for Genome Technology Sdn Bhd	**54.7**	54.8	Malaysia	Genomics research and development
Asiatic Golf Course (Sg. Petani) Berhad	**54.7**	54.8	Malaysia	Golf course operation
Asiatic Indahpura Development Sdn Bhd	**54.7**	54.8	Malaysia	Property development
Asiatic Land Development Sdn Bhd	**54.7**	54.8	Malaysia	Property development
Asiatic Oil Mills (WM) Sdn Bhd	**54.7**	54.8	Malaysia	Fresh fruit bunches processing
Asiatic Plantations (WM) Sdn Bhd	**54.7**	54.8	Malaysia	Plantation
Asiatic Properties Sdn Bhd	**54.7**	54.8	Malaysia	Property Investment
Asiatic SDC Sdn Bhd	**54.7**	54.8	Malaysia	Plantation
Asiatic Tanjung Bahagia Sdn Bhd	**54.7**	54.8	Malaysia	Plantation
Asiaticom Sdn Bhd	**54.7**	54.8	Malaysia	Plantation
Awan Ria (M) Sdn Bhd	**97.7**	97.7	Malaysia	Investment holding
Awana Hotels & Resorts Management Sdn Bhd	**100.0**	100.0	Malaysia	Provision of hotels and resorts management services
+ Awana International Limited	**100.0**	100.0	Isle of Man	Investments
Awana Vacation Resorts Development Berhad	**48.4**	48.7	Malaysia	Proprietary timeshare ownership scheme
^ Azzon Limited	**54.7**	54.8	Isle of Man	Investment holding
Bandar Pelabuhan Sdn Bhd	**29.1**	29.2	Malaysia	Investment holding
Bromet Limited	**48.4**	-	Isle of Man	Investment holding
^ Calidone Limited	**54.4**	53.4	Isle of Man	Investment holding
^ Chelsea Genting Limited	**54.7**	-	Isle of Man	Investment holding
^ Coastal Gusu Heat & Power Ltd	**100.0**	100.0	Cayman Islands	Investment holding
^ Coastal Nanjing Power Ltd	**100.0**	100.0	Cayman Islands	Investment holding
^ Coastal Suzhou Power Ltd	**100.0**	100.0	Cayman Islands	Investment holding
^ Coastal Wuxi Power Ltd	**100.0**	100.0	Cayman Islands	Investment holding
+ Coastbright Limited	**54.4**	53.4	United Kingdom	Casino owner and operator
^ Degan Limited	**54.7**	54.8	Isle of Man	Investment holding
Delquest Sdn Bhd	**48.4**	48.7	Malaysia	Investments
^ Digital Tree (USA) Inc	**48.4**	-	United States of America	Investment holding
^ Digital Tree LLC	**48.4**	-	United States of America	Collection of royalties
^ Dragasac Limited	**100.0**	-	Isle of Man	Investments
Eastern Wonder Sdn Bhd	**48.4**	48.7	Malaysia	Support services
^ Edith Grove Limited	**100.0**	-	Isle of Man	Investment holding
E-Genting Holdings Sdn Bhd	**54.4**	53.4	Malaysia	Investment, management services and IT consultancy
E-Genting Sdn Bhd	**54.4**	53.4	Malaysia	IT/Data centre and consultancy
E-Genting Services Sdn Bhd	**54.4**	53.4	Malaysia	Management services and IT consultancy services
First World Hotels & Resorts Sdn Bhd	**48.4**	48.7	Malaysia	Hotel business

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

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45. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2008	2007		
Indirect Subsidiaries (cont'd)				
+ Freeany Enterprises Limited	**54.4**	53.4	United Kingdom	Trading
^ Fujian Electric (Hong Kong) LDC	**100.0**	100.0	Cayman Islands	Investment holding
+ Fujian Pacific Electric Company Limited	**100.0**	100.0	China	Generation and supply of electric power
Gecoun Limited	**100.0**	100.0	Isle of Man	Investment holding
Genasa Sdn Bhd	**48.4**	48.7	Malaysia	Sale and letting of apartment units
Genmas Sdn Bhd	**48.4**	48.7	Malaysia	Sale and letting of land and property
Gensa Sdn Bhd	**48.4**	48.7	Malaysia	Sale and letting of land and property
+ Genting (NSW) Pty Ltd	**54.4**	53.4	Australia	Investment and management services
Genting Administrative Services Sdn Bhd	**48.4**	48.7	Malaysia	Investment holding
Genting Bio-Fuels Asia Pte Ltd	**100.0**	100.0	Singapore	Investment holding
Genting Bio-Oil Sdn Bhd	**97.7**	97.7	Malaysia	Manufacturing and trading of bio-oil
Genting Centre of Excellence Sdn Bhd	**48.4**	48.7	Malaysia	Provision of training services
Genting Entertainment Sdn Bhd	**48.4**	48.7	Malaysia	Show agent
Genting Golf Course Bhd	**48.4**	48.7	Malaysia	Condotel and hotel business, golf resort and property development
Genting Highlands Berhad	**48.4**	48.7	Malaysia	Land and property development
+ Genting India Travel Services Private Limited	**54.4**	53.4	India	Tour promotion
+ Genting Industrial Holdings Limited	**97.7**	97.7	Isle of Man	Investment holding
Genting Information Knowledge Enterprise Sdn Bhd	**54.4**	53.4	Malaysia	Research and development of software and consultancy services
+ Genting Integrated Resorts Operations Management Pte Ltd	**54.4**	-	Singapore	International resort management
+ Genting International (Singapore) Pte Ltd	**54.4**	53.4	Singapore	Tour promotion
+ Genting International (Thailand) Limited	**49.5**	48.6	Thailand	Tour promotion
+ Genting International (UK) Limited	**54.4**	53.4	United Kingdom	Investment holding
+ Genting International Enterprises (Singapore) Pte Ltd	**54.4**	-	Singapore	Investment holding
+ Genting International Gaming & Resort Technologies Pte Ltd (formerly known as EGenting Singapore Pte Ltd)	**54.4**	53.4	Singapore	Research and development of software and IT consultancy services
+ Genting International Industries (Singapore) Pte Ltd	**97.7**	97.7	Singapore	Investment holding
+ Genting International Investment (UK) Limited	**54.4**	53.4	United Kingdom	Investment holding
+ Genting International Investment Properties (UK) Limited	**54.4**	-	United Kingdom	Property investment and management
# Genting International Japan Co. Ltd	**54.4**	-	Japan	Tour promotion
+ Genting International Management Limited	**54.4**	53.4	Isle of Man	Investment holding and sales coordinator
+ Genting International Management Services Pte Ltd	**54.4**	53.4	Singapore	Investment holding
+ Genting International P.L.C.	**54.4**	53.4	Isle of Man	Investment holding
^ Genting International Paper Limited	**100.0**	100.0	Isle of Man	Investment holding
^ Genting International Properties Limited	**54.4**	53.4	Isle of Man	Investment holding
^ Genting International Resorts Management Limited	**54.4**	-	Isle of Man	Investment holding
Genting International Services Sdn Bhd	**54.4**	53.4	Malaysia	Provision of services
+ Genting International Services Singapore Pte Ltd	**54.4**	53.4	Singapore	Provision of services
Genting Irama Sdn Bhd	**48.4**	48.7	Malaysia	Investment holding
+ Genting Lanco Power (India) Pvt Ltd	**74.0**	74.0	India	Provision of operation and maintenance services for power plant
Genting Leisure Sdn Bhd	**48.4**	48.7	Malaysia	Investment holding
+ Genting Oil & Gas (China) Limited	**95.0**	95.0	Isle of Man	Oil & gas development and production
+ Genting Oil & Gas Limited	**95.0**	95.0	Isle of Man	Investment holding
+ Genting Oil Kasuri Pte Ltd	**95.0**	95.0	Singapore	Oil & gas exploration
+ Genting Oil Morocco Limited	**95.0**	95.0	Isle of Man	Oil & gas exploration

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

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45. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2008	2007		
Indirect Subsidiaries (cont'd)				
+ Genting Oil Natuna Pte Ltd	**95.0**	95.0	Singapore	Oil & gas exploration
+ Genting Oil Salawati Pte Ltd	**95.0**	95.0	Singapore	Oil & gas exploration
^ Genting Overseas Management Limited	**100.0**	100.0	Isle of Man	Investment holding
^ Genting Power China Limited	**100.0**	100.0	Bermuda	Investment holding
+ Genting Power Holdings Limited	**100.0**	100.0	Isle of Man	Investment holding
+ Genting Power (India) Limited	**100.0**	100.0	Mauritius	Investment holding
+ Genting Power (M) Limited	**100.0**	100.0	Isle of Man	Investment holding
Genting Sanyen (Malaysia) Sdn Bhd	**97.7**	97.7	Malaysia	Property management services and investment holding
Genting Sanyen Power (Labuan) Limited	**100.0**	100.0	Labuan, Malaysia	Investment holding
Genting Sanyen Power Sdn Bhd	**58.6**	58.6	Malaysia	Generation and supply of electric power
Genting Skyway Sdn Bhd	**48.4**	48.7	Malaysia	Provision of cable car services
+ Genting Stanley Alderney Limited	**54.4**	53.4	Alderney Channel Islands	Online gaming
+ Genting Stanley Plc	**54.4**	53.4	United Kingdom	Investment holding
Genting Utilities & Services Sdn Bhd	**48.4**	48.7	Malaysia	Provision of electricity supply services at Genting Highlands and investment holding
Genting World Sdn Bhd	**48.4**	48.7	Malaysia	Leisure and entertainment business
Genting Worldcard Services Sdn Bhd	**54.4**	53.4	Malaysia	Management of loyalty programme services
Gentinggi Sdn Bhd	**48.4**	48.7	Malaysia	Investment holding
^ Geremi Limited	**54.4**	53.4	Isle of Man	Investment holding
GHR Risk Management (Labuan) Limited	**48.4**	48.7	Labuan, Malaysia	Offshore captive insurance
+ Harbour House Casino Limited	**54.4**	53.4	United Kingdom	Casino operator
Kara Palm Oil Pte Ltd	**32.8**	-	Singapore	Investment holding
Kijal Facilities Services Sdn Bhd	**48.4**	48.7	Malaysia	Letting of its apartment units
Kijal Resort Sdn Bhd	**48.4**	48.7	Malaysia	Property development and property management
Kinavest Sdn Bhd	**54.7**	54.8	Malaysia	Plantation
Lafleur Limited	**48.4**	48.7	Isle of Man	Investment holding
Landworthy Sdn Bhd	**45.9**	46.0	Malaysia	Plantation
Leisure & Cafe Concept Sdn Bhd	**48.4**	48.7	Malaysia	Karaoke business
Lingkaran Cergas Sdn Bhd	**48.4**	48.7	Malaysia	Provision of services at Genting Highlands
Mastika Lagenda Sdn Bhd	**97.7**	97.7	Malaysia	Investment holding
Mastika Utilities & Services Sdn Bhd	**97.7**	97.7	Malaysia	Provision and sale of utilities consisting of treatment and supply of water
Mediglove Sdn Bhd	**54.7**	54.8	Malaysia	Investment holding
+ Medo Investment Pte Ltd	**54.4**	53.4	Singapore	Investment holding
+ Medo Limited	**54.4**	53.4	Isle of Man	Investment holding
^ Meizhou Wan Power Production Holding Company, Ltd	**100.0**	100.0	Cayman Islands	Investment holding
+ MLG Investments Limited	**54.4**	53.4	United Kingdom	Investment holding
^* Nanjing Coastal Xingang Cogeneration Power Plant	**80.0**	80.0	China	Generation and supply of electric power
Nature Base Sdn Bhd	**48.4**	48.7	Malaysia	Provision of services at Genting Highlands
+ Nedby Limited	**54.4**	53.4	Isle of Man	Investment holding
Orbit Crescent Sdn Bhd	**54.7**	54.8	Malaysia	Investment holding
Orient Wonder International Limited	**48.4**	48.7	Bermuda	Ownership and operation of aircraft
^ Oxalis Limited	**100.0**	97.7	Isle of Man	Trading of coal
+ Palomino Holdings Limited	**54.4**	53.4	Isle of Man	Investment holding
^ Palomino Limited	**54.4**	53.4	Isle of Man	Investments

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

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45. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2008	2007		
Indirect Subsidiaries (cont'd)				
+ Palomino Star Limited	**54.4**	53.4	Isle of Man	Investment holding
^ Palomino Sun Limited	**54.4**	53.4	Isle of Man	Investment holding
# Palomino Sun (UK) Limited	**54.4**	53.4	United Kingdom	Investment holding
^ Palomino World Limited	**54.4**	53.4	Isle of Man	Investment holding
Papago Sdn Bhd	**48.4**	48.7	Malaysia	Resort & hotel business
PT Asiatic Nusantara	**54.7**	-	Indonesia	Provision of management services
PT Dwie Warna Karya	**31.2**	-	Indonesia	Plantation
PT Kapuas Maju Jaya	**31.2**	-	Indonesia	Plantation
PT Sepanjang Intisurya Mulia	**38.3**	38.4	Indonesia	Plantation
PT Susantri Permai	**31.2**	-	Indonesia	Plantation
Resorts Facilities Services Sdn Bhd	**48.4**	48.7	Malaysia	Property upkeep services
Resorts Tavern Sdn Bhd	**48.4**	48.7	Malaysia	Land and property development
+ Resorts World at Sentosa Pte Ltd	**54.4**	53.4	Singapore	Developer and operator of an integrated resort
+ Resorts World Limited	**48.4**	48.7	Isle of Man	Investment holding and investment trading
Resorts World Properties Sdn Bhd	**48.4**	48.7	Malaysia	Investment holding
Resorts World Tours Sdn Bhd	**48.4**	48.7	Malaysia	Provision of tour and travel related services
^ Roundhay Limited	**95.0**	95.0	Isle of Man	Investment holding
R.W. Investments Limited	**48.4**	48.7	Isle of Man	Investment holding
+ Sanyen Oil & Gas Pte Ltd	**95.0**	95.0	Singapore	Oil & gas exploration
Sawit Sukau Usahasama Sdn Bhd	**30.6**	30.6	Malaysia	Plantation
^ Sedby Limited	**54.4**	53.4	Isle of Man	Investment holding
Seraya Mayang Sdn Bhd	**48.4**	48.7	Malaysia	Investment holding
Setiabahagia Sdn Bhd	**48.4**	48.7	Malaysia	Property development
Setiacahaya Sdn Bhd	**77.4**	77.4	Malaysia	Property investment
Setiamas Sdn Bhd	**54.7**	54.8	Malaysia	Plantation and property development
Setiaseri Sdn Bhd	**48.4**	48.7	Malaysia	Letting of its apartment units
Sierra Springs Sdn Bhd	**48.4**	48.7	Malaysia	Investment holding
+ Spielers Casino (Southend) Limited	**54.4**	53.4	United Kingdom	Casino operator
Sri Nangatayap Pte Ltd	**54.7**	54.8	Singapore	Investment holding
+ Stanley Casinos Holdings Limited	**54.4**	53.4	United Kingdom	Investment holding
+ Stanley Casinos Limited	**54.4**	53.4	United Kingdom	Casino operator
+ Stanley Genting Casinos Limited	**54.4**	53.4	United Kingdom	Investment holding
+ Stanley Interactive Limited	**54.4**	53.4	United Kingdom	Internet sports betting
+ Stanley Leisure Quest Trustees Limited	**54.4**	53.4	United Kingdom	Trustee company
+ Stanley Overseas Holdings Limited	**54.4**	53.4	United Kingdom	Investment holding
# Star Eagle Holdings Limited	**54.4**	53.4	British Virgin Islands	Investment holding
+ Suzhou Ascend Technology Co. Limited	**54.4**	-	China	Provision of IT related services
^*Suzhou Coastal Cogeneration Power Company Ltd	**60.0**	60.0	China	Generation and supply of electric power
+ Swallow Creek Limited	**95.0**	95.0	Isle of Man	Investment holding
Sweet Bonus Sdn Bhd	**29.1**	29.2	Malaysia	Renting part of its leasehold land
+ Tameview Properties Limited	**54.4**	53.4	United Kingdom	Property company
Technimode Enterprises Sdn Bhd	**54.7**	54.8	Malaysia	Property investment
^ Torrens Limited	**97.7**	97.7	Isle of Man	Investment holding
+ Triangle Casino (Bristol) Limited	**54.4**	53.4	United Kingdom	Casino operator
Trushidup Plantations Sdn Bhd	**54.7**	54.8	Malaysia	Investment holding
+ Two Digital Trees LLC	**48.4**	-	United States of America	Investment holding

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

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45. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2008	2007		
Indirect Subsidiaries (cont'd)				
Vestplus Sdn Bhd	**48.4**	48.7	Malaysia	Sale and letting of apartment units
Wawasan Land Progress Sdn Bhd	**54.7**	54.8	Malaysia	Plantation
+ WEB Energy Ltd	**100.0**	100.0	Mauritius	Investment holding
+ Westcliff Casinos Limited	**54.4**	53.4	United Kingdom	Casino operator
+ Westcliff (CG) Limited	**54.4**	53.4	United Kingdom	Trading
+ Widuri Pelangi Sdn Bhd	**48.4**	48.7	Malaysia	Golf resort and hotel business
+ WorldCard Overseas Holdings Limited	**54.4**	53.4	Isle of Man	Service provider of loyalty programmes
WorldCard Services Sdn Bhd	**54.4**	53.4	Malaysia	Management of loyalty programme services
^*Wuxi Huada Gas Turbine Electric Power Company	**60.0**	60.0	China	Generation and sale of electric power
ADB (Sarawak) Palm Oil Mill Management Sdn Bhd	**54.7**	54.8	Malaysia	Dormant
+ Advanced Technologies Limited	**54.4**	53.4	Dominica	Dormant
Amalgamated Rubber (Penang) Sdn Bhd	**54.7**	54.8	Malaysia	Dormant
+ Annabel's Casino Limited	**54.4**	53.4	United Kingdom	Dormant
AR Property Development Sdn Bhd	**54.7**	54.8	Malaysia	Dormant
Asiatic Green Tech Sdn Bhd	**54.7**	54.8	Malaysia	Dormant
^ Asiatic Overseas Limited	**54.7**	54.8	Isle of Man	Dormant
+ Baychain Limited	**54.4**	53.4	United Kingdom	Dormant
+ C C Derby Limited	**54.4**	53.4	United Kingdom	Dormant
+ Capital Casinos Group Limited	**54.4**	53.4	United Kingdom	Dormant
+ Capital Clubs Limited	**54.4**	53.4	United Kingdom	Dormant
+ Capital Corporation (Holdings) Limited	**54.4**	53.4	United Kingdom	Dormant
+ Capital Corporation Limited	**54.4**	53.4	United Kingdom	Dormant
+ Cascades Casinos Limited	**54.4**	53.4	United Kingdom	Dormant
+ Cascades Clubs Limited	**54.4**	53.4	United Kingdom	Dormant
+ Castle Casino Limited	**54.4**	53.4	United Kingdom	Dormant
Cengkeh Emas Sdn Bhd	**54.7**	54.8	Malaysia	Dormant
+ Churchstirling Limited	**54.4**	53.4	United Kingdom	Dormant
+ Cotedale Limited	**54.4**	53.4	United Kingdom	Dormant
+ Crockfords Club Limited	**54.4**	53.4	United Kingdom	Dormant
+ Crockfords Investments Limited	**54.4**	53.4	Guernsey	Dormant
+ Cromwell Sporting Enterprises Limited	**54.4**	53.4	United Kingdom	Dormant
Dasar Pinggir (M) Sdn Bhd	**97.7**	97.7	Malaysia	Dormant
+ Dealduo Limited	**54.4**	53.4	United Kingdom	Dormant
Dianti Plantations Sdn Bhd	**54.7**	54.8	Malaysia	Dormant
Drawlink Limited	**54.4**	53.4	United Kingdom	Dormant
+ Equarius Pte Ltd	**54.4**	53.4	Singapore	Dormant
Equarius Resort Sdn Bhd	**54.4**	53.4	Malaysia	Dormant
+ Gameover Limited	**54.4**	53.4	United Kingdom	Dormant
Genas Sdn Bhd	**48.4**	48.7	Malaysia	Dormant
Genawan Sdn Bhd	**48.4**	48.7	Malaysia	Dormant
Gentas Sdn Bhd	**48.4**	48.7	Malaysia	Dormant
Gentasa Sdn Bhd	**48.4**	48.7	Malaysia	Dormant
# Genting International Paper (Netherlands) B.V.	**100.0**	100.0	Netherlands	Dormant
Genting Newsprint Sdn Bhd	**100.0**	100.0	Malaysia	Dormant
+ Genting Property Limited	**100.0**	100.0	Isle of Man	Dormant
+ Genting Sanyen Paper Pte Ltd	**97.7**	97.7	Singapore	Dormant
Genting Studio Sdn Bhd	**48.4**	48.7	Malaysia	Dormant
Genting Theme Park Sdn Bhd	**48.4**	48.7	Malaysia	Dormant

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

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45. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2008	2007		
Indirect Subsidiaries (cont'd)				
Gentinggi Quarry Sdn Bhd	**48.4**	48.7	Malaysia	Dormant
Glugor Development Sdn Bhd	**54.7**	54.8	Malaysia	Dormant
+ Hazelman Limited	**54.4**	53.4	United Kingdom	Dormant
Hitechwood Sdn Bhd	**29.1**	29.2	Malaysia	Dormant
Ikhlas Tiasa Sdn Bhd	**48.4**	48.7	Malaysia	Dormant
+ Incomeactual Limited	**54.4**	53.4	United Kingdom	Dormant
Infomart Sdn Bhd	**100.0**	100.0	Malaysia	Dormant
+ International Sporting Club (London) Limited	**54.4**	53.4	United Kingdom	Dormant
^ Jamberoo Limited	**95.0**	95.0	Isle of Man	Dormant
Jomara Sdn Bhd	**29.1**	29.2	Malaysia	Dormant
Kenyalang Borneo Sdn Bhd	**54.7**	54.8	Malaysia	Dormant
Kituva Plantations Sdn Bhd	**54.7**	54.8	Malaysia	Dormant
+ L Stanley (Bermuda) Ltd	**19.0**	18.7	Bermuda	Dormant
+ Laila Limited	**95.0**	95.0	Isle of Man	Dormant
Laserwood Sdn Bhd	**29.1**	29.2	Malaysia	Dormant
+ Langway Limited	**54.4**	53.4	United Kingdom	Dormant
Merriwa Sdn Bhd	**48.4**	48.7	Malaysia	Dormant
+ Metro Leisure Group Limited	**54.4**	53.4	United Kingdom	Dormant
Netyield Sdn Bhd	**48.4**	-	Malaysia	Dormant
Neutrino Space Sdn Bhd	**29.1**	29.2	Malaysia	Dormant
^ New Quest, LLC	**48.4**	-	United States of America	Dormant
Orient Star International Limited	**48.4**	-	Bermuda	Dormant
+ Palm Beach Club Limited	**54.4**	53.4	United Kingdom	Dormant
+ Pellanfayre Limited	**54.4**	53.4	United Kingdom	Dormant
Plantation Latex (Malaya) Sdn Bhd	**54.7**	54.8	Malaysia	Dormant
Phoenix Track Sdn Bhd	**48.4**	48.7	Malaysia	Dormant
Possible Affluent Sdn Bhd	**29.1**	29.2	Malaysia	Dormant
Rapallo Sdn Bhd	**29.1**	29.2	Malaysia	Dormant
Resorts International (Labuan) Limited	**48.4**	48.7	Labuan, Malaysia	Dormant
^ Resorts World Concepts Limited (formerly known as Resorts World Retail Concepts Limited which was formerly known as Genting Retail Concepts Limited which was formerly known as Ambani Limited)	**48.4**	-	Isle of Man	Dormant
Resorts World Spa Sdn Bhd	**48.4**	48.7	Malaysia	Dormant
Resorts Overseas Investments Limited	**48.4**	48.7	Isle of Man	Dormant
^ Resorts World Digital, LLC (formerly known as VendWorld LLC)	**48.4**	-	United States of America	Dormant
Resorts World (Labuan) Limited	**48.4**	48.7	Labuan, Malaysia	Dormant
RWB (Labuan) Limited	**48.4**	48.7	Labuan, Malaysia	Dormant
R.W. Overseas Investments Limited	**48.4**	48.7	Isle of Man	Dormant
Sahabat Alam Sdn Bhd	**97.7**	97.7	Malaysia	Dormant
^ Sorona Limited	**100.0**	100.0	Isle of Man	Dormant
Space Fair Sdn Bhd	**29.1**	29.2	Malaysia	Dormant
+ Sportcrest Limited	**54.4**	53.4	United Kingdom	Dormant
+ St Aubin Properties Limited	**54.4**	53.4	United Kingdom	Dormant
Stake Excellent Sdn Bhd	**48.4**	48.7	Malaysia	Dormant
+ Stanley Leisure Group (Malta) Limited	**54.4**	53.4	Malta	Dormant
+ Stanley Leisure (Ireland)	**54.4**	53.4	Ireland	Dormant

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45. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2008	2007		
Indirect Subsidiaries (cont'd)				
+ Stanley Online Limited	**54.4**	53.4	United Kingdom	Dormant
+ Stanleybet Limited	**54.4**	53.4	United Kingdom	Dormant
+ Stanley Snooker Clubs Limited	**54.4**	53.4	United Kingdom	Dormant
+ Star City Casino Limited	**54.4**	53.4	United Kingdom	Dormant
+ The Colony Club Limited	**54.4**	53.4	United Kingdom	Dormant
+ The Kings Casino (Yarmouth) Limited	**54.4**	53.4	United Kingdom	Dormant
+ The Midland Wheel Club Limited	**54.4**	53.4	United Kingdom	Dormant
+ Tower Casino Group Limited	**54.4**	53.4	United Kingdom	Dormant
+ Tower Clubs Management Limited	**54.4**	53.4	United Kingdom	Dormant
+ TV-AM Limited	**54.4**	53.4	United Kingdom	Dormant
+ TV-AM (News) Limited	**54.4**	53.4	United Kingdom	Dormant
+ TV-AM Enterprises Limited	**54.4**	53.4	United Kingdom	Dormant
Tullamarine Sdn Bhd	**29.1**	29.2	Malaysia	Dormant
Twinkle Glow Sdn Bhd	**29.1**	29.2	Malaysia	Dormant
Twinmatics Sdn Bhd	**48.4**	48.7	Malaysia	Dormant
^ VendWorld, LLC	**48.4**	-	United States of America	Dormant
+ Vestplus (Hong Kong) Limited	**48.4**	48.7	Hong Kong, SAR	Dormant
Vintage Action Sdn Bhd	**29.1**	29.2	Malaysia	Dormant
Yarrawin Sdn Bhd	**29.1**	29.2	Malaysia	Dormant
Waxwood Sdn Bhd	**29.1**	29.2	Malaysia	Dormant
+ William Crockford Limited	**54.4**	53.4	United Kingdom	Dormant
+ Worthchance Limited	**54.4**	53.4	United Kingdom	Dormant
^ @Latte (USA) LLC	**48.4**	-	United States of America	Dormant
Asiatic Awanpura Sdn Bhd	**54.7**	54.8	Malaysia	Pre-operating
Asiatic Commodities Trading Sdn Bhd	**54.7**	54.8	Malaysia	Pre-operating
^ Asiatic Equities (S'pore) Pte Ltd	**54.7**	54.8	Singapore	Pre-operating
Asiatic Vegetable Oils Refinery Sdn Bhd	**54.7**	54.8	Malaysia	Pre-operating
Awana Hotels & Resorts Sdn Bhd	**100.0**	100.0	Malaysia	Pre-operating
Awana Vacation Resorts Management Sdn Bhd	**100.0**	100.0	Malaysia	Pre-operating
# Bio Tech Intensive Pte Ltd	**100.0**	-	Singapore	Pre-operating
Cosmo-Jupiter Berhad	**54.7**	54.8	Malaysia	Pre-operating
Full East Enterprise Limited	**54.7**	-	Hong Kong, SAR	Pre-operating
Genting Biofuels Sdn Bhd	**97.7**	97.7	Malaysia	Pre-operating
Genting Chelsea Sdn Bhd	**54.7**	-	Malaysia	Pre-operating
# Genting International Corp	**54.4**	53.4	United States of America	Pre-operating
# Genting Investments Corp	**100.0**	100.0	United States of America	Pre-operating
^ Genting Petroleum Ventures Limited	**95.0**	95.0	Isle of Man	Pre-operating
^ Genting Power Indonesia Limited	**100.0**	100.0	Isle of Man	Pre-operating
^ Genting Power International Limited	**100.0**	100.0	Isle of Man	Pre-operating
^ Genting Power Philippines Limited	**100.0**	100.0	Isle of Man	Pre-operating
# Genting Risk Management (Labuan) Limited	**100.0**	100.0	Labuan, Malaysia	Pre-operating
Genting Sanyen Incineration Sdn Bhd	**97.7**	97.7	Malaysia	Pre-operating
^ Genting Sanyen Indonesia Limited	**95.0**	95.0	Isle of Man	Pre-operating
+ Genting Stanley (Solihull) Limited	**54.4**	-	United Kingdom	Pre-operating
# Genting Star (Macau) Limited	**54.4**	53.4	Macau	Pre-operating

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

45. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2008	2007		
Indirect Subsidiaries (cont'd)				
# Genting Star Limited	**54.4**	53.4	British Virgin Islands	Pre-operating
Green Synergy Limited	**97.7**	97.7	Hong Kong, SAR	Pre-operating
^ GP China Limited	**100.0**	100.0	Isle of Man	Pre-operating
^ Highlands Exploration Limited	**95.0**	95.0	Isle of Man	Pre-operating
^ Highlands Power Development Limited	**100.0**	100.0	Isle of Man	Pre-operating
Resorts World at Sentosa Sdn Bhd (formerly known as Infinity At TheBay Sdn Bhd)	**54.4**	53.4	Malaysia	Pre-operating
# Integrated BioGreenergy Pte Ltd	**100.0**	-	Singapore	Pre-operating
^ Ketapang Agri Holdings Pte Ltd	**54.7**	-	Singapore	Pre-operating
^ Ketapang Holdings Pte Ltd	**54.7**	54.8	Singapore	Pre-operating
+ Lestari Listrik Pte Ltd	**100.0**	100.0	Singapore	Pre-operating
Mastika Water Management Sdn Bhd (formerly known as Duta Rancak Sdn Bhd)	**97.7**	97.7	Malaysia	Pre-operating
# Maxims Casinos Limited	**54.4**	53.4	United Kingdom	Pre-operating
+ Maxims Clubs Pte Ltd	**54.4**	53.4	Singapore	Pre-operating
Maxims Clubs Sdn Bhd	**54.4**	53.4	Malaysia	Pre-operating
# Palomino World (UK) Limited	**54.4**	53.4	United Kingdom	Pre-operating
^ Sandai Maju Pte Ltd	**54.7**	54.8	Singapore	Pre-operating
^ Sri Kenyalang Pte Ltd	**54.7**	54.8	Singapore	Pre-operating
+ Stanley Genting Casinos (Leeds) Limited	**54.4**	53.4	United Kingdom	Pre-operating
^ Tamanaco Limited	**100.0**	100.0	Isle of Man	Pre-operating
^ Tetha Limited	**95.0**	95.0	Isle of Man	Pre-operating
+ Genting Power (Swiss) GmbH (In Liquidation)	**100.0**	100.0	Switzerland	Pending liquidation
* Myanmar Genting Sanyen Limited (Under Voluntary Liquidation)	**100.0**	100.0	Myanmar	Pending liquidation
^ Genting Power Meizhou Wan Holding Company	**100.0**	100.0	Cayman Islands	Pending striking off
^ Meizhou Wan Generating Company, Ltd	**100.0**	100.0	Cayman Islands	Pending striking off
^ MZW Holdings, Ltd	**100.0**	100.0	Cayman Islands	Pending striking off
+ Stanley Leisure Holdings (Malta) Limited	**-**	53.4	Malta	Disposed off
+ Stanley Leisure Trading (Malta) Limited	**-**	53.4	Malta	Disposed off
+ Best Track International Limited	**-**	48.7	Mauritius	Removed from Register of Companies
Genting Power (Putian) Management Company Ltd	**-**	100.0	China	Liquidated
+ Stanley Leisure (Canada) Limited	**-**	53.4	Canada	Dissolved
Associates				
Aban Power Company Limited	**36.3**	36.3	India	Generation and supply of electric power
Asiatic Ceramics Sdn Bhd (In Liquidation)	**26.8**	26.9	Malaysia	In Liquidation/Receiver Appointed
DNA Electronics Limited	**23.8**	-	United Kingdom	Research & development on natural sciences & engineering
GaiaAgri Services Ltd	**16.4**	-	Mauritius	Provision of management services
Lanco Kondapalli Power Pvt Ltd	**30.0**	30.0	India	Generation and supply of electric power
Landmarks Berhad	**30.3**	30.3	Malaysia	Resort, property investment and property development
Serian Palm Oil Mill Sdn Bhd	**21.9**	21.9	Malaysia	Fresh fruit bunches processing
Sri Gading Land Sdn Bhd	**26.8**	26.9	Malaysia	Property development

* The financial statements of these companies are audited by firms other than the auditors of the Company.

\+ The financial statements of these companies are audited by member firms of PricewaterhouseCoopers International Limited which are separate and independent legal entities from PricewaterhouseCoopers, Malaysia.

^ These entities are subjected to limited review carried out by PricewaterhouseCoopers, Malaysia, although they are not subjected to statutory audit.

\# These entities are either exempted or no statutory audit requirement.

STATEMENT ON DIRECTORS' RESPONSIBILITY

Pursuant to Paragraph 15.27(a) of the Listing Requirements of Bursa Malaysia Securities Berhad

As required under the Companies Act, 1965 ("Act"), the Directors of Genting Berhad have made a statement expressing an opinion on the financial statements. The Board is of the opinion that the financial statements have been drawn up in accordance with MASB Approved Accounting Standards in Malaysia for Entities Other Than Private Entities so as to give a true and fair view of the financial position of the Company and the Group for the financial year ended 31 December 2008.

In the process of preparing these financial statements, the Directors have reviewed the accounting policies and practices to ensure that they were consistently applied throughout the financial year. In cases where judgement and estimates were made, they were based on reasonableness and prudence.

Additionally, the Directors have relied on the internal control systems to ensure that the information generated for the preparation of the financial statements from the underlying accounting records is accurate and reliable.

This statement is made in accordance with a resolution of the Board dated 26 February 2009.

STATUTORY DECLARATION

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

I, **CHONG KIN LEONG**, the Officer primarily responsible for the financial management of **GENTING BERHAD**, do solemnly and sincerely declare that the financial statements set out on pages 55 to 113 are, to the best of my knowledge and belief, 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.

Subscribed and solemnly declared by the abovenamed)
CHONG KIN LEONG at KUALA LUMPUR on) **CHONG KIN LEONG**
26 February 2009

Before me,

DATO' NG MANN CHEONG
Commissioner for Oaths
Kuala Lumpur

INDEPENDENT AUDITORS' REPORT

to the Members of Genting Berhad

REPORT ON THE FINANCIAL STATEMENTS

We have audited the financial statements of Genting Berhad, which comprise the balance sheets as at 31 December 2008 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 55 to 113.

Management's Responsibility for the Financial Statements

The management of the Company are responsible for the preparation and fair presentation of these financial statements in accordance with MASB Approved Accounting Standards in Malaysia for Entities Other than Private Entities and the Companies Act, 1965. 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 entity'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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, 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 MASB Approved Accounting Standards in Malaysia for Entities Other than Private Entities and the Companies Act, 1965 so as to give a true and fair view of the financial position of the Group and of the Company as of 31 December 2008 and of their financial performance and cash flows 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 of 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 45 to the financial statements.

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

(d) The audit reports on the financial statements of the subsidiaries did not contain any qualification or any adverse comment 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.

PRICEWATERHOUSECOOPERS
(No. AF: 1146)
Chartered Accountants

LOH LAY CHOON
(No. 2497/03/10(J))
Chartered Accountant

Kuala Lumpur
26 February 2009

TEN-YEAR SUMMARY

Amounts in RM million unless otherwise stated	2008	2007	2006	2005	2004	2003	2002	2001	2000	1999
Revenue	**9,082.5**	8,483.8	6,418.6	5,454.1	4,647.0	4,237.1	3,534.7	3,148.4	3,338.6	3,077.4
Profit/(loss) before taxation	**1,734.8**	3,394.5	2,703.9	2,434.3	1,773.5	1,548.4	1,525.4	1,000.0	(373.0)	1,506.1
Taxation	**(751.4)**	(662.2)	(500.0)	(622.6)	(339.4)	(466.8)	(422.5)	(352.8)	(301.5)	0.5
Profit/(loss) for the financial year	**983.4**	2,562.3	2,242.5	1,811.7	1,434.1	1,081.6	1,102.9	647.2	(674.5)	1,506.6
Profit/(loss) attributable to equity holders of the Company	**569.3**	1,988.9	1,504.2	1,247.0	928.0	713.8	756.5	452.1	(246.2)	1,101.6
Share capital (net of treasury shares)	**328.1**	363.2	369.4	352.7	352.3	352.2	352.2	352.2	352.2	352.2
Retained earnings	**11,055.4**	10,507.5	9,524.2	8,158.6	7,034.3	6,220.1	5,608.2	4,948.9	4,592.6	4,915.7
Other reserves	**1,058.5**	1,484.3	1,401.1	517.9	481.9	472.5	465.8	459.6	464.6	547.1
	12,442.0	12,355.0	11,294.7	9,029.2	7,868.5	7,044.8	6,426.2	5,760.7	5,409.4	5,815.0
Minority interests	**8,971.4**	9,182.3	5,372.2	4,898.1	3,432.1	3,035.9	2,404.7	2,121.4	2,017.2	2,544.5
Non-current liabilities	**6,831.7**	5,721.7	7,206.5	3,132.1	3,540.7	2,802.5	1,303.5	1,373.0	688.9	359.2
	28,245.1	27,259.0	23,873.4	17,059.4	14,841.3	12,883.2	10,134.4	9,255.1	8,115.5	8,718.7
Property, plant and equipment	**10,691.6**	8,903.0	8,989.3	6,087.0	5,733.3	5,592.9	4,280.4	4,241.4	3,779.6	3,286.1
Land held for property development	**579.9**	495.3	488.8	488.0	495.1	513.7	525.1	621.9	631.2	653.6
Plantation development	**518.3**	469.5	445.3	429.7	414.9	294.9	261.6	209.8	204.3	200.8
Leasehold land use rights	**1,850.9**	1,767.9	383.1	395.8	374.9	306.4	306.2	236.5	176.3	172.9
Intangible assets	**3,523.1**	4,689.4	5,372.6	101.1	10.9	-	-	-	-	-
Exploration costs	**420.0**	312.5	219.8	39.6	2.8	-	-	-	439.2	437.6
Associates	**622.1**	575.2	2,493.9	2,491.5	2,230.1	2,159.1	2,431.2	2,030.6	1,927.2	1,446.2
Available-for-sale financial asset	**415.0**	1,505.4	-	-	-	-	-	-	-	-
Other non-current assets	**696.5**	461.5	324.6	1,318.8	451.9	64.0	92.6	68.5	165.3	213.3
Total Non-current Assets	**19,317.4**	19,179.7	18,717.4	11,351.5	9,713.9	8,931.0	7,897.1	7,408.7	7,323.1	6,410.5
Net Current Assets	**8,927.7**	8,079.3	5,156.0	5,707.9	5,127.4	3,952.2	2,237.3	1,846.4	792.4	2,308.2
	28,245.1	27,259.0	23,873.4	17,059.4	14,841.3	12,883.2	10,134.4	9,255.1	8,115.5	8,718.7
Basic earnings/(loss) per share (sen)	**15.38**	53.81	42.57	35.39	26.35	20.27	21.48	12.84	(6.99)	31.28
Net dividend per share (sen)	**5.22**	27.05	4.65	4.18	3.46	3.10	2.95	2.74	2.74	2.74
Dividend cover (times)	**3.0**	2.0	8.9	8.5	7.6	6.5	7.3	4.7	N/A	11.4
Current ratio	**5.05**	3.77	2.18	4.82	3.92	3.98	2.71	2.89	1.66	4.20
Net assets per share (RM)	**3.37**	3.34	3.06	2.56	2.23	2.00	1.82	1.64	1.54	1.65
Return/(loss) (after tax and minority interests) on average shareholders' equity (%)	**4.59**	16.82	14.80	14.76	12.45	10.60	12.42	8.10	(4.39)	20.76
Market share price										
- highest (RM)	**7.89**	9.37	6.63	4.34	3.96	3.78	3.30	2.26	3.60	3.14
- lowest (RM)	**3.72**	6.45	4.22	3.34	2.86	2.26	2.08	1.48	1.75	1.57

Certain figures relating to the previous years have been reclassified/adjusted to conform with the current year's presentation, mainly due to adoption of new/revised FRSs.

N/A - Not Applicable

LIST OF PROPERTIES HELD

as at 31st December 2008

LOCATION	TENURE	APPROXIMATE AREA	DESCRIPTION	NET BOOK VALUE AS AT 31 DEC 2008 (RM'million)	AGE OF BUILDING (Years)	YEAR OF ACQUISITION (A)/ REVALUATION (R)
MALAYSIA						
STATE OF PAHANG DARUL MAKMUR						
1 Genting Highlands, Bentong	Freehold	Built-up : 100,592 sq.metres	18-storey Genting Hotel Complex	217.3	27	1982 (R)
2 Genting Highlands, Bentong	Freehold	Built-up : 95,485 sq.metres	23-storey Resort Hotel & Car Park II	140.4	16	1992 (A)
3 Genting Highlands, Bentong	Freehold	Built-up : 493,750 sq.metres	22-storey First World Hotel & Car Park V	925.4	9	2000 (A)
4 Genting Highlands, Bentong	Freehold	Built-up : 20,516 sq.metres	23-storey Awana Tower Hotel	30.0	15	1993 (A)
5 Genting Highlands, Bentong	Freehold	Built-up : 19,688 sq.metres	10-level Theme Park Hotel	25.4	37	1989 (R)
6 Genting Highlands, Bentong	Freehold	Built-up : 11,902 sq.metres	10-level Theme Park Hotel - Valley Wing	9.8	33	1989 (R)
7 Genting Highlands, Bentong	Freehold	Built-up : 29,059 sq.metres	16-storey Residential Staff Complex I	6.6	25	1989 (R)
8 Genting Highlands, Bentong	Freehold	Built-up : 28,804 sq.metres	19-storey Residential Staff Complex II	15.6	16	1992 (A)
9 Genting Highlands, Bentong	Freehold	Built-up : 89,392 sq.metres	16-storey Residential Staff Complex III & Car Park III	59.8	16	1992 (A)
10 Genting Highlands, Bentong	Freehold	Built-up : 41,976 sq.metres	25-storey Residential Staff Complex V	51.9	12	1996 (A)
11 Genting Highlands, Bentong	Freehold	Built-up : 70,597 sq.metres	25-storey Residential Staff Complex VIII with 5 levels of carpark	69.9	2	2007 (A)
12 Genting Highlands, Bentong	Freehold	Built-up : 4,119 sq.metres	5-storey Ria Staff Residence	0.1	36	1989 (R)
13 Genting Highlands, Bentong	Freehold	Built-up : 4,109 sq.metres	5-storey Sri Layang Staff Residence	19.7	14	1989 (R)
14 Genting Highlands, Bentong	Freehold	Built-up : 18,397 sq.metres	8-level Car Park I	1.9	25	1989 (R)
15 Genting Highlands, Bentong	Freehold	Built-up : 1,086 sq.metres	5-storey Bomba Building	0.7	25	1989 (A)
16 Genting Highlands, Bentong	Freehold	Built-up : 1,503 sq.metres	Petrol Station	2.3	10	1999 (A)
17 Genting Highlands, Bentong	Freehold	Built-up : 4,151 sq.metres	3-storey Lakeside Teahouse	3.3	21	1989 (R)
18 Genting Highlands, Bentong	Freehold	Lake : 2 hectares	Man-made Lake	0.1	-	1989 (R)
19 Genting Highlands, Bentong	Freehold	Built-up : 2,769 sq.metres	4-storey Staff Recreation Centre	3.1	16	1992 (A)
20 Genting Highlands, Bentong	Freehold	Built-up : 540 sq.metres	1 unit of Kayangan Apartment 1 unit of Kayangan Apartment	0.1 0.2	28 28	1989 (A) 1990 (A)
21 Genting Highlands, Bentong	Freehold	Built-up : 7,666 sq.metres	Awana Golf & Country Resort Complex	19.4	22	1989 (R)
22 Genting Highlands, Bentong	Freehold	Built-up : 17,010 sq.metres	174 units of Awana Condominium	22.4	22	1989 (R)
23 Genting Highlands, Bentong	Freehold	Built-up : 8,756 sq.metres	79 units of Ria Apartment (Pahang Tower)	11.6	22	1989 (R)
24 Genting Highlands, Bentong	Freehold	Land : 3,286 hectares	7 plots of land & improvements 1 plot of land & improvements 10 plots of land & improvements 1 plot of land & improvements 66 plots of land & improvements 3 plots of land & improvements 13 plots of land & improvements	250.1 6.0 59.6 0.0 240.4 24.9 9.8	- - - - - - -	1989 (R) 1996 (A) 1989 (R) 1991 (A) 1989 (R) 2002 (A) 1995 (R)
25 Genting Highlands, Bentong	Leasehold (unexpired lease period of 85 years)	Land : 6 hectares	2 plots of land & improvements	0.4	-	1994 (A)
26 Genting Highlands, Bentong	Leasehold (unexpired lease period of 50 years)	Land : 5 hectares	3 plots of land	0.5	-	1995 (A)
27 Genting Highlands, Bentong	Leasehold (unexpired lease period of 82 years)	Land : 3 hectares	1 plot of educational land	1.2	-	2000 (A)
28 Bukit Tinggi, Bentong	Leasehold (unexpired lease period of 86 years)	Built-up : 49 sq.metres	1 unit of Meranti Park Apartment, Berjaya Hills	0.1	9	1999 (A)
29 Mentakab, Temerloh	Freehold	Land : 84 hectares	Vacant housing development land	4.6	-	1989 (R)
30 Beserah, Kuantan	Freehold	Land : 3 hectares Built-up : 713 sq.metres	2 plots of agriculture land with residential bungalow	1.2	22	1987 (A)
31 Beserah, Kuantan	Freehold	Land : 4 hectares	4 plots of vacant agriculture land	0.9	-	1989/1991 (A)
STATE OF SELANGOR DARUL EHSAN						
1 Genting Highlands, Hulu Selangor	Freehold	Built-up : 149,941 sq.metres	28-storey Highlands Hotel & Car Park IV	398.8	12	1997 (A)

LIST OF PROPERTIES HELD (cont'd)

as at 31st December 2008

LOCATION	TENURE	APPROXIMATE AREA	DESCRIPTION	NET BOOK VALUE AS AT 31 DEC 2008 (RM'million)	AGE OF BUILDING (Years)	YEAR OF ACQUISITION (A)/ REVALUATION (R)
2 Genting Highlands, Hulu Selangor	Freehold	Land : 6 hectares Built-up : 47,715 sq.metres	2 plots of building land 5-storey Genting Skyway Station Complex with 4-level of basement carpark	6.1 67.1	- 12	1993 (A) 1997 (A)
3 Genting Highlands, Hulu Selangor	Freehold	Built-up : 3,008 sq.metres	2-storey & 4-storey Gohtong Jaya Security Buildings	5.6	11	1998 (A)
4 Genting Highlands, Hulu Selangor	Freehold	Built-up : 6,073 sq.metres	53 units of Ria Apartment (Selangor Tower)	6.5	22	1989 (R)
5 Genting Highlands, Hulu Selangor	Freehold	Land : 598 hectares	3 plots of building land 18 plots of building land 7 plots of building land	12.3 41.5 10.4	- - -	1989 (R) 1995 (R) 1993 (A)
6 Genting Highlands, Gombak	Freehold	Land : 394 hectares	2 plots of vacant building land	28.8	-	1995 (R)
7 Batang Kali, Hulu Selangor	Freehold	Land : 9 hectares	1 plot of vacant agriculture land	2.1	-	1994 (A)
8 Ulu Yam, Hulu Selangor	Freehold	Land : 38 hectares	1 plot of vacant building land	15.0	-	1994 (A)
9 Ulu Yam, Hulu Selangor	Freehold	Land : 4 hectares	3 plots of vacant agriculture land	1.0	-	1994 (A)
10 Mukim Tanjung Dua Belas, Kuala Langat	Freehold	Land : 19 hectares Built-up : 39,825 sq.metres	1 plot of industrial land with power plant complex	34.1	17	1990 (A)
11 Mukim Tanjung Dua Belas, Kuala Langat	Leasehold (unexpired lease period of 66 years)	Land : 1 hectare	1 plot of industrial land	0.1	-	1994 (A)
12 Mukim Tanjung Dua Belas, Kuala Langat	Leasehold (unexpired lease period of 67 years)	Land : 16 hectares	19 plots of industrial land with factory	4.0	8	1994 (A)
13 Mukim Tanjung Dua Belas, Kuala Langat	Leasehold (unexpired lease period of 70 years)	Land : 1 hectare	1 plot of industrial land	0.1	-	1994 (A)
14 Mukim Tanjung Dua Belas, Kuala Langat	Leasehold (unexpired lease period of 78 years)	Land : 1 hectare	1 plot of industrial land	0.2	-	1994 (A)
15 Mukim Tanjung Dua Belas, Kuala Langat	Leasehold (unexpired lease period of 79 years)	Land : 1 hectare	1 plot of industrial land	< 0.1	-	1994 (A)
16 Mukim Tanjung Dua Belas, Kuala Langat	Leasehold (unexpired lease period of 88 years)	Land : 2 hectares	1 plot of industrial land	2.2	-	1994 (A)
17 Pulau Indah, Klang	Leasehold (unexpired lease period of 87 years)	Land : 47 hectares	13 plots of vacant industrial land & improvements	44.7	-	1997 (A)
18 Bangi Factory, Selangor	Leasehold (unexpired lease period of 78 years)	Land : 12,140 sq.metres Built-up : 5,556 sq.metres	1 plot of industrial land with factory	2.5	27	1990 (A)
FEDERAL TERRITORY OF KUALA LUMPUR						
1 Taman U Thant, Kuala Lumpur	Freehold	Built-up : 178 sq.metres	1 unit of Desa Angkasa Apartment	0.2	22	1988 (A)
2 Jalan Sultan Ismail, Kuala Lumpur	Freehold	Land : 3,940 sq.metres Built-up : 63,047 sq.metres	Wisma Genting - 25-level office building with 6-level basement	94.5	23	1983/1991 (A)
3 Segambut, Kuala Lumpur	Leasehold (unexpired lease period of 66 years)	Land : 4 hectares Built-up : 2,601 sq.metres	Store, helicopter, bus and limousine depot	9.0	33	1982 (A)
STATE OF TERENGGANU DARUL IMAN						
1 Kijal, Kemaman	Leasehold (unexpired lease period of 83 years)	Land : 262 hectares	4 plots of resort/property development land	43.9	-	1996 (A)
		Land : 51 hectares	18-hole Awana Kijal Golf Course	11.5	-	1997 (A)
		Built-up : 35,563 sq.metres	7-storey Awana Kijal Hotel	86.8	12	1997 (A)
		Built-up : 1,757 sq.metres	27 units of Baiduri Apartment	2.7	14	1995 (A)
		Built-up : 7,278 sq.metres	96 units of Angsana Apartment	9.8	13	1996 (A)
	Leasehold (unexpired lease period of 83 years)	Land : 18 hectares	17 plots of resort/property development land	1.5	-	2002 (A)
	Leasehold (unexpired lease period of 93 years)	Land : 10 hectares	1 plot of resort/property development land	1.6	-	1995 (R)
STATE OF KEDAH DARUL AMAN						
1 Tanjung Malai, Langkawi	Leasehold (unexpired lease period of 79 years)	Land : 14 hectares Built-up : 20,957 sq.metres	5 plots of building land 3-5 storey Awana Langkawi Hotel, Convention Centre, Multipurpose Hall	11.0 57.7	- 11	1997 (A) 1997 (A)
STATE OF JOHORE						
1 Kluang, Johor	Freehold	Built-up : 1,103 sq.metres	1 unit of bio oil factory	1.5	3	2006 (A)

LIST OF PROPERTIES HELD (cont'd)

as at 31st December 2008

LOCATION	TENURE	APPROXIMATE AREA	DESCRIPTION	NET BOOK VALUE AS AT 31 DEC 2008 (RM'million)	AGE OF BUILDING (Years)	YEAR OF ACQUISITION (A)/ REVALUATION (R)
ESTATES/PROPERTY DEVELOPMENT ("PD")						
1 ASIATIC Bukit Sembilan Estate, Baling/Sg. Petani/ Jitra, Kedah	Freehold	Estate : 1,314 hectares PD : 147 hectares	Oil palm estate, property development and golf course & clubhouse	58.8	13	1981 (R)
2 ASIATIC Selama Estate, Serdang & Kulim, Kedah/ Selama, Perak	Freehold	Estate : 1,830 hectares	Oil palm estate	24.4	-	1981 (R)
3 ASIATIC Sepang Estate, Sepang & Ulu Langat, Selangor	Freehold	Estate : 666 hectares	Oil palm estate and ACGT Jatropha Experimental Station	15.5	-	1981 (R)
4 ASIATIC Tebong Estate, Jasin & Alor Gajah, Melaka/ Tampin & Kuala Pilah, Negeri Sembilan	Freehold	Estate : 2,295 hectares	Oil palm estate	29.3	-	1981 (R)
5 ASIATIC Cheng Estate, Melaka Tengah, Alor Gajah & Kuala Linggi, Melaka	Freehold	Estate : 793 hectares PD : 2 hectares	Oil palm estate and property development	24.4	-	1981 (R)
6 ASIATIC Tanah Merah Estate, Tangkak, Johor	Freehold	Estate : 1,801 hectares	Oil palm estate	25.8	-	1981 (R)
7 ASIATIC Sg. Rayat Estate, Batu Pahat, Johor	Freehold	Estate : 1,707 hectares	Oil palm estate	29.7	-	1983 (A)
8 ASIATIC Sri Gading Estate, Batu Pahat, Johor	Freehold	Estate : 3,590 hectares PD : 18 hectares	Oil palm estate and property development	90.7	-	1983 (A)
9 ASIATIC Sing Mah Estate, Air Hitam, Johor	Freehold	Estate : 669 hectares	Oil palm estate and mill	12.9	28	1983 (A)
10 ASIATIC Kulai Besar Estate, Kulai/Simpang Renggam, Johor	Freehold	Estate : 2,754 hectares PD : 101 hectares	Oil palm estate, property development, Asiatic Indahpura Sports City and Car City	382.2	-	1983 (A)
11 ASIATIC Setiamas Estate, Kulai & Batu Pahat, Johor	Freehold	Estate : 134 hectares PD : 98 hectares	Oil palm estate and property development	58.3	-	1996 (A)
12 ASIATIC Sabapalm Estate, Labuk Valley Sandakan, Sabah	Leasehold (unexpired lease period of 77-879 years)	Estate : 4,360 hectares	Oil palm estate and mill	44.6	38	1991 (A)
13 ASIATIC Tanjung Estate, Kinabatangan, Sabah	Leasehold (unexpired lease period of 78-88 years)	Estate : 4,345 hectares	Oil palm estate and mill	43.7	14	1988 & 2001 (A)
14 ASIATIC Bahagia Estate, Kinabatangan, Sabah	Leasehold (unexpired lease period of 77-78 years)	Estate : 4,548 hectares	Oil palm estate	48.0	-	1988 & 2003 (A)
15 ASIATIC Tenegang Estate, Kinabatangan, Sabah	Leasehold (unexpired lease period of 80 years)	Estate : 4,047 hectares	Oil palm estate	33.9	-	1990 (A)
16 ASIATIC Landworthy Estate, Kinabatangan, Sabah	Leasehold (unexpired lease period of 75 years)	Estate : 4,039 hectares	Oil palm estate	37.1	-	1992 (A)
17 ASIATIC Layang Estate, Kinabatangan, Sabah	Leasehold (unexpired lease period of 82 years)	Estate : 1,683 hectares	Oil palm estate	19.9	-	1993 (A)
18 Residential bungalows, Sandakan, Sabah	Leasehold (unexpired lease period of 879 years)	Land : 1,206 sq.metres Built-up : 374 sq.metres	2 units of 2-storey intermediate detached house	0.2	24	1991 (A)
19 ASIATIC Vegetable Oils Refinery, Sandakan, Sabah	Leasehold (unexpired lease period of 72 years)	Land : 8 hectares	Vacant land	2.1	-	1992 (A)
20 ASIATIC Jambongan Estate, Beluran, Sabah	Leasehold (unexpired lease period of 25-92 years)	Land : 3,711 hectares	Oil palm estate	71.7	-	2001 - 2004 (A)
21 ASIATIC Indah & ASIATIC Permai Estates, Kinabatangan, Sabah	Leasehold (unexpired lease period of 88 years)	Land : 8,830 hectares	Oil palm estate	138.4	-	2001 (A)
22 ASIATIC Mewah Estates, Kinabatangan, Sabah	Leasehold (unexpired lease period of 75-882 years)	Land : 5,611 hectares	Oil palm estate and mill	118.3	12	2002 (A)
23 ASIATIC Sekong Estate & ASIATIC Suan Lamba Estate Kinabatangan, Sabah	Leasehold (unexpired lease period of 14-90 years)	Land : 6,755 hectares	Oil palm estate and mill	188.3	12	2004 (A)
24 ASIATIC Regional Office, Wisma Asiatic, Sandakan, Sabah	Leasehold (unexpired lease period of 92 years)	Built-up : 2,023 sq.metres	Office	2.9	6	2004 (A)

LIST OF PROPERTIES HELD (cont'd)

as at 31st December 2008

LOCATION	TENURE	APPROXIMATE AREA	DESCRIPTION	NET BOOK VALUE AS AT 31 DEC 2008 (RM'million)	AGE OF BUILDING (Years)	YEAR OF ACQUISITION (A)/ REVALUATION (R)
INDONESIA						
1 Ketapang, Kalimantan Barat	Leasehold (unexpired lease period of 29 years)	Land : 14,261 hectares	Oil palm estate	71.2	-	2006 (A)
2 Kapuas, Kalimantan Tengah	Provisional area under Izin Lokasi	Land : 45,000 hectares	Oil palm estate	40.3	-	2008 (A)
UNITED KINGDOM						
1 Hyde Park, London	Leasehold (unexpired lease period of 968 years)	Built-up : 286 sq.metres	2 units of residential apartment at Hyde Park Towers	1.0	29	1980 / 1996 (A)
2 Maxims Casino Club, Kensington	Freehold	Built-up : 1,445 sq.metres	Casino Club	28.2	146	2005 (A)
3 Newcastle	Freehold	Built-up : 1,464 sq.metres	Casino Club	15.1	14	2006 (A)
4 Salford-Albion	Freehold	Built-up : 1,058 sq.metres	Casino Club	8.3	11	2006 (A)
5 Wirral	Freehold	Built-up : 860 sq.metres	Casino Club	3.2	29	2006 (A)
6 Leicester / East Bond	Freehold	Built-up : 755 sq.metres	Casino Club	2.5	29	2006 (A)
7 Bournemouth	Freehold	Built-up : 860 sq.metres	Casino Club	5.4	109	2006 (A)
8 Southampton	Freehold	Built-up : 797 sq.metres	Casino Club	7.2	109	2006 (A)
9 Bolton	Freehold	Built-up : 808 sq.metres	Casino Club	4.1	109	2006 (A)
10 Berk Glasgow	Freehold	Built-up : 3,402 sq.metres	Casino Club	13.0	122	2006 (A)
11 Berk Edin.	Freehold	Built-up : 832 sq.metres	Casino Club	< 0.1	122	2006 (A)
12 Coventry 2	Freehold	Built-up : 1,105 sq.metres	Casino Club	4.5	209	2006 (A)
13 AB Bristol	Freehold	Built-up : 573 sq.metres	Casino Club	6.2	62	2006 (A)
14 AB Coventry	Freehold	Built-up : 771 sq.metres	Casino Club	10.5	72	2006 (A)
15 AB Leicester/ Cank St	Freehold	Built-up : 683 sq.metres	Casino Club	2.7	82	2006 (A)
16 Margate Cascades	Freehold	Built-up : 1,326 sq.metres	Casino Club	14.8	52	2006 (A)
17 Torquay	Freehold	Built-up : 1,495 sq.metres	Casino Club	3.9	19	2006 (A)
18 Crockfords	Freehold	Built-up : 1,907 sq.metres	Casino Club	250.1	238	2006 (A)
19 Brighton	Freehold	Built-up : 85 sq.metres	Vacant retail building	0.2	42	2006 (A)
20 31 Curzon Street next to Crockfords	Freehold	Built-up : 307 sq.metres	Casino Club	29.9	232	2006 (A)
21 Cromwell Mint	Freehold	Built-up : 1,239 sq.metres	Casino Club	< 0.1	2	2007 (A)
22 London Mint	Freehold	Built-up : 1,239 sq.metres	Casino Club (includes 11 residential flats)	77.7	2	2007 (A)
23 Luton- Skimpot	Leasehold (unexpired lease period of 983 years)	Built-up : 984 sq.metres	Casino Club	9.3	27	2006 (A)
24 Portsmouth	Leasehold (unexpired lease period of 116 years)	Built-up : 733 sq.metres	Casino Club	< 0.1	72	2006 (A)
25 Leith Cascades	Leasehold (unexpired lease period of 87 years)	Built-up : 1,698 sq.metres	Casino Club	24.6	9	2006 (A)
26 Brighton	Leasehold (unexpired lease period of 967 years)	Built-up : 458 sq.metres	Casino Club	1.3	32	2006 (A)
27 Southend Mint	Leasehold (unexpired lease period of 3 years)	Built-up : 836 sq.metres	Casino Club	0.6	82	2006 (A)
28 Southend Maxims	Leasehold (unexpired lease period of 3 years)	Built-up : 22 sq.metres	Casino Club	36.0	82	2006 (A)
29 Tameview	Leasehold (unexpired lease period of 65 years)	Built-up : 4,529 sq.metres	Casino Club	< 0.1	82	2006 (A)
30 Liverpool Renshaw	Leasehold (unexpired lease period of 30 years)	Built-up : 1,498 sq.metres	Casino Club	< 0.1	107	2006 (A)
31 Liverpool Circus	Leasehold (unexpired lease period of 23 years)	Built-up : 2,230 sq.metres	Casino Club	0.2	20	2007 (A)
32 Palm Beach	Leasehold (unexpired lease period of 8 years)	Built-up : 1,489 sq.metres	Casino Club	< 0.1	100	2003 (A)
33 Nottingham	Leasehold (unexpired lease period of 18 years)	Built-up : 2,508 sq.metres	Casino Club	12.0	15	2003 (A)
34 Stoke Circus	Leasehold (unexpired lease period of 23 years)	Built-up : 2,415 sq.metres	Casino Club	13.3	30	2006 (A)

LIST OF PROPERTIES HELD (cont'd)

as at 31st December 2008

LOCATION	TENURE	APPROXIMATE AREA	DESCRIPTION	NET BOOK VALUE AS AT 31 DEC 2008 (RM'million)	AGE OF BUILDING (Years)	YEAR OF ACQUISITION (A)/ REVALUATION (R)
35 Gt Yarmouth	Leasehold (unexpired lease period of 4 years)	Built-up : 777 sq.metres	Casino Club	< 0.1	80	2000 (A)
36 Colony	Leasehold (unexpired lease period of 11 years)	Built-up : 1,594 sq.metres	Casino Club	0.5	100	2000 (A)
37 Manchester Circus	Leasehold (unexpired lease period of 18 years)	Built-up : 3,003 sq.metres	Casino Club	< 0.1	100	2001 (A)
38 Star City	Leasehold (unexpired lease period of 19 years)	Built-up : 6,503 sq.metres	Casino Club	< 0.1	15	2002 (A)
39 Castle Blackpool	Leasehold (unexpired lease period of 25 years)	Built-up : 1,354 sq.metres	Casino Club	0.2	100	2002 (A)
40 Birmingham Circus	Leasehold (unexpired lease period of 13 years)	Built-up : 1,181 sq.metres	Casino Club	0.1	50	2002 (A)
41 Reading	Leasehold (unexpired lease period of 18 years)	Built-up : 1,682 sq.metres	Casino Club	0.3	30	2002 (A)
42 Carlton Derby	Leasehold (unexpired lease period of 25 years)	Built-up : 546 sq.metres	Casino Club	< 0.1	100	2002 (A)
43 Midland Wheel (Birmingham Maxims)	Leasehold (unexpired lease period of 26 years)	Built-up : 1,488 sq.metres	Casino Club	4.3	100	2002 (A)
44 Edinburgh Circus	Leasehold (unexpired lease period of 26 years)	Built-up : 2,415 sq.metres	Casino Club	16.9	15	2006 (A)
SINGAPORE						
1 RWSentosa corporate office	Leasehold (unexpired lease period of 4 years)	Built-up : 4,662 sq.metres	5-storey commercial building	19.6	2	2007 (A)
2 Integrated Resort at Sentosa	Leasehold (unexpired lease period of 58 years)	Land : 49 hectares	4 parcels of land for construction, development and establishment of integrated resort	1,449.5	-	2007 (A)
3 RWS Dormitory at Brani	Leasehold (unexpired lease period of 3 years)	Land : 43,000 sq.metres	5 blocks of buildings	20.7	1	2008 (A)
CHINA						
1 Suzhou	Leasehold (unexpired lease period of 38 years)	Land : 5.6 hectares Built-up : 26,849 sq.metres	Land with Power Plant Complex	22.5	13	2005 (A)
2 Wuxi	Leasehold (unexpired lease period of 3 years)	Land : 6.3 hectares Built-up : 44,539 sq.metres	Land with Power Plant Complex	3.8	13	2005 (A)
3 Nanjing	Leasehold (unexpired lease period of 7 years)	Land : 6.7 hectares Built-up : 12,175 sq.metress	Land with Power Plant Complex	9.5	12	2005 (A)
4 Meizhouwan	Leasehold (unexpired lease period of 16 years)	Land : 75.6 hectares Built-up : 32,624 sq.metres	Land with Power Plant Complex	321.7	8	2006 (A)
	Leasehold (unexpired lease period of 16 years)	Land : 42.1 hectares	Ash storage yard	57.0	-	2006 (A)
	Leasehold (unexpired lease period of 38 years)	Land : 0.8 hectares Built-up : 9,000 sq.metres	Land with building	8.3	9	2006 (A)
	Leasehold (unexpired lease period of 34 years)	Land : 2.3 hectares Built-up : 24,633 sq.metres	Land with building	20.8	8	2006 (A)

ANALYSIS OF SHAREHOLDINGS

as at 6 May 2009

Class of Shares : Ordinary shares of 10 sen each
Voting Rights : One vote per share

Size of Holdings	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Less than 100	3,392	3.739	23,494	0.001
100 - 1,000	30,229	33.317	26,176,697	0.708
1,001 - 10,000	48,082	52.994	192,550,097	5.211
10,001 - 100,000	8,033	8.854	212,609,845	5.754
100,001 to less than 5% of issued shares	993	1.094	2,241,174,497	60.652
5% and above of issued shares	2	0.002	1,022,604,240	27.674
TOTAL	**90,731**	**100.000**	**3,695,138,870**	**100.000**

THIRTY (30) LARGEST SECURITIES ACCOUNT HOLDERS AS PER RECORD OF DEPOSITORS
(without aggregating the securities from different securities accounts belonging to the same depositor)

	Name	No. of Shares	% of Shares
1.	CIMB Group Nominees (Tempatan) Sdn Bhd *Mandurah Limited For Kien Huat Realty Sdn Berhad (49279 Lint)*	595,000,000	16.102
2.	Kien Huat Realty Sdn Berhad	427,604,240	11.572
3.	Kien Huat Realty Sdn Berhad	170,536,020	4.615
4.	UOBM Nominees (Asing) Sdn Bhd *United Overseas Bank Nominees (Pte) Ltd For Golden Hope Limited*	140,728,450	3.808
5.	Cartaban Nominees (Asing) Sdn Bhd *SSBT Fund GB01 For Harbor International Fund*	132,000,000	3.572
6.	UOBM Nominees (Asing) Sdn Bhd *Tinehay Holdings Limited*	122,000,000	3.302
7.	Cartaban Nominees (Asing) Sdn Bhd *SSBT Fund S71U For First Eagle Global Fund*	98,012,905	2.652
8.	Cartaban Nominees (Asing) Sdn Bhd *SSBT Fund NV04 For Longleaf Partners International Fund*	85,505,400	2.314
9.	Time Life Equity Sdn Bhd	57,619,980	1.559
10.	Alocasia Sdn Bhd	56,490,000	1.529
11.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN For JPMorgan Chase Bank, National Association (U.S.A.)*	52,019,630	1.408
12.	Malaysia Nominees (Tempatan) Sendirian Berhad *Great Eastern Life Assurance (Malaysia) Berhad (Par 1)*	49,396,100	1.337
13.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN For The Bank Of New York Mellon (Mellon ACCT)*	40,109,041	1.085
14.	Cartaban Nominees (Asing) Sdn Bhd *SSBT Fund S71V For First Eagle Overseas Fund*	35,046,240	0.948
15.	World Management Sdn Bhd	33,819,000	0.915
16.	Cartaban Nominees (Asing) Sdn Bhd *Government Of Singapore Investment Corporation Pte Ltd For Government Of Singapore (C)*	33,343,786	0.902
17.	Citigroup Nominees (Asing) Sdn Bhd *UBS SEC LLC For Bay Resource Partners Offshore Master Fund, L.P.*	33,051,500	0.894
18.	Cartaban Nominees (Asing) Sdn Bhd *State Street Australia Fund ATB1 For Platinum Asia Fund*	31,200,100	0.844
19.	Citigroup Nominees (Tempatan) Sdn Bhd *Exempt AN For Prudential Fund Management Berhad*	29,007,300	0.785
20.	World Management Sdn Bhd	24,474,000	0.662
21.	Citigroup Nominees (Tempatan) Sdn Bhd *Exempt AN For American International Assurance Berhad*	19,611,800	0.531
22.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN For J.P. Morgan Chase Bank, National Association (U.A.E.)*	19,395,180	0.525
23.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN For JPMorgan Bank Luxembourg S.A.*	18,719,100	0.507
24.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN For JPMorgan Chase Bank, National Association (BVI)*	17,100,000	0.463
25.	Citigroup Nominees (Asing) Sdn Bhd *UBS SEC LLC For Bay Resource Partners, L.P.*	17,063,400	0.462
26.	HSBC Nominees (Asing) Sdn Bhd *BNY Brussels For Railways Pension Trustee Company Limited (EQPF)*	16,639,300	0.450
27.	HSBC Nominees (Asing) Sdn Bhd *BBH And Co Boston For Vanguard Emerging Markets Stock Index Fund*	15,704,690	0.425
28.	Datacorp Sdn Bhd	15,216,000	0.412
29.	HSBC Nominees (Asing) Sdn Bhd *Tinehay Holdings Limited (301-708509-091)*	15,000,000	0.406
30.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN For JPMorgan Chase Bank, National Association (Netherlands)*	14,527,300	0.393
	TOTAL	**2,415,940,462**	**65.382**

ANALYSIS OF SHAREHOLDINGS (cont'd)

as at 6 May 2009

SUBSTANTIAL SHAREHOLDERS AS PER REGISTER OF SUBSTANTIAL SHAREHOLDERS AS AT 6 MAY 2009

	No. of Genting Shares held			
	Direct	%	Indirect	%
Kien Huat Realty Sdn Berhad ("Kien Huat")	1,193,140,260	32.29	270,760,000^	7.33
Parkview Management Sdn Bhd	-	-	1,463,900,260*	39.62
Inforex Sdn Bhd	-	-	1,193,140,260+	32.29
Info-Text Sdn Bhd	-	-	1,193,140,260+	32.29
Dataline Sdn Bhd	-	-	1,193,140,260+	32.29

Notes:

^ Deemed interest through its subsidiaries (Alocasia Sdn Bhd, World Management Sdn Bhd, Tinehay Holdings Limited and Inverway Sdn Bhd)
* Deemed interest through Kien Huat and its subsidiaries (Alocasia Sdn Bhd, World Management Sdn Bhd, Tinehay Holdings Limited and Inverway Sdn Bhd)
+ Deemed interest through Kien Huat.

DIRECTORS' SHAREHOLDINGS AS PER REGISTER OF DIRECTORS' SHAREHOLDINGS AS AT 6 MAY 2009

INTEREST IN THE COMPANY

	No. of Shares			
Name	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital
Tan Sri Lim Kok Thay	10,369,000	0.2806	-	-
Tun Mohammed Hanif bin Omar	101,000	0.0027	-	-
Tan Sri Mohd Amin bin Osman (1)	1,204,600	0.0326	-	-
Mr Quah Chek Tin (2)	5,000	0.0001	-	-
Dato' Dr. R. Thillainathan (3)	-	-	-	-

INTEREST IN OTHER COMPANIES IN THE GROUP

Resorts World Bhd ("RWB"), a company which is 48.47% owned by the Company

	No. of Shares			
Name	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital
Tan Sri Lim Kok Thay	1,660,000	0.0290	-	-
Tun Mohammed Hanif bin Omar	5,000	0.0001	-	-
Tan Sri Mohd Amin bin Osman (4)	540,000	0.0094	-	-
Tan Sri Dr. Lin See Yan	450,000	0.0079	-	-
Mr Quah Chek Tin	5,000	0.0001	-	-

Asiatic Development Berhad ("ADB"), a 54.71% owned subsidiary of the Company

	No. of Shares			
Name	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital
Tan Sri Lim Kok Thay	369,000	0.0487	-	-
Tan Sri Mohd Amin bin Osman (5)	989,000	0.1306	-	-
Dato' Dr. R. Thillainathan (6)	-	-	-	-

Genting Singapore PLC (formerly known as Genting International P.L.C.) ("GSPLC"), an indirect 54.44% owned subsidiary of the Company

	No. of Shares			
Name	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital
Tan Sri Lim Kok Thay	198,000	0.0021	-	-
Tan Sri Mohd Amin bin Osman (7)	196,000	0.0020	-	-
Tan Sri Dr. Lin See Yan	45,000	0.0005	-	-

Notes:

The following disclosures are made pursuant to Section 134 (12) (c) of the Companies Act, 1965 as amended by the Companies (Amendment) Act 2007 which took effect on 15 August 2007:

(1) Tan Sri Amin's spouse holds 60,000 ordinary shares (0.0016%) in the Company
(2) Mr Quah's spouse holds 630,000 ordinary shares (0.017%) in the Company
(3) Dato' Dr. R. Thillainathan's spouse and children collectively hold 295,000 ordinary shares (0.008%) in the Company.
(4) Tan Sri Amin's spouse and children collectively hold 180,000 ordinary shares (0.0031%) in RWB
(5) Tan Sri Amin's spouse holds 80,000 ordinary shares (0.0106%) in ADB
(6) Dato' Dr. R. Thillainathan's spouse holds 10,000 ordinary shares (0.0013%) in ADB
(7) Tan Sri Amin's spouse and children collectively hold 8,400 ordinary shares (Negligible) in GSPLC

AMERICAN DEPOSITORY RECEIPTS – LEVEL 1 PROGRAMME

The Company's American Depository Receipts ("ADR") Level 1 Programme commenced trading in the U.S. over-the-counter market on 13 August 1999. Under the ADR programme, a maximum of 105 million ordinary shares of RM0.10 each representing approximately 2.8% of the total issued and paid-up share capital of the Company can be traded in ADRs. Each ADR represents 5 ordinary shares of RM0.10 each of the Company. The Bank of New York Mellon as the Depository Bank has appointed Malayan Banking Berhad as its sole custodian of the shares of the Company for the ADR Programme. As at 31 March 2009, there were 692,065 ADR outstanding representing 3,460,325 ordinary shares of the Company which have been deposited with the sole custodian for the ADR Programme.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-First Annual General Meeting of Genting Berhad ("the Company") will be held at 26th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur on Wednesday, 17 June 2009 at 10.00 a.m.

AS ORDINARY BUSINESSES

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2008 and the Directors' and Auditors' Reports thereon. **(Ordinary Resolution 1)**

2. To approve the declaration of a final dividend of 4.0 sen less 25% tax per ordinary share of 10 sen each for the financial year ended 31 December 2008 to be paid on 27 July 2009 to members registered in the Record of Depositors on 30 June 2009. **(Ordinary Resolution 2)**

3. To approve the payment of Directors' fees of RM826,900 for the financial year ended 31 December 2008 (2007 : RM812,125). **(Ordinary Resolution 3)**

4. To re-elect the following persons as Directors of the Company pursuant to Article 99 of the Articles of Association of the Company:

   (i) Tan Sri Lim Kok Thay **(Ordinary Resolution 4)**
   (ii) Mr Quah Chek Tin **(Ordinary Resolution 5)**

5. To consider and, if thought fit, pass the following resolutions pursuant to Section 129 of the Companies Act, 1965:

   (i) "That Tan Sri Mohd Amin bin Osman, retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **(Ordinary Resolution 6)**

   (ii) "That Dato' Paduka Nik Hashim bin Nik Yusoff, retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **(Ordinary Resolution 7)**

   (iii) "That Tun Mohammed Hanif bin Omar, retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **(Ordinary Resolution 8)**

6. To re-appoint PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 9)**

AS SPECIAL BUSINESSES

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

7. **Authority to issue and allot shares pursuant to Section 132D of the Companies Act, 1965**

   "That, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Section 132D of the Companies Act, 1965 to issue and allot shares in the Company, at any time 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 issued pursuant to this resolution does not exceed 10% of the issued and paid-up share capital of the Company for the time being, and this authority under this resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company, and that:

   (a) approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) in connection therewith; and

   (b) the Directors of the Company 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." **(Ordinary Resolution 10)**

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

8. **Proposed renewal of the authority for the Company to purchase its own shares**

"That, subject to the passing of Ordinary Resolution 12, and subject to compliance with all applicable laws, the Company's Articles of Association, and the regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad ("Bursa Securities") and/or any other relevant regulatory authority:

(a) approval and authority be and are given for the Company to utilise up to the aggregate of the total retained earnings and share premium accounts of the Company based on its latest audited financial statements available up to the date of the transaction, to purchase, from time to time during the validity of the approval and authority under this resolution, such number of ordinary shares of 10 sen each in the Company (as may be determined by the Directors of the Company) on Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company, provided that the aggregate number of shares to be purchased and/or held by the Company pursuant to this resolution does not exceed 10% of the total issued and paid-up ordinary share capital of the Company at the time of purchase and provided further that in the event that the Company ceases to hold all or any part of such shares as a result of (among others) cancellations, resales and/or distributions of any of these shares so purchased, 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 10% of the total issued and paid-up ordinary share capital of the Company at the time of purchase. Based on the audited financial statements of the Company for the financial year ended 31 December 2008, the Company's retained earnings and share premium accounts were approximately RM5,694.2 million and RM1,152.1 million respectively;

(b) approval and authority conferred by this resolution shall commence on the passing of this resolution, and shall remain valid and in full force and effect until:

(i) the conclusion of the next Annual General Meeting of the Company; or

(ii) the expiry of the period within which the next Annual General Meeting is required by law to be held,

unless earlier revoked or varied by ordinary resolution of the members of the Company in general meeting, whichever occurs first;

(c) approval and authority be and are given to the Directors of the Company in their absolute discretion, to deal with any shares purchased and any existing treasury shares ("the said Shares") in the following manner:-

(i) cancel the said Shares; and/or
(ii) retain the said Shares as treasury shares; and/or
(iii) distribute all or part of the said Shares as dividends to shareholders, and/or resell all or part of the said Shares on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancel all or part of the said Shares,

or in any other manner as may be prescribed by all applicable laws and/or regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force and that the authority to deal with the said Shares shall continue to be valid until all the said Shares have been dealt with by the Directors of the Company; and

(d) approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by any relevant regulatory authority or Bursa Securities and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company." **(Ordinary Resolution 11)**

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

9. **Proposed exemption under Practice Note 2.9.10 of the Malaysian Code on Take-overs and Mergers, 1998 to Kien Huat Realty Sdn Berhad and persons acting in concert with it from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them, upon the purchase by the Company of its own shares pursuant to the proposed renewal of share buy-back authority**

   "That, subject to the passing of Ordinary Resolution 11 and the approval of the Securities Commission ("SC"), approval be and is hereby given for Kien Huat Realty Sdn Berhad ("KHR") and the persons acting in concert with KHR ("PAC") to be exempted from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them under Part II of the Malaysian Code on Take-overs and Mergers 1998 ("Code"), which may arise upon the future purchase by the Company of its own shares pursuant to Ordinary Resolution 11, in conjunction with the application submitted by KHR and the PACs to the SC under Practice Note 2.9.10 of the Code, and further that approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by any relevant regulatory authority and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company." **(Ordinary Resolution 12)**

10. **Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

    "That approval be and is hereby given for the Company and/or its unlisted subsidiaries to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.3 under Part C of the Document to Shareholders dated 26 May 2009, provided that such transactions are undertaken in the ordinary course of business, on arm's length basis and on commercial terms which are not more favourable to the related party than those generally available to/from the public and are not, in the Company's opinion, detrimental to the minority shareholders and that the breakdown of the aggregate value of the recurrent related party transactions conducted/to be conducted during the financial year, including the types of recurrent transactions made and the names of the related parties, will be disclosed in the annual report of the Company;

    AND THAT such approval shall continue to be in force until:

    (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such Proposed Shareholders' Mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;

    (ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or

    (iii) revoked or varied by resolution passed by the shareholders in general meeting

    whichever is the earlier." **(Ordinary Resolution 13)**

11. To transact any other business of which due notice shall have been given.

FURTHER NOTICE IS HEREBY GIVEN that a depositor shall qualify for entitlement to the final dividend only in respect of:

(a) shares transferred into the depositor's securities account before 4.00 p.m. on 30 June 2009 in respect of ordinary transfers; and

(b) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

LOH BEE HONG
Secretary

Kuala Lumpur
26 May 2009

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

NOTES

A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies (but not more than two) to attend and vote instead of him. ***A proxy need not be a member of the Company but in accordance with Section 149 of the Companies Act, 1965, a member shall not be entitled to appoint a person who is not a member of the Company as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case.*** *Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his holding to be represented by each proxy. The original instrument appointing a proxy must be deposited at the Registered Office of the Company at 24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.*

EXPLANATORY NOTES ON SPECIAL BUSINESSES

(1) Ordinary Resolution 10, if passed, will give authority to the Directors of the Company, from the date of the above Annual General Meeting, to issue and allot shares in the Company up to and not exceeding in total 10% of the issued and paid-up share capital of the Company for the time being, for such purposes as they consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

(2) Ordinary Resolution 11, if passed, will empower the Directors of the Company to purchase and/or hold the Company's shares of an aggregate amount of up to 10% of the issued and paid-up share capital of the Company for the time being ("Proposed Share Buy-Back Renewal") by utilising up to the total retained earnings and share premium of the Company based on its latest audited financial statements up to the date of the purchase . The authority under this resolution will expire at 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 members of the Company at a general meeting, whichever occurs first.

Further information on the Proposed Share Buy-Back Renewal is set out under Part A of the Document to Shareholders dated 26 May 2009 which is despatched together with the Company's 2008 Annual Report.

(3) Ordinary Resolution 12, if passed, will enable the Securities Commission to consider the application by Kien Huat Realty Sdn Berhad ("KHR") for the proposed exemption under Practice Note 2.9.10 of the Malaysian Code on Take-overs and Mergers 1998 to KHR and the persons acting in concert with KHR from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them as a result of the Company's share buy-back activities ("Proposed Exemption").

Further information on the Proposed Exemption is set out under Part A and Part B of the Document to Shareholders dated 26 May 2009 which is despatched together with the Company's 2008 Annual Report.

(4) Ordinary Resolution 13, if passed, will allow the Company and its unlisted subsidiaries to enter into recurrent related party transactions of a revenue or trading nature pursuant to the provision of the Listing Requirements of Bursa Malaysia Securities Berhad ("Proposed Shareholders' Mandate"). This authority will expire at 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 members of the Company at a general meeting, whichever occurs first.

Further information on the Proposed Shareholders' Mandate is set out under Part C of the Document to Shareholders dated 26 May 2009 which is despatched together with the Company's 2008 Annual Report.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.28 (2) of the 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 forthcoming Forty-First Annual General Meeting of the Company.

GENTING

GENTING BERHAD

(7916-A)

FORM OF PROXY

(Before completing the form please refer to the notes overleaf)

"A" I/We _____ NRIC No./Co. No.: _____
(FULL NAME IN BLOCK CAPITALS)

of _____
(ADDRESS)

being a member of GENTING BERHAD hereby appoint

_____ NRIC No.: _____
(FULL NAME)

(Note: A proxy need not be a member of the Company but in accordance with Section 149 of the Companies Act, 1965, a member shall not be entitled to appoint a person who is not a member of the Company as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case)

of _____
(ADDRESS)

or failing him _____ NRIC No.: _____
(FULL NAME)

of _____
(ADDRESS)

or failing him, *the CHAIRMAN OF THE MEETING as *my/our first proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday, 17 June 2009 at 10.00 a.m. and at any adjournment thereof.

"B" Where it is desired to appoint a second proxy, this section must also be completed, otherwise it should be deleted.

I/We _____ NRIC No./Co. No.: _____
(FULL NAME IN BLOCK CAPITALS)

of _____
(ADDRESS)

being a member of GENTING BERHAD hereby appoint

_____ NRIC No.: _____
(FULL NAME)

(Note: A proxy need not be a member of the Company but in accordance with Section 149 of the Companies Act, 1965, a member shall not be entitled to appoint a person who is not a member of the Company as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case)

of _____
(ADDRESS)

or failing him _____ NRIC No.: _____
(FULL NAME)

of _____
(ADDRESS)

or failing him, *the CHAIRMAN OF THE MEETING as *my/our second proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday, 17 June 2009 at 10.00 a.m. and at any adjournment thereof.

The proportions of my/our holding to be represented by my/our proxies are as follows :

First Proxy "**A**"	%
Second Proxy "**B**"	%
	100%

In case of a vote taken by a show of hands *First Proxy "A"/Second Proxy "B" shall vote on my/our behalf.

My/our proxies shall vote as follows:

RESOLUTIONS		First Proxy "A"		Second Proxy "B"	
		For	Against	For	Against
To receive and adopt the Audited Financial Statements	Ordinary Resolution 1				
To approve the declaration of a final dividend of 4.0 sen less tax per ordinary share	Ordinary Resolution 2				
To approve the payment of Directors' fees	Ordinary Resolution 3				
To re-elect the following Directors pursuant to Article 99 of the Articles of Association of the Company: i) Tan Sri Lim Kok Thay ii) Mr Quah Chek Tin	 Ordinary Resolution 4 Ordinary Resolution 5				
To re-appoint the following Directors in accordance with Section 129 of the Companies Act, 1965: i) Tan Sri Mohd Amin bin Osman ii) Dato' Paduka Nik Hashim bin Nik Yusoff iii) Tun Mohammed Hanif bin Omar	 Ordinary Resolution 6 Ordinary Resolution 7 Ordinary Resolution 8				
To re-appoint Auditors	Ordinary Resolution 9				
To empower Directors to issue and allot shares up to 10% of the Company's total issued and paid-up capital	Ordinary Resolution 10				
To renew the authority for the Company to purchase its own shares	Ordinary Resolution 11				
To grant exemption under Practice Note 2.9.10 of the Malaysian Code on Take-overs and Mergers 1998	Ordinary Resolution 12				
To approve the proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature	Ordinary Resolution 13				

(Please indicate with an "X" in the spaces provided how you wish your votes to be cast. If you do not do so, the proxy/proxies will vote or abstain from voting at his/their discretion.)

Signed this _____ day of _____ 2009

No. of Shares held	CDS Account No.	Shareholder's Contact No.

_____
Signature of Member

* Delete if inapplicable

NOTES

A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies (but not more than two) to attend and vote instead of him. ***A proxy need not be a member of the Company but in accordance with Section 149 of the Companies Act, 1965, a member shall not be entitled to appoint a person who is not a member of the Company as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case****. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his holding to be represented by each proxy. The original instrument appointing a proxy must be deposited at the Registered Office of the Company at 24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.*

In the case of a corporation, this form must be either under seal or signed by a duly authorised officer or attorney.

Explanatory Notes on Special Businesses

(1) Ordinary Resolution 10, if passed, will give authority to the Directors of the Company, from the date of the above Annual General Meeting, to issue and allot shares in the Company up to and not exceeding in total 10% of the issued and paid-up share capital of the Company for the time being, for such purposes as they consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

(2) Ordinary Resolution 11, if passed, will empower the Directors of the Company to purchase and/or hold the Company's shares of an aggregate amount of up to 10% of the issued and paid-up share capital of the Company for the time being ("Proposed Share Buy-Back Renewal") by utilising up to the total retained earnings and share premium of the Company based on its latest audited financial statements up to the date of the purchase. The authority under this resolution will expire at 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 members of the Company at a general meeting, whichever occurs first.

Further information on the Proposed Share Buy-Back Renewal is set out under Part A of the Document to Shareholders dated 26 May 2009 which is despatched together with the Company's 2008 Annual Report.

(3) Ordinary Resolution 12, if passed, will enable the Securities Commission to consider the application by Kien Huat Realty Sdn Berhad ("KHR") for the proposed exemption under Practice Note 2.9.10 of the Malaysian Code on Take-overs and Mergers 1998 to KHR and the persons acting in concert with KHR from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them as a result of the Company's share buy-back activities ("Proposed Exemption").

Further information on the Proposed Exemption is set out under Part A and Part B of the Document to Shareholders dated 26 May 2009 which is despatched together with the Company's 2008 Annual Report.

(4) Ordinary Resolution 13, if passed, will allow the Company and its unlisted subsidiaries to enter into recurrent related party transactions of a revenue or trading nature pursuant to the provision of the Listing Requirements of Bursa Malaysia Securities Berhad ("Proposed Shareholders' Mandate"). This authority will expire at 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 members of the Company at a general meeting, whichever occurs first.

Further information on the Proposed Shareholders' Mandate is set out under Part C of the Document to Shareholders dated 26 May 2009 which is despatched together with the Company's 2008 Annual Report.

GROUP OFFICES

GENTING BERHAD
www.genting.com

LEISURE & HOSPITALITY DIVISION

RESORTS

Genting Highlands Resort
69000 Pahang, Malaysia
T: +603 6101 1118
F: +603 6101 1888

Awana Genting Highlands Golf & Country Resort
KM 13, Genting Highlands,
69000 Pahang, Malaysia
T: +603 6436 9000
F: +603 6101 3535

Awana Kijal Golf & Beach Resort
KM 28, Jalan Kemaman-Dungun,
24100 Kijal, Kemaman,
Terengganu, Malaysia
T: +609 864 1188
F: +609 864 1688

Awana Porto Malai, Langkawi
Tanjung Malai, 07000 Langkawi,
Kedah, Malaysia
T: +604 955 5111
F: +604 955 5222

SALES & RESERVATIONS OFFICES

World Reservations Centre (WRC)
(Genting Highlands Resort/Awana Hotel & Resorts - For rooms, concerts & shows, theme park ride tickets, transportation & other resort facilities)
Genting One Hub
Lower Ground Floor, Wisma Genting,
28 Jalan Sultan Ismail,
50250 Kuala Lumpur
T: +603 2718 1118
F: +603 2718 1888
Reservations E-mail :
customercare@genting.com
Membership E-mail :
hotline@worldcard.com.my
Book online at www.genting.com.my

Penang
No. 22, Ground Floor,
Lorong Abu Siti
10400 Penang
Malaysia
T: +604 228 2288
F: +604 228 7299

Ipoh
11, Persiaran Greentown 8,
Greentown Business Centre,
30450 Ipoh,
Perak, Malaysia
T: +605 243 2988
F: +605 243 6988

Johor Bahru
1F-Ground Floor, Jalan Maju,
Taman Maju Jaya,
80400 Johor Bahru, Malaysia
T: +607 334 4555
F: +607 334 4666

Kuching
Shoplot 19, Ground Floor,
Wisma Phoenix,
Song Thian Cheok Road,
93100 Kuching, Sarawak, Malaysia
T: +6082 412 522
F: +6082 412 022

Meetings, Incentives, Conventions & Exhibitions (M.I.C.E)
23rd Floor, Wisma Genting,
28 Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia
T: +603 2301 6686
F: +603 2333 3886
E: mice@genting.com
mice.genting.com.my

OTHER SERVICES

Casino De Genting
Genting Highlands Resort
69000 Genting Highlands
Pahang Darul Makmur
Malaysia
Membership hotline: +603 6105 2028
Casino Programmes
T: +603 2718 1189
F: +603 2333 3888

Maxims Genting
Genting Hotel
Genting Highlands Resort
69000 Genting Highlands
Pahang Darul Makmur
Malaysia
T: +603 2718 1133
F: +603 6105 9388
www.maxims.com.my

Club Elite
Highlands Hotel
Genting Highlands Resort
69000 Genting Highlands
Pahang Darul Makmur
Malaysia
T: +603 2718 1199
F: +603 6105 9399

VIP
Highlands Hotel
Genting Highlands Resort
69000 Genting Highlands
Pahang Darul Makmur
Malaysia
T: +603 2718 1188
F: +603 2333 3888

Resorts World Tours Sdn Bhd
Genting One Hub
Lower Ground Floor, Wisma Genting,
28 Jalan Sultan Ismail,
50250 Kuala Lumpur
(For outbound & inbound tours)
T: +603 2333 6303 / 6705 / 6704 / 6652 / 6504 / 3211
F: +603 23336707
E: resorts.world.tours@genting.com
(For airline ticketing)
T: +603 2333 6663/6667
F: +603 2333 6995
E: rwt.ticketing@genting.com

Limousine Service Counter (KLIA Sepang)
Arrival Level 3, Main Terminal Building,
KL International Airport,
64000 KLIA Sepang,
Selangor, Malaysia
T: +603 8776 6753
F: +603 8787 4451

Limousine Service Counter (Genting Highlands Resort)
Highlands Hotel,
69000 Genting Highlands Resort
T: +603 6105 9584
F: +603 6105 9585

Genting Transport Reservations Centre
(For buses and limousines)
Lot 1988/4888, Jalan Segambut Tengah,
51200 Kuala Lumpur, Malaysia
T: +603 6251 8398 / 6253 1762
F: +603 6251 8399

OVERSEAS SALES / BRANCH / REPRESENTATIVE / WORLDCARD OFFICES

Australia
Genting (NSW) Pty Ltd *
Suite 810, Level 8, 401 Sussex Street
Sydney, NSW 2000
T: +612 9281 1433
F: +612 9281 1430

Hong Kong
Genting International P.L.C. *
Suite 1001, Ocean Centre,
5 Canton Road, Tsimshatsui
Kowloon, Hong Kong S.A.R.
T: +852 2317 7133
F: +852 2314 8724

India
Genting India Travel Services Pvt Ltd *
510, 5th Floor, Churchgate Chambers
5 New Marine Lines
Mumbai 400020, India
T: +91 22 2264 0383
F: +91 22 2264 0383

Genting India Travel Services Pvt Ltd *
1518, 15th Floor, Ansal Tower
38, Nehru Place
New Delhi 110019, India
T: +91 11 2629 5674
F: +91 11 2629 5673

Genting India Travel Services Pvt Ltd *
C/B 10, 1st Floor, Gemini Parsn Complex
Chennai 600006, India

Genting India Travel Services Pvt Ltd *
#62, 62/1, 2nd Floor, Chalapathy Towers
8th Main Road, Vasanth Nagar
Bangalore 560052, India

Japan
Genting International Japan Co., Ltd *
Palazzo Siena 2-4-6
Higashishinbashi Minato-Ku
Tokyo, Japan
T: +81 3 6402 0820
F: +81 3 6402 0821

Singapore
Genting International (S) Pte Ltd *
9 Penang Road, #11-18 Park Mall
Singapore 238459
T: +65 6823 9888
F: +65 6823 9878
E: genting1@pacific.net.sg

Thailand
Genting International (Thailand) Ltd *
153, Lot No. 400, 4th Floor
The Peninsula Plaza
Rajdamri Road, Lumpini, Patumwan
Bangkok 10330, Thailand
T: +662 254 0753 / 0754 / 0755
F: +662 254 0768

United Kingdom
Genting International (UK) Limited *
31 Curzon Street, London
W1J 7TW
United Kingdom
T: +44 020 7493 7771
F: +44 020 7629 3257

** Sales Office ^ Branch Office # Representative Office*

GROUP OFFICES

GENTING BERHAD
www.genting.com

OVERSEAS SALES / BRANCH / REPRESENTATIVE / WORLDCARD OFFICES (cont'd)

UAE - Sharjah
Adriana Limited ^
Sharjah Airport International Free Zone
Executive Suite X4-17
P.O. Box 120652,
Sharjah - U.A.E
T: +971 6557 5015
F: +971 6557 5076

China
Adriana Limited #
Room 1609, Jintiandi International Mansion
No. 998 Renmin Road
Huangpu District
Shanghai 200021, China
T: +86 21 6326 3866 / 3626
F: +86 21 6326 3727

Adriana Limited #
Room 735, The Garden Tower
No. 368 Huan Shi Dong Road
Guangzhou 510064, China
T: +86 20 8365 2980
F: +86 20 8365 2981

Adriana Limited #
Room 1806, China Merchants Tower
No. 118 Jianguo Road
Chaoyang District
Beijing 100022, China
T: +86 10 5923 3815 / 3816 / 3818
F: +86 10 5923 3817

Indonesia
Adriana Limited #
2nd Floor, Jl. Ir. H. Juanda III No 29B,
Jakarta Pusat 10120, Indonesia
T: +62 21 351 9041 / +62 21 386 3507
F: +62 21 386 3506

Vietnam
Adriana Limited #
173 Dinh Tien Hoang Street
Da Kao Ward, District 1
Ho Chi Minh City, Vietnam
T: +84 8 3820 3483 / 3484
F: +84 8 3820 3945

Adriana Limited #
8th Floor, 71 Mai Hac De Street
Bui Thi Xuan Ward
Hai Ba Trung District
Hanoi, Vietnam
T: +84 4 3974 4890
F: +84 4 3974 4891

WorldCard Hong Kong
WorldCard (Hong Kong) Limited
Suite 1001, 10/F, Ocean Centre
5 Canton Road
Tsimshatsui, Kowloon
Hong Kong S.A.R.
T: +852 2978 3888
F: +852 2314 8512
E: hotline@worldcard.com.hk
www.worldcard.com.hk

WorldCard Malaysia
WorldCard Services Sdn Bhd
19th Floor, Wisma Genting
28 Jalan Sultan Ismail
50250 Kuala Lumpur
Malaysia
T: +603 2179 1888
F: +603 2333 6611
E: hotline@worldcard.com.my
www.worldcard.com.my

** Sales Office ^ Branch Office # Representative Office*

WorldCard Singapore
WorldCard (Singapore) Pte Ltd
9 Penang Road
#13-10 Park Mall
Singapore 238459
T: +65 6720 0888
F: +65 6720 0866
E: hotline@worldcard.com.sg
www.worldcard.com.sg

Star Cruises Limited
Malaysia
21st Floor, Wisma Genting,
28 Jalan Sultan ismail,
50250 Kuala Lumpur, Malaysia
T: +603 2302 8888
F: +603 2302 8015

PLANTATION DIVISION

REGIONAL OFFICE

Asiatic Regional Office, Sabah
Wisma Asiatic,
KM 12, Labuk Road,
90000 Sandakan,
Sabah, Malaysia
T: +089 672 787 / 672 767
F: +089 673 976

PT Asiatic Nusantara
10th Floor Gedung Artha Graha
Sudirman Central Business District
Jl. Jenderal Sudirman Kav. 52-53
Jakarta 12190, Indonesia
T: +62 21 5151 938
F: +62 24 5151 917

PROPERTY DIVISION

Gentinggi Sdn Bhd
Genting Property Management Sdn Bhd
23rd Floor, Wisma Genting,
28 Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia
T: +603 2178 2233 / 2333 2233
F: +603 2161 5304

Property Sales
- Awana Condominium
- Ria Apartments

Enquiries:
T: +603 2178 2233 / 2333 2233
F: +603 2163 5079

Kijal Resort Sdn Bhd (Sales Office)
Angsana Apartments
Baiduri Apartments
8th Floor, Wisma Genting,
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50250 Kuala Lumpur, Malaysia
T: +603 2178 2233 / 2333 2233
F: +603 2164 7480

Projek Bandar Pelancongan Pantai Kijal
KM 28, Jalan Kemaman-Dungun,
24100 Kijal, Kemaman,
Terengganu, Malaysia
T: +609 864 9261
F: +609 864 9260

Asiatic Cheng Perdana Sales Office
No. 32, Jalan Cheng Perdana 1/6
Desa Cheng Perdana 1, Cheng
75250 Melaka, Malaysia
T: +606 312 3548
F: +606 312 3590

Asiatic Permaipura Sales Office
Riverside, 08100 Bedong,
Kedah, Malaysia
T: +604 459 4000
F: +604 459 4500

Asiatic Indahpura Sales Office
19th Mile, Kulai Besar
81000 Kulai, Johor, Malaysia
T: +607 6624 652
F: +607 6624 655

Asiatic Pura Kencana Sri Gading Sales Office
8th Mile, Jalan Kluang
83300 Sri Gading
Batu Pahat
Johor, Malaysia
T: +607 455 8181
F: +607 455 7171

POWER DIVISION

Genting Sanyen Power Sdn Bhd
Kuala Langat Power Plant
Lot 7090, Mukim Tanjung 12,
Bukit Changgang,
Daerah Kuala Langat,
42700 Banting, Selangor, Malaysia
T: +603 3182 6800
F: +603 3182 6900

China
Genting Power China Office
Unit C, 12th Floor, Tower A
Gateway Plaza
No 18, Xiaguangli, Dong San Huan Bei Lu
Chaoyang District
Beijing 100027, China
T: +86 10 84400990
F: +86 10 84400688

India
Genting Lanco Power (India) Pte Ltd
Lanco Kondapalli Power Project
Kondapalli IDA, Krishna Dist - 521 228
Andhra Pradesh, India
T: +91 866 2872807 / 2872808
F: +91 866 2872806

OIL & GAS DIVISION

Genting Oil & Gas (China) Ltd
Unit C, 12th Floor, Tower A
Gateway Plaza
No 18, Xiaguangli, Dong San Huan Bei Lu
Chaoyang District
Beijing 100027, China
T: +86 10 84400990
F: +86 10 84400688

Dongying Office
Blue Horizon International Hotel
5th Floor, Office Building Block A
Huanghe-Lushan Crossroad
New District Dongying of Shandong, China
T: +86 546 8151900
F: +86 546 8151988

Indonesia
Genting Oil Natuna Pte Ltd/
Sanyen Oil & Gas Pte Ltd/
Genting Oil Kasuri Pte Ltd
Bapindo Plaza, Citibank Tower
25th Floor, Jl. Jend. Sudirman Kav. 54-55
Jakarta, 12190, Indonesia
T: +62 21 5273828
F: +62 21 5273827

Morocco
Genting Oil Morrocco Limited
Residence Rif, Apt No. 2 au 1er etage
Avenue Fal Ould Omeir, Agdal, Rabat
Morocco
T: +212 3768 1397
F: +212 3768 1396

GROUP OFFICES
GENTING BERHAD
www.genting.com

CORPORATE OFFICES

Genting Berhad - Group Head Office
24th Floor, Wisma Genting, 28 Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia.
T: +603 2178 2288 / 2333 2288
F: +603 2161 5304
E: gbinfo@genting.com

LEISURE & HOSPITALITY DIVISION

Resorts World Bhd
Awana Hotels & Resorts
www.resortsworld.com
www.genting.com.my
www.awana.com.my
23rd Floor, Wisma Genting, 28 Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia.
T: +603 2178 2233 / 2333 2233
F: +603 2161 5304
E: ir.rwb@genting.com

Genting International P.L.C.
www.gentinginternational.com

Hong Kong - Head Office
Genting International P.L.C.
Suite 1001, Ocean Centre
5 Canton Road, Tsimshatsui
Kowloon, Hong Kong S.A.R.
T: +852 2317 7133
F: +852 2314 8724

Singapore
Resorts World at Sentosa Pte Ltd
www.rwsentosa.com
39, Artillery Avenue, Sentosa
Singapore 099958
T: +65 6407 8833
F: +65 6407 8832

United Kingdom
Genting UK Plc
(formerly known as Genting Stanley Plc)
www.gentinguk.com
Circus Casino, Star City, Watson Road,
Birmingham B7 5SA, United Kingdom
T: +44 121 325 7760
F: +44 121 325 7761

Malaysia
Genting International Services Sdn Bhd
16th Floor, Wisma Genting, 28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia
T: +603 2178 2288 / 2333 2288
F: +603 2333 6368

E-Genting Holdings Sdn Bhd
19th Floor, Wisma Genting, 28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia
T: +603 2178 2288 / 2333 2288
F: +603 2333 6666/ 2333 6288

Star Cruises Limited
www.starcruises.com
Suite 1501, Ocean Centre,
5 Canton Road, Tsimshatsui,
Kowloon, Hong Kong S.A.R.
T: +852 2378 2000
F: +852 2314 3809

PLANTATION DIVISION

Asiatic Development Berhad
www.asiatic.com.my
10th Floor, Wisma Genting,
28 Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia.
T: +603 2178 2255 / 2333 2255
F: +603 2161 6149
E: info@asiatic.com.my

POWER DIVISION

Genting Power Holdings Limited
www.gentingsanyen.com
22nd Floor, Wisma Genting, 28 Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia.
T: +603 2178 2211 / 2333 2211
F: +603 2162 4032
E: enquiry@gentingsanyen.com

OIL & GAS DIVISION

Genting Oil & Gas Limited
www.gentingoil.com
22nd Floor, Wisma Genting,
28 Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia.
T: +603 2178 2211 / 2333 2211
F: +603 2163 5187
E: info@gentingoil.com

PROPERTY DIVISION

Asiatic Land Development Berhad
www.asiatic.com.my
12th Floor, Wisma Genting,
28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia.
T: +603 2178 2255 / 2333 2255
F: +603 2164 1218
E: info@asiatic.com.my

BIOTECHNOLOGY DIVISION

Asiatic Centre for Genome Technology Sdn Bhd
www.acgt.asia
25th Floor, Wisma Genting,
28 Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia.
T: +603 2333 2288
F: +603 2161 3621
E: info@acgt.asia

GENTING BERHAD (7916-A)

24th Floor, Wisma Genting, Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia

T : +603 2178 2288 / 2333 2288 F : +603 2161 5304

www.genting.com

GENTING

GENTING BERHAD (7916-A)

ANNUAL REPORT 2007

GENTING GROUP

We are a leading multinational corporation committed to enhancing shareholder value and maintaining long-term sustainable growth in our core businesses.

OUR MISSION

We will:

1. Be responsive to the changing demands of our customers and excel in providing quality products and services.
2. Be committed to innovation and the adoption of new technology to achieve competitive advantage.
3. Generate a fair return to our shareholders.
4. Pursue personnel policies which recognise and reward performance and contributions of employees and provide proper training, development and opportunities for career advancement.
5. Be a responsible corporate citizen, committed to enhancing corporate governance and transparency.

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CORPORATE PROFILE

GENTING

www.genting.com

Asia's leading multinational corporation

The Genting Group is Malaysia's leading multinational corporation and one of Asia's best-managed companies. The Group has over 27,000 employees, 11,000 acres of prime resort land and more than 80,000 hectares of plantation land.

The Genting Group is the collective name for Genting Berhad and its subsidiaries that comprises four listed entities with a combined market capitalisation of about RM62 billion (US$19 billion).

The Group via Genting International P.L.C. ("Genting International") (www.gentinginternational.com) is a leading resort development specialist with over 20 years of international gaming expertise and global experience in developing, operating and/or marketing internationally acclaimed casinos and integrated resorts in different parts of the world, including Australia, the Americas, Malaysia, the Philippines and the United Kingdom ("UK").

In 2006, Genting International won a competitive tender to build and operate an integrated resort in Singapore's Sentosa Island, called Resorts World at Sentosa. To be opened in 2010, this integrated resort will house Universal Studios Singapore, Quest Marine Life Park - the world's largest oceanarium and the offices of Mark Burnett Productions Asia.

Genting International is also the largest casino operator in the UK where its subsidiary, Genting Stanley, has a total of 46 casinos - 41 in provinces and 5 of the most prestigious casinos in London (i.e. Crocksford Club, Maxims Casino Club, The Colony Club, The Palm Beach and London Mint).

The Genting Group was founded in 1965 by the late Tan Sri (Dr.) Lim Goh Tong with the development of a beautiful highlands resort, named Genting Highlands Resort (www.genting.com.my). Located at the peak of Mount Ulu Kali, 2,000 metres above sea level and 58 kilometres from Kuala Lumpur in Malaysia, it is now one of the world's leading integrated entertainment resorts, attracting 19.6 million visitors in 2007.

Under the leadership of Tan Sri Lim Kok Thay, the Genting Group continues to grow from strength to strength. His commitment to excellence, innovation and growth has resulted in the birth of premier global brand names.

Genting Highlands Resort was voted the World's Leading Casino Resort (2005 and 2007) and Asia's Leading Casino Resort from 2005 to 2007 by World Travel Awards.

The resort offers 6 hotels with 10,000 rooms, over 50 fun rides, 170 dining and shopping outlets, mega shows, international business convention facilities and endless entertainment - all in one location. At 2,000 metres (6,000 feet) above sea level, it enjoys fresh cool climate all year round and splendid views of its natural surrounding highlands. One of its hotels, First World Hotel is the world's largest hotel with 6,118 rooms (officially acknowledged by Guinness World Records and Ripley's Believe It Or Not).

Genting Highlands Resort is owned and operated by Resorts World Bhd ("Resorts World"). In addition, Resorts World owns and manages the Awana chain of hotel resorts in Malaysia (www.awana.com.my), comprising Awana Genting Highlands Golf & Country Resort, Awana Kijal Golf, Beach & Spa Resort, Terengganu and Awana Porto Malai, Langkawi.

One of the country's lowest cost producers of palm oil, the Genting Group's plantation arm, Asiatic Development Berhad (www.asiatic.com.my), has over 80,000 hectares of land in Malaysia and Indonesia. It has some property development projects in the states of Johor, Kedah and Melaka and has a joint venture project developing more land in Indonesia into oil palm plantation.

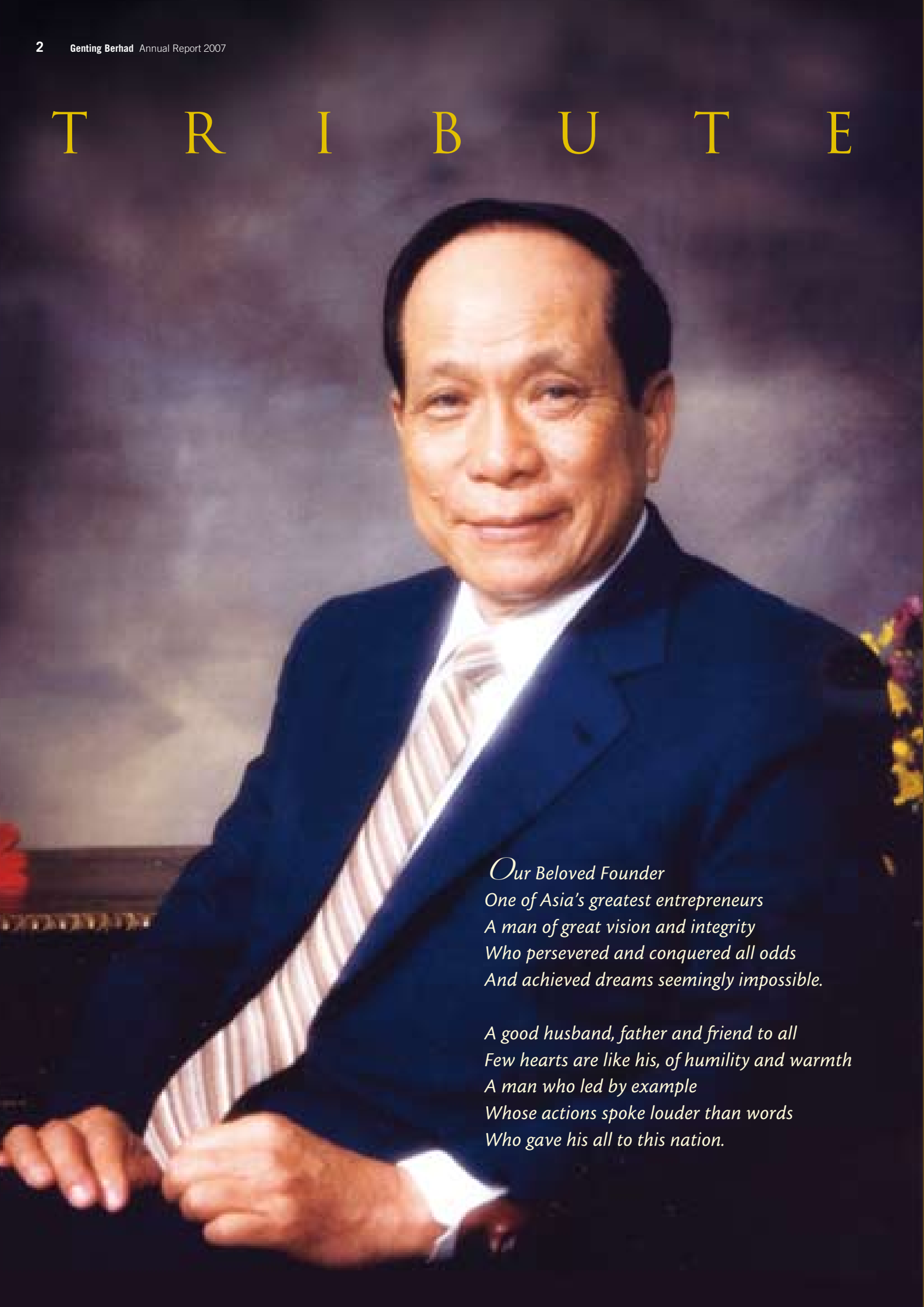
Asiatic through its subsidiary Asiatic Centre for Genome Technology Sdn Bhd ("ACGT"), has also formed a joint venture with US-based Synthetic Genomics, Inc. In line with its aim to be a world-class centre of excellence in genomic science in Malaysia, ACGT is receiving technical assistance from the highly acclaimed US-based J. Craig Venter Institute to explore the use of genomics-based techniques to improve yields and profit streams of oil palm.

Operating in Malaysia, India and China, the Group's Power Division is a considerable force in the industry with a net attributable capacity of 1,450MW. Its two key assets are the 720MW Kuala Langat gas-fired plant in Malaysia and the 724MW Meizhou Wan coal-fired plant in Fujian, China. In March 2007, the Group divested its paper and packaging businesses to focus on its other core businesses.

The Oil & Gas Division via Genting Oil & Gas Limited (www.gentingoil.com) is the only private Malaysian oil and gas production and exploration company. In China, the division operates an onshore-enhanced recovery oilfield under a Petroleum Contract with Sinopec. In Indonesia, the division has interests in three Production Sharing Contracts signed with BPMIGAS (Indonesia's oil and gas supervisory body).

The Genting Group is committed to continue to grow strongly as a leading Asian multinational corporation.

T R I B U T E



Our Beloved Founder
One of Asia's greatest entrepreneurs
A man of great vision and integrity
Who persevered and conquered all odds
And achieved dreams seemingly impossible.

A good husband, father and friend to all
Few hearts are like his, of humility and warmth
A man who led by example
Whose actions spoke louder than words
Who gave his all to this nation.

TAN SRI (DR.) LIM GOH TONG

28 February 1918 – 23 October 2007

The story of Lim Goh Tong, founder of the Genting Group, is a unique, inspiring Malaysian success story. He arrived in Malaysia in 1937 as a penniless young man without any tertiary education and went on to create the Genting Group – one of Asia's leading conglomerates.

He was often named amongst the world's most successful Asian entrepreneurs. To many, he was the legend who at the age of 47, embarked on a vision of turning a remote mountain into today's highly successful Genting Highlands Resort – Malaysia's premier tourist destination.

His life story and values are an inspiration to all. He dared to dream dreams and had the courage and conviction to turn them into reality. He did not study beyond primary school, yet was fearless in turning life's challenges into opportunities. His distinct entrepreneurial style blended street savvy with well-timed risk-taking and relentless hands-on management. He had a huge appetite for work, vacation was not in his vocabulary. But above all, he was extremely humble, often addressing himself as a simple traditional Chinese businessman.

Lim was born in 1918 in Anxi in China's southern Fujian province. He was the fifth child and second son of a vegetable-seed trader. When his father died, 16-year-old Lim left school and took over the trading business, hawking his goods along country roads.

Determined to support his mother and siblings financially, at 19 he ventured to work in Malaya. Starting as a carpenter, he went on to trade in used equipment and machinery, investing profits earned into small-scale mining ventures and plantations. Eventually, he established his own construction company called 'Kien Huat' and through dedication and hard work became a successful Class A contractor, completing many major public infrastructure projects.

After Malaysia's independence, he was awarded the contract to build the country's first dam – the RM12 million Ayer Itam Dam in Penang. His other major projects included the RM5.2 million Sultan Yahya Petra Bridge in Kota Bharu, the RM20 million Hydroelectric Power Project in Cameron Highlands and the RM54 million Kemubu Irrigation Scheme.

In 1964, while working in Cameron Highlands, he was inspired to build a highland resort for everyone to enjoy the cool mountain air. He identified Gunung Ulu Kali, a 1,800-metre high mountain plateau overlooking the country's capital, Kuala Lumpur, straddling the border between the states of Selangor and Pahang.

Many regarded this vision as an impossible dream, especially at a time when he could afford to retire comfortably. "The Genting project fitted my idea of an ideal business: Nobody else was interested in it," Lim wrote in his autobiography. Undeterred, he ploughed all his savings into turning his dream resort into reality. His humility, determination and proven track record as a contractor won the confidence of the authorities who approved his application to acquire and develop 6,000 hectares of land for the project.

On 8 August 1965, he began constructing the access road to the summit of Mount Ulu Kali through the dense tropical rainforest and rugged mountainous terrain. He devoted all his time, money and resources, even risking his life several times to complete this crucial access road within three years, instead of the original six-year target.

On 31 March 1969, when the foundation stone for the first hotel was laid, Malaysia's first Prime Minister Tunku Abdul Rahman Putra said the Government would consider a casino licence to further develop tourism in this remote area. On 28 April 1969, Malaysia granted its first and only casino licence to Genting.

On 8 May 1971, Genting Highlands Resort opened for business and became a great success story. Today, it is Malaysia's premier integrated resort and tourist destination attracting 19.6 million visitors in 2007. A vibrant 'City of Entertainment' – it offers six hotels (including the world's largest hotel) with ten thousand rooms, exhilarating fun rides, superb dining and shopping experiences, mega shows and international convention facilities.

From the humble beginnings of a 38-room hotel, Lim developed his Genting Group into a global empire spanning resorts, cruise ships, plantations, power generation and oil and gas exploration and production. The Genting Group is now known as one of Asia's leading and best-managed conglomerates. In the US, Lim bankrolled the Mashantucket Pequot Tribe in Connecticut to create one of the world's largest casino complexes, Foxwoods Resort Casino.

Lim retired on 31 December 2003 at age 85, handing over the reigns to his second son Kok Thay. After retiring, Lim spent most of his time at a villa he built in Gohtong Jaya, a township at the foothills of his beloved Genting Highlands.

A well-known philanthropist, he gave generously to the community through the Genting Group and Yayasan Lim, a family foundation established in 1978. He built the Chin Swee temple to honour the deity who inspired him to complete the access road to the peak of Mount Ulu Kali. For his contributions to the national economy and society, he was bestowed the title of "Tan Sri" by HM the Yang di-Pertuan Agong in 1979 and an Honorary Doctorate of Entrepreneurship from University of Tunku Abdul Rahman in 2005.

Tan Sri (Dr.) Lim married Puan Sri Lee Kim Hua in 1944. They were blessed with six children (three sons and three daughters) and 19 grandchildren.

He passed away peacefully on 23 October 2007 and was laid to rest on 29 October 2007, after a week-long wake attended by his beloved family, friends, associates and dignitaries from all over the world.

His honesty, humility and wisdom will be deeply missed. His remarkable legacy lives on.

HIS INSPIRING LEGACY LIVES ON...

bringing you our expertise in...

leisure & hospitality • power • plantation • property • oil & gas • cruising

Genting Highlands Resort
One of the world's leading integrated resort destinations

Resorts World at Sentosa
World-class integrated family resort in Singapore

Genting Stanley
Largest casino operator in the United Kingdom

Star Cruises
World's first global cruise line and Asia's leading cruise operator

Genting Power
A fast growing regional power player in Asia

Asiatic
One of Malaysia's lowest cost palm oil producers and a reliable property developer

Genting Oil & Gas
The only private Malaysian oil and gas exploration and production company

GENTING PREMIER BRANDS

RESORTS WORLD BHD

GENTING INTERNATIONAL P.L.C.

ASIATIC DEVELOPMENT BERHAD

Genting Oil & Gas Limited

Genting Power Holdings Limited

GROUP CORPORATE STRUCTURE

GENTING BERHAD (7916-A)
and its Principal Subsidiaries
and Associates
as at 15 May 2008

LEISURE & HOSPITALITY DIVISION

48.4%	**RESORTS WORLD BHD***
48.4%	First World Hotels & Resorts Sdn Bhd^
54.5%	**GENTING INTERNATIONAL P.L.C.****
54.5%	Resorts World at Sentosa Pte Ltd##
54.5%	Genting Stanley plc##
54.5%	E-Genting Holdings Sdn Bhd##
54.5%	Genting WorldCard Services Sdn Bhd##
30.3%	LANDMARKS BERHAD*

PLANTATION DIVISION

54.8%	**ASIATIC DEVELOPMENT BERHAD***
54.8%	Asiatic Tanjung Bahagia Sdn Bhd#
54.8%	Asiatic SDC Sdn Bhd#
54.8%	Asiatic Oil Mills (WM) Sdn Bhd#
54.8%	Asiatic Plantations (WM) Sdn Bhd#
54.8%	Asiatic Centre for Genome Technology Sdn Bhd#

PROPERTY DIVISION

54.8%	Asiatic Land Development Sdn Bhd#
100%	Oakwood Sdn Bhd
48.4%	Gentinggi Sdn Bhd^
48.4%	Kijal Resort Sdn Bhd^
54.8%	Setiamas Sdn Bhd#

POWER DIVISION

100%	Genting Power Holdings Limited
58.6%	Genting Sanyen Power Sdn Bhd
100%	Genting Power China Limited
30%	Lanco Kondapalli Power Pvt Ltd
36.3%	Aban Power Company Ltd

OIL & GAS DIVISION

95%	Genting Oil & Gas Limited
95%	Genting Oil & Gas (China) Limited
95%	Laila Limited

INVESTMENT HOLDING & MANAGEMENT SERVICES

100%	Genting Hotel & Resorts Management Sdn Bhd
100%	Awana Hotels & Resorts Management Sdn Bhd
100%	Genting Management and Consultancy Services Sdn Bhd
100%	Genting Overseas Holdings Ltd
48.4%	Resorts World Limited^
74%	Genting Lanco Power (India) Pvt Ltd

* Listed on Bursa Malaysia Securities Berhad.
** Listed on the Singapore Exchange Securities Trading Limited
^ Subsidiary of Resorts World Bhd.
# Subsidiary of Asiatic Development Berhad.
Subsidiary of Genting International P.L.C.

CORPORATE DIARY

2007

15 January
Announcement of the Proposed Share Split involving the subdivision of each of the Company's existing ordinary shares of RM0.50 each into 5 ordinary shares of RM0.10 each ("Proposed Share Split") and the Proposed Amendments to the Memorandum and Articles of Association of the Company ("Proposed Amendments to the M&A").

27 February
Notice to Shareholders of the Extraordinary General Meeting ("EGM") in relation to the Proposed Share Split and Proposed Amendments to the M&A.

28 February
Announcement of the Consolidated Results of the Group for the fourth quarter and the Audited Results for the financial year ended 31 December 2006.

16 March
Announcement of the disposal by Genting Sanyen (Malaysia) Sdn Bhd ("GSM"), an indirect 97.7% owned subsidiary of the Company of its paper and packaging businesses through the sale of the entire issued share capital of its subsidiaries which are involved in the paper and packaging businesses.

21 March
EGM in respect of the Proposed Share Split and Proposed Amendments to the M&A.

30 March
Announcement of the Entitlement Date for the Proposed Share Split.

16 April
Listing of and quotation for the ordinary shares of RM0.10 each in the Company on the Main Board of Bursa Malaysia Securities Berhad.

24 April
Announcement of the following :
(a) Entitlement Date for the Proposed Final Dividend in respect of the financial year ended 31 December 2006;
(b) Thirty-Ninth Annual General Meeting; and
(c) Proposed Renewal of Mandate for the Proposed Share Buy-Back.

24 May
Announcement of the Unaudited Consolidated Results of the Group for the first quarter ended 31 March 2007.

30 May
Notice to Shareholders of the Thirty-Ninth Annual General Meeting.

21 June
Thirty-Ninth Annual General Meeting.

24 July
Announcement of the completion of the disposal by GSM of its paper and packaging businesses and completion of the disposal by the Company of its 25,000,000 14% Redeemable Non-Convertible Cumulative Preference Shares of RM1.00 each in Genting Sanyen Industrial Paper Sdn Bhd, a wholly-owned subsidiary of GSM.

31 July
Announcement of the redesignation of Dato' Dr. R. Thillainathan as a Non-Independent Non-Executive Director of the Company upon his retirement as an Executive Director with effect from 30 July 2007.

23 August
Announcement of the following:
(a) Appointment of Mr Chin Kwai Yoong as an Independent Non-Executive Director of the Company and a member of the Audit Committee;
(b) Unaudited Consolidated Results of the Group for the second quarter ended 30 June 2007; and
(c) Entitlement Date for the Interim Dividend in respect of the half year ended 30 June 2007.

11 September
Announcement of the following:
(a) Resignation of Tan Sri Gunn Chit Tuan as an Independent Non-Executive Director of the Company and Chairman of the Audit Committee of the Company; and
(b) Appointment of Tan Sri Dr. Lin See Yan as the Chairman of the Audit Committee.

23 October
Demise of the Founder and Honorary Life Chairman of the Company, the late Tan Sri (Dr.) Lim Goh Tong.

19 November
Announcement of the resignation of Tan Sri Lim Kok Thay as a member of the Audit Committee of the Company.

22 November
Announcement of the following:
(a) Unaudited Consolidated Results of the Group for the third quarter ended 30 September 2007; and
(b) Special Dividend of 30.0 sen less 27% tax per ordinary share of 10 sen each in memory of the Founder and Honorary Life Chairman of the Company, the late Tan Sri (Dr.) Lim Goh Tong.

2008

28 February
Announcement of the Consolidated Results of the Group for the fourth quarter and the Audited Results for the financial year ended 31 December 2007.

2 May
Announcement of the Proposed Renewal of authority for the Company to purchase its own shares and Proposed Exemption under Practice Note 2.9.10 of the Malaysian Code on Take-Overs and Mergers, 1998.

21 May
Announcement of the following:
(a) Entitlement Date for the Proposed Final Dividend in respect of the financial year ended 31 December 2007;
(b) Fortieth Annual General Meeting; and
(c) Proposed amendments to the Articles of Association of the Company.

DIVIDENDS		Announcement	Entitlement Date	Payment
2006	Final - 4.0 sen less tax per ordinary share of 10 sen each	28 February 2007	29 June 2007	24 July 2007
2007	Interim - 2.7 sen less tax per ordinary share of 10 sen each	23 August 2007	28 September 2007	25 October 2007
2007	Special – 30.0 sen less tax per ordinary share of 10 sen each	22 November 2007	6 December 2007	21 December 2007
2007	Proposed Final – 4.3 sen less tax per ordinary share of 10 sen each	28 February 2008	30 June 2008	23 July 2008*

* *Upon approval of Shareholders at the Fortieth Annual General Meeting.*

CORPORATE INFORMATION

BOARD OF DIRECTORS

Tan Sri Lim Kok Thay	Chairman and Chief Executive
Tun Mohammed Hanif bin Omar	Deputy Chairman
Tan Sri Mohd Amin bin Osman	Executive Director
Dato' Dr. R. Thillainathan	Non-Independent Non-Executive Director
Mr Quah Chek Tin	Non-Independent Non-Executive Director
Dato' Paduka Nik Hashim bin Nik Yusoff	Independent Non-Executive Director
Tan Sri Dr. Lin See Yan	Independent Non-Executive Director
Mr Chin Kwai Yoong	Independent Non-Executive Director

AUDIT COMMITTEE

Tan Sri Dr. Lin See Yan
Chairman/Independent Non-Executive Director

Dato' Paduka Nik Hashim bin Nik Yusoff
Member/Independent Non-Executive Director

Mr Chin Kwai Yoong
Member/Independent Non-Executive Director

Mr Quah Chek Tin
Member/ Non-Independent Non-Executive Director

NOMINATION COMMITTEE

Tan Sri Dr. Lin See Yan
Chairman/Independent Non-Executive Director

Dato' Paduka Nik Hashim bin Nik Yusoff
Member/Independent Non-Executive Director

REMUNERATION COMMITTEE

Dato' Paduka Nik Hashim bin Nik Yusoff
Chairman/Independent Non-Executive Director

Tan Sri Dr. Lin See Yan
Member/Independent Non-Executive Director

Tan Sri Lim Kok Thay
Member/Chairman and Chief Executive

SECRETARY

Ms Loh Bee Hong

PRINCIPAL EXECUTIVE OFFICERS

Tan Sri Lim Kok Thay
Chairman and Chief Executive

Tun Mohammed Hanif bin Omar
Deputy Chairman

Tan Sri Mohd Amin bin Osman
Executive Director

Mr Tan Kong Han
President and Chief Operating Officer

Mr Chong Kin Leong
Executive Vice President - Finance

Mr Justin Leong Ming Loong
Head of Strategic Investments and Corporate Affairs

Mr Ong Tiong Soon
Chief Executive Officer - Genting Sanyen Group

Mr Andrew Macdonald
Executive Vice President - Business Development

Ms Goh Lee Sian
Senior Vice President - Legal

Encik Azmi bin Abdullah
Group Treasurer

GENTING BERHAD

A public limited liability company
Incorporated and domiciled in Malaysia
Company No. 7916-A

REGISTERED OFFICE

24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur
Tel : +603 2178 2288/2333 2288
Fax : +603 2161 5304
E-mail : gbinfo@genting.com

REGISTRARS

Genting Management and Consultancy Services Sdn Bhd
24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur
Tel : +603 2178 2266/2333 2266
Fax : +603 2161 5304

STOCK EXCHANGE LISTING

Main Board of Bursa Malaysia Securities Berhad
(Listed on 28 December 1971)

AUDITORS

PricewaterhouseCoopers
(Chartered Accountants)

INTERNET HOMEPAGE

www.genting.com

DIRECTORS' PROFILE

TAN SRI LIM KOK THAY
Chairman and Chief Executive

Tan Sri Lim Kok Thay (Malaysian, aged 56), appointed on 17 August 1976, was redesignated as the Chairman and Chief Executive on 1 July 2007. He holds a Bachelor of Science Degree in Civil Engineering from the University of London. He attended the advanced management programme of Harvard Business School, Harvard University in 1979. He is also the Chairman and Chief Executive of Resorts World Bhd, the Chief Executive and a Director of Asiatic Development Berhad, the Executive Chairman of Genting International P.L.C. and the Chairman of Genting Stanley plc.

In addition, he sits on the Boards of other Malaysian and foreign companies. He has served in various positions within the Group since 1976. He also sits on the Board of trustees of several charitable organisations in Malaysia.

Tan Sri Lim holds a total of 10,369,000 ordinary shares in the Company, 1,660,000 ordinary shares in Resorts World Bhd, 369,000 ordinary shares in Asiatic Development Berhad and 198,000 ordinary shares in Genting International P.L.C.; and has a share option to subscribe for 2,500,000 ordinary shares in the Company, a share option to subscribe for 2,340,000 ordinary shares in Resorts World Bhd and a share option to subscribe for 5,658,536 ordinary shares in Genting International P.L.C.

Tan Sri Lim is a Director of Kien Huat Realty Sdn Berhad ("KHR"), a substantial shareholder of the Company and has a deemed interest in KHR by virtue of being a beneficiary of discretionary trust which owns non-voting preference shares in KHR.

Tan Sri Lim is the Chairman and Chief Executive Officer of Star Cruises Limited, a company listed on The Stock Exchange of Hong Kong Limited. He also has an interest in the securities of this company. The Star Cruises group engages in cruise and cruise related businesses. As the cruise industry forms a segment of the leisure industry, there may be indirect competition between the Group and Star Cruises.

TUN MOHAMMED HANIF BIN OMAR
Deputy Chairman

Tun Mohammed Hanif bin Omar (Malaysian, aged 69), appointed on 23 February 1994, is the Deputy Chairman. He was Inspector-General of The Royal Malaysian Police for 20 distinguished years before retiring in January 1994, having joined as an officer in 1959. He holds a Bachelor of Arts Degree from the University of Malaya, Singapore, Bachelor of Law (Honours) degree from Buckingham University and the Certificate of Legal Practice (Honours) from the Legal Qualifying Board.

He is also the Deputy Chairman of Resorts World Bhd and the Chairman of General Corporation Berhad and sits on the Board of AMMB Holdings Berhad, AmBank (M) Berhad, AmIslamic Bank Berhad, AMFB Holdings Berhad and AmInvestment Bank Berhad.

He has received numerous honorary awards by Malaysia, Indonesia, Thailand, Singapore, Brunei and the Philippines for his invaluable contribution towards the region's security. In 1993, he became the only serving public servant to be awarded non-ex-officio Malaysia's highest non-royal award which carries the titleship of 'Tun'.

Tun Mohammed Hanif was a member of the Royal Commission for the Enhancements of the Operations and Management of The Royal Malaysian Police. He is the President of the Malaysian Institute of Management (MIM) and Malaysian Branch of the Royal Asiatic Society (MBRAS), Member of the Malaysian Equine Council and a Council Member of the Malaysian Crime Prevention Foundation. In addition, he is the Chairman of the Tun Razak Trust Foundation and a Trustee of the Malaysian Liver Foundation.

Tun Mohammed Hanif holds 201,000 ordinary shares in the Company and 5,000 ordinary shares in Resorts World Bhd; and has a share option to subscribe for 1,555,000 ordinary shares in the Company and 2,185,000 ordinary shares in Resorts World Bhd respectively and a share option to subscribe for 1,131,707 ordinary shares in Genting International P.L.C.

DIRECTORS' PROFILE (cont'd)

TAN SRI MOHD AMIN BIN OSMAN
Executive Director

Tan Sri Mohd Amin bin Osman (Malaysian, aged 80), appointed on 12 May 1986, was appointed an Executive Director on 1 May 2003 upon the expiry of his consultancy contract with the Company on 30 April 2003. He is also the Chairman of Asiatic Development Berhad.

He had a distinguished career with the Royal Malaysian Police Force for a period of over 36 years where he retired as the Acting Inspector General of Police, Malaysia. In between, he had served as Deputy Commissioner of Police, Sabah; Brigade Commander, Police Field Force, East Malaysia; Chief of City Police, Kuala Lumpur; and Director of the Special Branch, Malaysia. He has won various awards including the Panglima Setia Mahkota and Sri Indera Mahkota Pahang. He also sits on the Board of Shangri-la Hotels (Malaysia) Berhad.

Tan Sri Mohd Amin holds 1,204,600 ordinary shares in the Company, 540,000 ordinary shares in Resorts World Bhd, 989,000 ordinary shares in Asiatic Development Berhad and 54,000 ordinary shares in Genting International P. L.C.; and has a share option to subscribe for 1,240,000 ordinary shares in the Company and a share option to subscribe for 1,131,707 ordinary shares in Genting International P.L.C.

DATO' DR. R. THILLAINATHAN
Non-Independent Non-Executive Director

Dato' Dr R. Thillainathan (Malaysian, aged 63), appointed on 15 January 2003, was redesignated as a Non-Independent Non-Executive Director, following his retirement as an Executive Director on 30 July 2007. He was the Chief Operating Officer of the Company from 27 November 2002 to 9 September 2006. He holds a Class 1 Honours in Bachelor of Arts (Economics) Degree from the University of Malaya, obtained his Masters and PhD in Economics from the London School of Economics and is a Fellow of the Institute of Bankers Malaysia. He has been with the Genting Group since 1989. He also sits on the Board of Petronas Dagangan Berhad and Bursa Malaysia Berhad. Dato' Dr R. Thillainathan has extensive years of experience in finance and banking. He is the past President of Malaysian Economic Association.

He is currently a director of Asia Capital Reinsurance Malaysia Sdn Bhd and a trustee of two companies limited by guarantee namely Child, Information, Learning and Development Centre as well as Yayasan MEA.

Dato' Dr R. Thillainathan has a share option to subscribe for 610,000 ordinary shares in the Company and a share option to subscribe for 1,697,560 ordinary shares in Genting International P.L.C.

MR QUAH CHEK TIN
Non-Independent Non-Executive Director

Mr Quah Chek Tin (Malaysian, aged 56), appointed on 12 April 1999 and was redesignated as a Non-Independent Non-Executive Director following his retirement on 8 October 2006. He began his career with Coopers & Lybrand, London before returning to Malaysia. He joined the Genting Group in 1979 and has served in various positions within the Group. He was the Executive Director of the Company as well as the Executive Director and Chief Operating Officer of Resorts World Bhd prior to his retirement. He holds a Bachelor of Science (Honours) Degree in Economics from the London School of Economics and Political Science and is a Fellow of the Institute of Chartered Accountants in England and Wales and a member of the Malaysian Institute of Accountants.

In addition, he sits on the Boards of Resorts World Bhd, Asiatic Development Berhad and Paramount Corporation Berhad.

Mr Quah holds 5,000 ordinary shares in the Company and Resorts World Bhd respectively and has a share option to subscribe for 1,240,000 ordinary shares in the Company and a share option to subscribe for 1,697,560 ordinary shares in Genting International P.L.C.

DIRECTORS' PROFILE (cont'd)

DATO' PADUKA NIK HASHIM BIN NIK YUSOFF
Independent Non-Executive Director

Dato' Paduka Nik Hashim bin Nik Yusoff (Malaysian, aged 70), appointed on 8 June 1979, is an Independent Non-Executive Director. He holds a Bachelor of Arts (Honours) Degree from Melbourne University and also a Masters Degree in Public Administration from Harvard University, USA. He has been in the banking industry for more than 30 years. He sits on the Boards of UBG Berhad and Malayan United Industries Berhad.

Dato' Paduka Nik Hashim bin Nik Yusoff has a share option to subscribe for 989,707 ordinary shares in Genting International P.L.C.

TAN SRI DR. LIN SEE YAN
Independent Non-Executive Director

Tan Sri Dr. Lin See Yan (Malaysian, aged 68), appointed on 28 November 2001, is an Independent Non-Executive Director. He is an independent strategic and financial consultant and a chartered statistician. Tan Sri Dr. Lin received three degrees from Harvard University, including a PhD in economics. He is an Eisenhower Fellow and also the Professor of Economics (Adjunct) at Universiti Utara Malaysia and Professor of Business & International Finance (Adjunct) at Universiti Malaysia Sabah.

Prior to 1998, Tan Sri Dr. Lin was Chairman/President and Chief Executive Officer of the Pacific Bank Group and for 14 years since 1980, Deputy Governor of Bank Negara Malaysia, having been a central banker for 34 years. After retiring as Chairman of EXCO, Khazanah Nasional in 2000, he continues to serve the public interest, including being Senior Advisor, Public & Private Partnership Centre at Prime Minister's EPU; and Member of the National Steering Committee to Transform Higher Education as well as the National Innovation Council; Economic Adviser, Associated Chinese Chambers of Commerce and Industry of Malaysia; Pro-Chancellor of Universiti Sains Malaysia; Trustee of Malaysia University for Science & Technology; Board Director of Monash University (Sunway Campus) Malaysia; Member of the Advisory Board of the Malaysian-Japan University Centre; Governor of the Asian Institute of Management, Manila and Member of the Asian Shadow Financial Regulatory Committee.

He is Chairman Emeritus, Council of the Graduate School Alumni Association at Harvard University and the Regional Director for Asia, Harvard Alumni Association at the University, in addition to being President, Harvard Club of Malaysia and the Trustee Chairman of its Foundation. Tan Sri Dr. Lin advises and sits on the Boards of a number of publicly listed and private enterprises in Malaysia, Singapore, Hong Kong and Indonesia, including as independent Director of Resorts World Bhd, Ancom Berhad, Fraser & Neave Holdings Berhad, Jobstreet Corporation Berhad, KrisAssets Holdings Berhad and Wah Seong Corporation Berhad.

Tan Sri Dr. Lin is a Trustee of Tun Ismail Ali Foundation (PNB), Malaysian Economic Association Foundation and National Cancer Foundation (MAKNA) as well as Mentor Counsellor of the LIN Foundation.

Tan Sri Dr. Lin holds 450,000 ordinary shares in Resorts World Bhd and 45,000 ordinary shares in Genting International P.L.C.; and has a share option to subscribe for 1,131,707 ordinary shares in Genting International P.L.C.

MR CHIN KWAI YOONG
Independent Non-Executive Director

Mr Chin Kwai Yoong (Malaysian, aged 59), appointed on 23 August 2007, is an Independent Non-Executive Director. He is a Fellow of the Institute of Chartered Accountants in England and Wales and a member of the Malaysian Institute of Certified Public Accountants and the Malaysia Institute of Accountants.

He started his career with Price Waterhouse (currently known as PricewaterhouseCoopers) as an Audit Senior in 1974 and was promoted to Audit Manager in 1978. He was an Audit Partner in the firm from 1982 until his retirement in 2003. During his tenure as Partner, he was the Executive Director in charge of the Consumer and Industrial Products and Services Group and was the Director-in-charge of the Audit and Business Advisory Services and Management Consulting Services division.

He had extensive experience in the audits of major companies in banking, oil and gas, automobile, heavy equipment, manufacturing, construction and property development industries. He was also involved in the corporate advisory services covering investigations, mergers and acquisitions and share valuations.

He has been a director of Rangkaian Pengangkutan Integrasi Deras Sdn Bhd since January 2005 and a director of Astro All Asia Networks plc since March 2006. He also sits on the Board of Deleum Berhad. He was a director of Tractors Malaysia Holdings Berhad until February 2006.

Attendance at Board Meetings
The details of Directors' attendances at Board Meetings are set out in the Corporate Governance statement on page 41 of this Annual Report.

CHAIRMAN'S STATEMENT

"We will focus on executing our plans and delivering our best as we enhance our presence as Asia's leading multinational corporation."

- Tan Sri Lim Kok Thay

On behalf of the Board of Directors, I am pleased to present to you the Annual Report and Audited Financial Statements of Genting Berhad ("the Company") and its group of companies ("Group") for the financial year ended 31 December 2007.

PERFORMANCE REVIEW

It has been another good year as group revenue increased by 32% to a new high of RM8.5 billion (2006: RM6.4 billion). Higher revenues were recorded from all the divisions with the exception of the Property Division.

The increase in revenue from the Leisure and Hospitality Division was mainly attributable to the first full year of revenue from Genting International P.L.C. ("Genting International")'s UK operations and higher revenue from Resorts World Bhd ("Resorts World")'s Genting Highlands Resort. Genting International's UK-based subsidiary Genting Stanley plc ("Genting Stanley") posted full year revenue of RM1.6 billion in 2007, compared to the previous year's 3-month revenue contribution when it became a subsidiary of Genting International on 6 October 2006. The increased revenue from Genting Highlands Resort was due to higher volume of business as a result of more visitor arrivals in 2007.

The higher revenue from the Power Division came mainly from the Meizhou Wan power plant in China, which posted a full year contribution in 2007, as compared to a 7-month revenue contribution for the previous financial year when it was acquired in May 2006. The Plantation Division continued to benefit from higher crude palm oil prices and an increase in the output of fresh fruit bunches. The higher revenue from the Oil & Gas Division was attributable to higher oil prices and increased production.

Group profit before tax increased to RM3.4 billion in 2007 (2006: RM2.7 billion), in line with the growth achieved by the Leisure and Hospitality, Plantation and Power divisions.

During the year, the Group also recorded a one-off gain of RM1.4 billion, arising from gain on disposal of investment in Star Cruises Limited ("Star Cruises"), gain on dilution of the Group's shareholdings in Resorts World and Genting International as well as Resorts World's gain on dilution of its investment in Star Cruises. However, the increased profit was mitigated by an impairment loss of RM1.0 billion, mainly from the impairment on goodwill arising from the acquisition of Genting Stanley.

FINANCIAL HIGHLIGHTS

Year ended 31 December	2007 RM million	2006 RM million Restated	Change %
Revenue	**8,483.8**	6,418.6	32
Profit before taxation	**3,394.5**	2,703.9	26
Profit after taxation from continuing operations	**2,732.3**	2,203.9	24
(Loss)/profit for the financial year from discontinued operations	**(170.0)**	38.6	N/M
Profit for the financial year	**2,562.3**	2,242.5	14
Profit attributable to equity holders of the Company	**1,988.9**	1,504.2	32
Shareholders' equity	**12,355.0**	11,294.7	9
Total assets	**30,178.9**	28,224.7	7
Basic earnings per share (sen)*	**53.81**	42.57	26
Diluted earnings per share (sen)*	**53.60**	42.22	27
Net dividend per share (sen)	**27.05**	4.65	N/M
Dividend cover (times)	**2.0**	8.9	(78)
Net assets per share (RM)	**3.34**	3.06	9
Return (after tax and minority interests) on average shareholders' equity (%)	**16.82**	14.80	14

Comparative figures have been restated after excluding the results of discontinued operations (disposal of paper and packaging businesses), and adjusting for share split and finalisation of Purchase Price Allocation ("PPA") exercise.
** Computed based on profit attributable to equity holders of the Company.*
N/M: Not meaningful

DIVIDENDS

We will maintain a reasonable balance between dividend payout and setting aside funds for future investment and business growth.

An interim dividend of 2.7 sen less tax per ordinary share of 10 sen each amounting to RM72.8 million was paid on 25 October 2007.

On 22 November 2007, the Board declared a special dividend of 30.0 sen less tax per ordinary share of 10 sen each amounting to RM810.9 million in memory of our Founder and Honorary Life Chairman, the late Tan Sri (Dr.) Lim Goh Tong. The special dividend was paid on 21 December 2007.

CHAIRMAN'S STATEMENT (cont'd)

The Board has recommended a final gross dividend of 4.3 sen less tax per ordinary share of 10 sen each for the approval of shareholders in the forthcoming Fortieth Annual General Meeting. Including the special dividend, total gross dividend per ordinary share in 2007 was 37.0 sen (2006: 6.4 sen), representing a payout of approximately RM1.0 billion.

CORPORATE DEVELOPMENTS

The Group via its subsidiaries undertook several strategic corporate exercises in 2007.

Genting International de-listed from the Euro-MTF Market of the Luxembourg Stock Exchange on 22 March 2007. In view of the large number of Singapore based investors, Genting International continues to be listed on the Main Board of the Singapore Exchange Securities Trading Limited ("Singapore Exchange"). As one of Singapore Exchange's top 30 companies in terms of market capitalisation, Genting International was included in the Straits Times Index in February 2007.

In Singapore, Resorts World at Sentosa Pte Ltd ("RWS") became a wholly owned subsidiary of Genting International when the latter acquired the remaining 25% equity interest in RWS from Star Cruises on 27 March 2007. Genting International has also been subscribing to new ordinary shares in RWS as part of the funding required to develop the resort. As at the latest practicable date ("15 May 2008"), Genting International's equity investment in RWS totalled 1.5 billion ordinary shares.

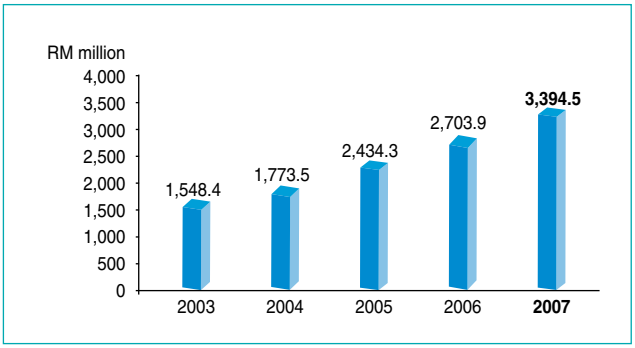
In the UK, Genting International via Genting Stanley disposed of its international betting operations on 22 March 2007 for an initial consideration of about S$3.3 million (£1 million), thus withdrawing from the betting business to focus on its casino business. In addition, Genting Stanley is entitled to a share of the after tax profits from this disposal over the next three years, subject to a maximum aggregate of about S$15.0 million (£5 million). For 2007, the share of profits would be one-third followed by 25% and 20% of the after tax profits respectively for 2008 and 2009.

On 3 December 2007, Genting International via its subsidiary Palomino Limited acquired 9.38% interest in Rank Group plc, a company listed on the London Stock Exchange. The Rank Group plc is the second largest bingo and casino operator in the UK. It also operates online gaming. The shareholding in the Rank Group plc was further increased to 11% as at 15 May 2008.

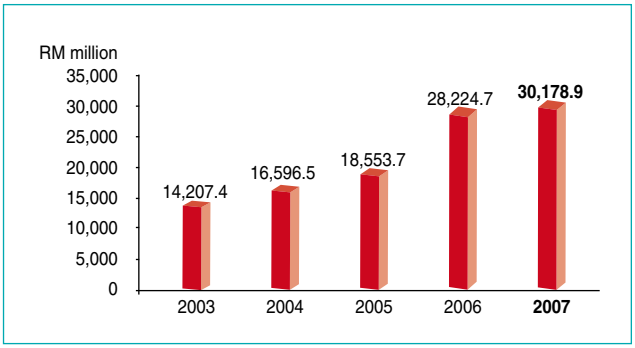
In Malaysia, Resorts World commenced a share buy-back exercise in July 2007. As at 15 May 2008, Resorts World had cumulatively bought back 129.1 million of its shares for a total consideration of RM504.1 million.

On 30 July 2007, Resorts World divested 1.01 billion or 14.02% of Star Cruises shares for approximately HKD2.65 billion (RM1.17 billion) to streamline its investment strategy. Thereafter, with a reduced stake of below 20%, Star Cruises ceased to be an associated company of Resorts World.

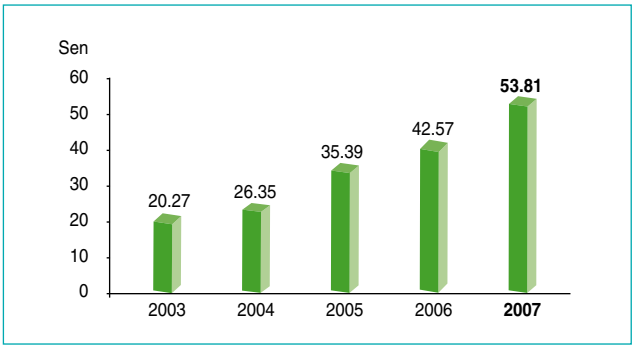
PROFIT BEFORE TAXATION



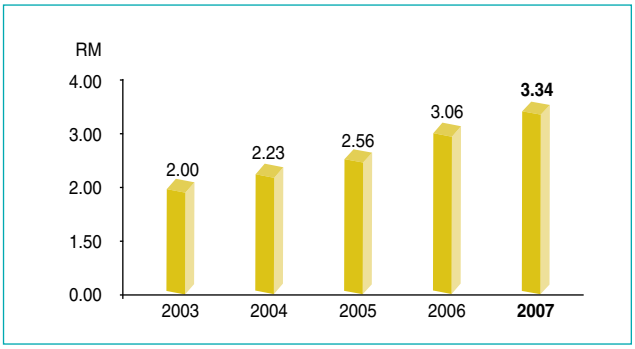
TOTAL ASSETS



BASIC EARNINGS PER SHARE*



NET ASSETS PER SHARE*



* *adjusted for share split*

CHAIRMAN'S STATEMENT (cont'd)

On 28 December 2007, Resorts World via its subsidiary announced a proposed non-renounceable offer to sell its entire equity interest of 6.16% in Genting International to its shareholders. This initiative provided an opportunity for Resorts World's shareholders to have direct participation in the prospects and future performance of Genting International at a discounted market price. This corporate exercise was completed on 30 April 2008 and raised about RM522 million in cash for Resorts World.

The paper and packaging businesses of the Group, held via Genting Sanyen (Malaysia) Sdn Bhd was divested in March 2007 for RM745 million in cash to enable the Group to focus on its core business activities.

On 28 February 2007, Asiatic Centre for Genome Technology Sdn Bhd ("ACGT"), a wholly owned subsidiary of Asiatic Development Berhad, formed a joint venture with the US-based Synthetic Genomics, Inc. to explore the use of genomics driven techniques to improve yields and profit streams of oil palm. ACGT was one of the first seven biotechnology companies to be awarded BioNexus status by the Malaysian Biotechnology Corporation under the Ministry of Science, Technology and Innovation. ACGT was officially launched in July 2007.

On 22 January 2008, the Company signed an exclusive memorandum of understanding with the Chelsea Property Group, a division of Simon Property Group Inc., to jointly study the establishment of Premium Outlets branded centres in Malaysia. Chelsea Property Group is the world's largest developer, owner and operator of outlet shopping centres with 46 Premium Outlet Centres located in the US, Japan, Korea and Mexico.

CAPITAL AND FUNDING

During the year, the Company and Resorts World each undertook a share split exercise to allow investors to trade the shares at a lower price and enable the shareholders to have a larger number of shares while maintaining their equity interest in the Company. The exercise resulted in the creation of five ordinary shares of 10 sen par value each for every one ordinary share of 50 sen held. The share-split exercises were completed and the new shares for the Company and Resorts World were listed on 16 April 2007.

Genting International undertook two convertible bond issues in 2007. The convertible bonds due 2012 were issued in January and April 2007 respectively, raising total gross proceeds of S$875 million.

The proceeds from the bond issues have been fully utilised to acquire the remaining 25% equity interest in RWS and for subscription of ordinary shares in RWS to finance its development works in Singapore. As at 15 May 2008, S$364.4 million of the convertible bonds issued in January 2007 had been converted into 577.7 million new ordinary shares of US$0.10 each of Genting International. None of the convertible bonds from the second issue in April 2007 has been converted to-date.

Genting International's rights issue exercise of about 3.6 billion new ordinary shares was completed in September 2007. The rights issue was made on the basis of 3 rights shares for every 5 existing ordinary shares at an issue price of S$0.60 for each rights share. The rights issue was oversubscribed and raised S$2.17 billion in gross proceeds, of which S$519.5 million was used as part repayment of the outstanding bridging loan taken by Genting International to acquire Genting Stanley in 2006. The remaining proceeds are mainly to part finance the development of RWS and for working capital purposes.

On 24 April 2008, RWS obtained S$4.0 billion credit facilities from banks to be utilised for the construction, development and operation of RWS.

BUSINESS DEVELOPMENTS

Genting Highlands Resort ("Resort") has once again been voted as one of the world's leading integrated leisure and entertainment destinations. It is a two-time winner of World's Leading Casino Resort (2005 and 2007) and three-time consecutive winner of Asia's Leading Casino Resort (from 2005 to 2007) by World Travel Awards, reflecting its consistent world-class products and service excellence.

During the year, Resorts World acquired its very first private jet, a new Gulfstream G450 to further expand its high life offerings to premium guests. There are currently only about 55 G450s in service throughout the world, which places Resorts World amongst an elite group of users.

The Resort remains a key economic contributor to the tourism industry in Malaysia - registering a new high of 19.6 million visitors in 2007 and providing leisure-related jobs to over 13,000 people, mainly Malaysians. The Resort continues to mesmerise visitors as a popular venue for many world-class shows and international performances - providing fun and memorable moments for the entire family.

Genting Hotel, the flagship hotel of the Resort that houses Maxims, began a major renovation in 2007 to transform the hotel to an all Suites hotel. Refurbishment and upgrading works were also carried out at other hotels of the Resort in 2007.

In Singapore, the focus is to complete the development works on schedule and deliver a world-class integrated resort by 2010. On 16 April 2007, the RWS team held the groundbreaking ceremony of its integrated resort project on a 49-hectare site at Sentosa, Singapore. In November 2007, the budgeted cost for RWS was revised from S$5.2 billion to S$6.0 billion to account for six new leisure attractions, additional improvements made to the design of hotels and resort for high-value guests, transportation, access infrastructure to the resort and the rising costs of construction. Construction is on track for the resort's opening in 2010. As at 15 May 2008, the reclamation and road diversion works were close to completion, while more than 60% of the overall substructure has been completed. Construction has moved into a new phase where superstructures such as the hotels, and Universal Studios' park buildings will be developed.

CHAIRMAN'S STATEMENT (cont'd)

In the UK, the government introduced some significant changes to the gaming regulations in 2007. The changes included the unexpected hike in gaming duty rates, the extension of a smoking ban in public areas to England and Wales and the removal of s21 gaming machines. These changes adversely impacted the business performance of the entire UK gaming industry. With the introduction of the smoking ban, the Genting Stanley team has been working hard to offer convenient alternatives to its customers, some who would normally smoke while playing. The gradual return of those most inconvenienced by this legislation has been encouraging.

The **Power Division** recorded another year of good performance. The Division has interests in seven power plants in Malaysia, China and India with a net attributable generating capacity of about 1,450MW. The 720MW gas-fired combined cycle power plant in Kuala Langat, Selangor remains highly ranked in the merit order despatch schedule of Tenaga Nasional Berhad, Malaysia's national utility group.

The **Plantation Division** recorded commendable performance in 2007. Crop production, which grew by 7% to 1.21 million tonnes (2006: 1.13 million tonnes), was the Division's record high, and this was contributed by an improvement in yield of 5% to 22.4 tonnes per hectare (2006: 21.4 tonnes per hectare). In Indonesia, the Division commenced its land clearing for oil palm cultivation in early 2007. 1,716 hectares were planted as at end 2007. Further land clearing and planting activities will continue over the next few years.

The **Property Division** launched Asiatic Pura Kencana Sri Gading, a new 320-acre of mixed residential and commercial development in Johor, Malaysia. The project's maiden launch comprising 122 units of double-storey shop offices received a good response.

The **Oil & Gas Division**, via the onshore Zhuangxi Buried Hill Oilfield in China's Shandong Province, produced 220,547 tonnes (1.51 million barrels) of oil in 2007, an increase of 5% over 2006. In Indonesia, the Division will be developing the Ande Ande Lumut Oil Discovery at the Northwest Natuna PSC. In Morocco, a 3D seismic survey of 510 square kilometres covering the Cap Juby Heavy Oil Discovery was processed and interpreted in 2007. Studies are underway to determine the reservoir potential so that a decision on appraisal drilling can be made later in 2008.

CORPORATE SOCIAL RESPONSIBILITY

The Group upholds the highest standards of operations and conduct. As a socially responsible corporation, we will continue to contribute positively to the sustainable development of the economy and the community in the various countries where we operate.

The Group has always shown care for the environment, care for employees, fostering strong relationships with business associates and supporting many community welfare causes as part of its business ethics and responsibilities. In line with the Listing Requirements of Bursa Malaysia Securities Berhad which require the listed companies to provide a description of its corporate social responsibility ("CSR") activities and practices, these efforts are now being articulated for the first time under the Group's CSR framework, with its subsidiaries having specific areas of focus.

PROSPECTS

The global economic environment remains uncertain with increasing market competition, higher cost and inflationary pressures in 2008 that may affect disposable income and consumer spending. We will remain vigilant with respect to containing any escalating costs and improve our bottom line in all of our operations.

We are closely monitoring the global trends and developments in the leisure, entertainment and gaming industries, as well as in the power, plantation and oil & gas industries. We will continue to review and develop effective strategies for business growth and expansion.

APPRECIATION

We are saddened by the demise of our beloved Founder and my father Tan Sri (Dr.) Lim Goh Tong, who passed away peacefully on 23 October 2007. Our Founder was a great man who through determination, integrity and hard work, established the Genting Group as one of Asia's leading and best-managed multinational corporations. His remarkable entrepreneurial legacy lives on.

On 30 July 2007, Dato' Dr. R. Thillainathan retired as the Executive Director of Genting Berhad, after serving the Group for 18 years. He had served the Company as the Chief Operating Officer for 4 years until September 2006. He will continue to contribute to the Group as a non-independent non-executive director of the Board. On 11 September 2007, Tan Sri Gunn Chit Tuan retired as an independent non-executive director of the Board after serving the Group for 13 years. On 1 May 2008, Mr. Tan Wooi Meng retired as the Group Company Secretary, after serving the Group for 26 years.

On behalf of the Board, I would like to extend our thanks and appreciation to Dato' Dr. R. Thillainathan, Tan Sri Gunn Chit Tuan and Mr. Tan Wooi Meng for their long serving dedication and valuable contribution to the Group.

I am pleased to welcome Mr. Tan Kong Han who joined the Group as the President and Chief Operating Officer on 1 July 2007. Prior to joining the Group, he was the Group Chief Operating Officer of Tanjong Public Limited Company. He has more than 13 years working experience in investment banking.

I am also pleased to announce the appointment of Mr. Chin Kwai Yoong as an independent non-executive director of the Board on 23 August 2007. Mr. Chin has extensive experience in the audits of major companies in various industries. He was also involved in the corporate advisory services covering investigations, mergers and acquisitions and share valuations.

My gratitude is extended to our distinguished members of the Board, who have provided valuable insights to the Group throughout the year.

To all of our stakeholders, including shareholders, customers, business associates, regulatory bodies, various authorities and employees, thank you for your confidence in our Group. I look forward to your continued support as we move forward to grow and achieve greater success.

TAN SRI LIM KOK THAY
Chairman
21 May 2008

PENYATA PENGERUSI

"Kami fokus untuk melaksanakan pelan-pelan kami, gigih untuk mencapai prestasi cemerlang demi mengukuhkan kedudukan kami sebagai syarikat multinasional yang terunggul di Asia"

Bagi pihak Lembaga Pengarah, saya dengan sukacitanya membentangkan Laporan Tahunan dan Penyata Kewangan yang telah Diaudit untuk Genting Berhad ("Syarikat") dan Kumpulan Syarikat-syarikatnya ("Kumpulan") bagi tahun kewangan berakhir 31 Disember 2007.

KAJIAN PRESTASI

Prestasi tahun ini sekali lagi membanggakan kerana perolehan Kumpulan telah meningkat sebanyak 32% mencatatkan paras tertinggi baru iaitu RM8.5 bilion (2006: RM6.4 bilion). Kesemua Bahagian telah mencatatkan peningkatan dalam perolehan kecuali Bahagian Hartanah.

Peningkatan perolehan daripada Bahagian Peranginan dan Keraian didorong terutamanya daripada sumbangan setahun genap yang pertama operasi Genting International P.L.C ("Genting International") di UK serta peningkatan perolehan dari Genting Highlands Resort yang dioperasi oleh Resorts World Bhd ("Resorts World"). Syarikat subsidiari Genting International yang berpusat di UK iaitu Genting Stanley plc ("Genting Stanley") telah mencatatkan perolehan setahun genap sebanyak RM1.6 bilion bagi tahun 2007, berbanding dengan perolehan tiga bulan pada tahun sebelumnya. Genting Stanley menjadi subsidiari Genting International pada 6 Oktober 2006. Peningkatan perolehan dari Genting Highlands Resort adalah disebabkan oleh jumlah perniagaan yang bertambah dan didorong oleh peningkatan para pengunjung pada tahun 2007.

Peningkatan perolehan dari Bahagian Janakuasa disumbang terutamanya dari loji janakuasa Meizhou Wan di China yang telah memaparkan sumbangan setahun genap berbanding dengan sumbangan perolehan sebanyak 7 bulan bagi tahun kewangan sebelumnya iaitu ketika diperolehi pada Mei 2006. Bahagian Perladangan terus bermanfaat dari harga minyak kelapa sawit mentah yang lebih tinggi dan hasil keluaran yang meningkat dari tandan buah kelapa sawit segar. Perolehan yang lebih tinggi dari Bahagian Minyak dan Gas pula berpunca dari harga minyak yang lebih tinggi dan peningkatan dalam jumlah pengeluaran.

Kumpulan mencatatkan untung sebelum cukai yang lebih tinggi iaitu RM3.4 bilion pada tahun 2007 (2006: RM2.7 bilion), selari dengan pertumbuhan yang dicapai oleh bahagian-bahagian Peranginan dan Keraian, Perladangan dan Janakuasa.

Pada tahun ini, Kumpulan turut mencatatkan keuntungan sekali sebanyak RM1.4 bilion, melalui sumbangan daripada untung dalam penjualan pelaburan di Star Cruises Limited ("Star Cruises"), pencairan dalam pegangan saham Kumpulan di Resorts World dan Genting International serta untung dalam pencairan pelaburan Resorts World di Star Cruises. Walau bagaimanapun, peningkatan keuntungan ini telah diseimbangkan dengan kerugian kemerosotan sebanyak RM1.0 bilion, disebabkan terutamanya oleh kerosotan atas muhibbah dari pemerolehan Genting Stanley.

DIVIDEN

Kami akan mengekalkan keseimbangan yang munasabah di antara dividen-dividen yang dibayar dengan dana-dana yang diperuntukkan untuk pelaburan dan perkembangan perniagaan di masa hadapan.

Dividen interim sebanyak 2.7 sen tolak cukai bagi setiap saham biasa yang bernilai 10 sen berjumlah RM72.8 juta, telah dibayar pada 25 Oktober 2007.

Pada 22 November 2007, Lembaga Pengarah telah mengumumkan dividen khas sebanyak 30.0 sen tolak cukai sesaham biasa yang bernilai 10 sen berjumlah RM810.9 juta sebagai tanda peringatan kepada Pengasas dan Pengerusi Agung Kehormat kami, Tan Sri (Dr.) Lim Goh Tong. Dividen khas ini telah dibayar pada 21 Disember 2007.

SOROTAN KEWANGAN

Tahun berakhir 31 Disember	2007 RM juta	2006 RM juta (Dinyata semula)	Beza %
Perolehan	**8,483.8**	6,418.6	32
Untung sebelum cukai	**3,394.5**	2,703.9	26
Untung selepas cukai dari operasi berterusan	**2,732.3**	2,203.9	24
(Rugi)/ untung bagi tahun kewangan dari operasi yang telah dihentikan	**(170.0)**	38.6	N/M
Untung bagi tahun kewangan	**2,562.3**	2,242.5	14
Untung boleh agih kepada pemegang ekuiti Syarikat	**1,988.9**	1,504.2	32
Ekuiti pemegang saham	**12,355.0**	11,294.7	9
Jumlah aset	**30,178.9**	28,224.7	7
Perolehan asas sesaham (sen)*	**53.81**	42.57	26
Perolehan bersih sesaham (sen)*	**53.60**	42.22	27
Dividen bersih sesaham (sen)	**27.05**	4.65	N/M
Liputan dividen (kali)	**2.0**	8.9	(78)
Aset bersih sesaham (RM)	**3.34**	3.06	9
Pulangan (selepas cukai dan kepentingan minoriti) per purata ekuiti pemegang saham (%)	**16.82**	14.80	14

Nombor perbandingan telah dinyata semula selepas pengecualian dalam operasi yang telah dihentikan (Penjualan perniagaan-perniagaan kertas dan pembungkusan), dan penyelarasan dari pecahan saham dan pelaksanaan penyelesaian Pengagihan Harga Belian.
** Dikira berasaskan untung boleh agih kepada pemegang ekuiti Syarikat.*
N/M: Tidak bermakna

Lembaga Pengarah telah mencadangkan dividen kasar akhir sebanyak 4.3 sen tolak cukai sesaham biasa bernilai 10 sen, tertakluk kepada kelulusan para pemegang saham di Mesyuarat Agung Tahunan Ke - Empat Puluh yang akan datang. Termasuk dividen khas ini, maka jumlah dividen kasar setiap saham biasa pada tahun 2007 ialah 37.0 sen (2006: 6.4 sen), yang mewakili pembayaran bernilai kira-kira RM1.0 bilion.

PENYATA PENGERUSI (sambungan)

PEMBANGUNAN KORPORAT

Kumpulan melalui subsidiari-subsidiarinya telah melaksanakan beberapa rancangan korporat yang strategik dalam tahun 2007.

Genting International telah dikeluarkan dari senarai Pasaran Euro-MTF Bursa Saham Luxembourg pada 22 Mac 2007. Memandangkan kebanyakan pelabur-pelaburnya berasal daripada Singapura, Genting International terus disenaraikan di Papan Utama Bursa Saham Singapura ("Bursa Singapura"). Sebagai salah satu daripada 30 syarikat-syarikat Bursa Singapura yang utama dari segi permodalan pasaran, Genting International telah disenaraikan di Indeks Straits Times pada Februari 2007.

Di Singapura, Resorts World at Sentosa Pte Ltd ("RWS") menjadi subsidiari milik penuh Genting International apabila Genting International memperolehi 25% baki kepentingan ekuiti dalam RWS dari Star Cruises pada 27 Mac 2007. Genting International juga turut melanggan saham-saham biasa baru di RWS sebagai sebahagian daripada modal yang diperlukan untuk membangunkan resort tersebut. Setakat tarikh boleh laksana terkini ("15 Mei 2008"), pelaburan ekuiti Genting International dalam RWS berjumlah 1.5 bilion saham-saham biasa .

Di UK, Genting International melalui Genting Stanley telah melupuskan operasi pertaruhan antarabangsanya pada 22 Mac 2007 dengan pertimbangan awal yang berjumlah S$3.3 juta (£1 juta). Dengan itu, Genting International telah menarik diri daripada perniagaan pertaruhan untuk memberi tumpuan kepada perniagaan kasino. Tambahan pula, Genting Stanley layak untuk menerima sebahagian daripada untung lepas cukai dari pelupusan ini bagi tiga tahun seterusnya, tertakluk kepada jumlah maksimum kira-kira S$15.0 juta (£5 juta). Bagi tahun 2007, bahagian untung lepas cukai yang diterima adalah satu per tiga, diikuti dengan 25% dan 20% masing-masing bagi tahun 2008 dan 2009.

Pada 3 Disember 2007, Genting International melalui subsidiarinya Palomino Limited memperolehi 9.38% kepentingan di Rank Group plc, sebuah syarikat yang disenaraikan di Bursa Saham London. Rank Group plc ialah pengendali bingo dan kasino yang kedua terbesar di UK. Ia turut mengendalikan permainan kasino melalui talian. Pegangan kepentingan di Rank Group plc telah meningkat kepada 11% setakat 15 Mei 2008.

Di Malaysia, Resorts World telah melaksanakan pembelian sahamnya sendiri pada Julai 2007. Setakat 15 Mei 2008, Resorts World telah membeli balik sejumlah 129.1 juta saham-sahamnya dengan nilai pertimbangan sebanyak RM504.1 juta.

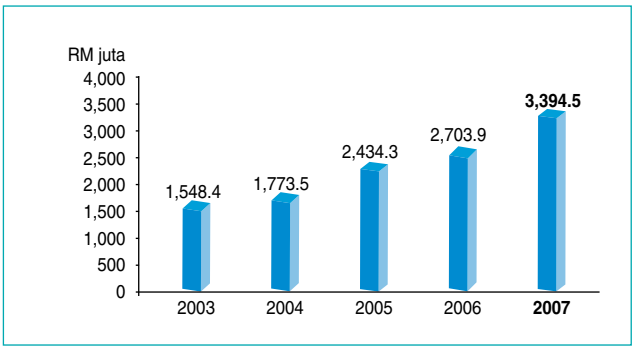
Pada 30 Julai 2007, Resorts World telah menjual 1.01 bilion atau 14.02% saham-saham Star Cruises pada harga kira-kira HKD2.65 bilion (RM1.17 bilion) untuk menyelaraskan strategi pelaburannya. Oleh itu, dengan pegangan kepentingan yang kurang daripada 20%, Star Cruises tidak lagi menjadi syarikat sekutu Resorts World.

Pada 28 Disember 2007, Resorts World telah mengumumkan satu cadangan tawaran jualan tidak boleh ditukar milik terhadap keseluruhan kepentingan ekuitinya, iaitu 6.16% dalam Genting International kepada para pemegang sahamnya. Inisiatif ini memberi peluang kepada para pemegang saham Resorts World untuk menyertai secara langsung dalam prospek dan prestasi masa depan Genting International dengan diskaun kepada harga pasarannya. Usaha korporat ini telah diselesaikan pada 30 April 2008 dan menjanakan tunai sebanyak RM522 juta kepada Resorts World.

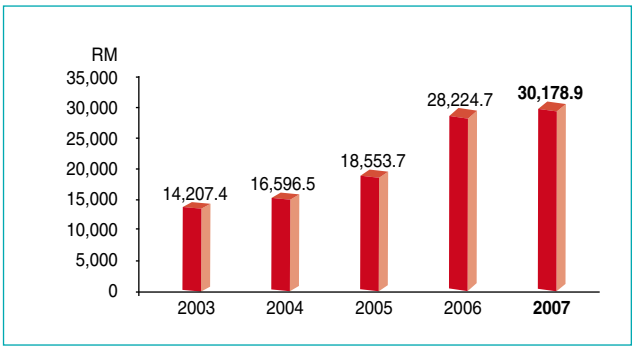
Perniagaan-perniagaan kertas dan pembungkusan, yang dipegang oleh Genting Sanyen (Malaysia) Sdn Bhd telah dilupuskan pada Mac 2007 untuk tunai sebanyak RM745 juta supaya Kumpulan boleh menumpukan kepada aktiviti perniagaan terasnya yang lain.

Pada 28 Februari 2007, Asiatic Centre for Genome Technology Sdn Bhd ("ACGT"), subsidiari milik penuh Asiatic Development Berhad, berusaha sama dengan Synthetic Genomics, Inc. dari Amerika Syarikat untuk menerokai penggunaan teknik-teknik yang berasaskan genomik bagi meningkatkan pengeluaran dan keuntungan minyak sawit. ACGT merupakan salah satu daripada tujuh syarikat bio-teknologi pertama yang dianugerahkan status BioNexus oleh Perbadanan Bioteknologi Malaysia dibawah Kementerian Sains, Teknologi dan Inovasi. ACGT telah dirasmikan pada Julai 2007.

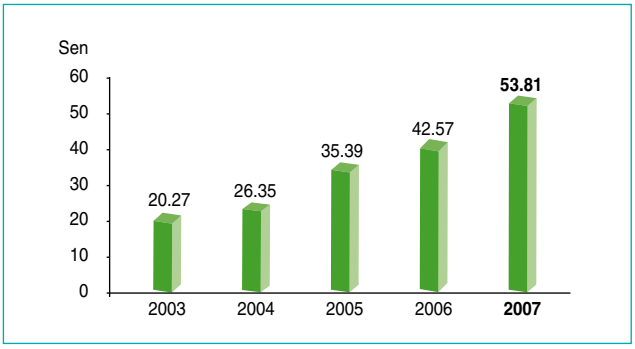
UNTUNG SEBELUM CUKAI



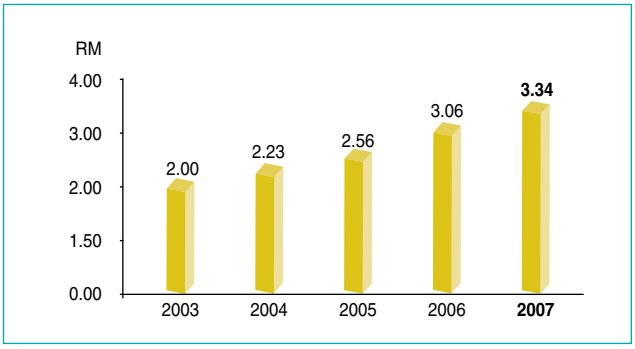
JUMLAH ASET



PEROLEHAN ASAS SESAHAM*



ASET BERSIH SESAHAM*



* *diselaras untuk pecahan saham*

PENYATA PENGERUSI (sambungan)

Pada 22 Januari 2008, Genting Berhad telah menandatangani satu memorandum persefahaman yang eksklusif dengan Kumpulan Hartanah Chelsea, satu bahagian Simon Property Group, Inc., untuk kajian bersama atas pembangunan pusat-pusat berjenama Premium Outlets di Malaysia. Chelsea merupakan pemaju, pemilik dan pengendali pusat-pusat membeli-belah yang terbesar di dunia dengan 46 Premium Outlet Centres berlokasi di Amerika Syarikat, Jepun, Korea dan Mexico.

Modal dan Pembiayaan Dana

Dalam tahun 2007, Syarikat dan Resorts World telah melaksanakan pecahan saham masing-masing supaya para pelabur dapat menjual-beli saham-saham pada harga yang lebih rendah dan membolehkan pemegang saham memiliki lebih saham di samping mengekalkan kepentingan ekuiti mereka dalam Syarikat. Hasil daripada pelaksanaan ini, lima saham biasa baru bernilai tara 10 sen sesaham telah diterbitkan bagi setiap saham biasa 50 sen yang dipegang. Pelaksanan pecahan saham ini telah selesai dan saham-saham baru telah disenaraikan pada 16 April 2007.

Genting International telah melaksanakan dua terbitan bon boleh tukar pada 2007. Bon-bon boleh tukar yang tamat tempoh pada 2012 telah diterbitkan masing-masing pada Januari dan April 2007, menghasilkan pendapatan kasar sejumlah S$875 juta.

Pendapatan-pendapatan daripada terbitan bon-bon ini telah digunakan sepenuhya untuk memperolehi baki kepentingan ekuiti 25% dalam RWS dan juga untuk memperolehi saham-saham dalam RWS untuk membiayai kerja-kerja pembangunannya di Singapura. Setakat 15 Mei 2008, S$364.4 juta bon-bon boleh tukar yang diterbitkan pada Januari 2007 telah ditukarkan kepada 577.7 juta saham-saham biasa baru yang bernilai tara US$0.10 sesaham Genting International. Setakat ini, tiada bon-bon boleh tukar kedua yang diterbitkan pada April 2007 telah ditukarkan.

Terbitan hak Genting International yang berjumlah kira-kira 3.6 bilion saham-saham biasa baru telah disempurnakan pada September 2007. Terbitan hak dilaksanakan dengan asas 3 terbitan hak untuk setiap 5 saham biasa pada harga terbitan S$0.60 sesaham. Terbitan hak yang dibuat telah terlebih langgan dan menghasilkan pendapatan kasar berjumlah S$2.17 bilion. Sejumlah S$519.5 juta digunakan oleh Genting International sebagai sebahagian daripada bayaran balik titian pinjaman yang terhutang semasa memperolehi Genting Stanley pada tahun 2006. Sebahagian besar baki pendapatan digunakan terutamanya untuk tujuan membiayai pembangunan RWS dan sebagai modal kerja.

Pada 24 April 2008, RWS memperolehi S$4.0 bilion kemudahan-kemudahan kredit dari bank-bank untuk membiayai kerja-kerja pembinaan, pembangunan dan operasi di RWS.

PEMBANGUNAN PERNIAGAAN

Genting Highlands Resort ("Resort") telah sekali lagi dicalonkan sebagai salah satu destinasi-destinasi peranginan dan hiburan bersepadu yang terulung di dunia. Ia telah dianugerahkan sebagai pemenang World's Leading Casino Resort (2005 dan 2007) sebanyak dua kali dan Asia's Leading Casino Resort untuk tiga tahun berturut-turut (dari 2005 hingga 2007) oleh World Travel Awards, yang mencerminkan prestasi konsistennya dalam penawaran produk-produk yang bertaraf dunia dan perkhidmatan yang cemerlang.

Pada tahun 2007, Resorts World telah membeli sebuah jet peribadi yang pertama, iaitu Gulfstream G450 terbaru untuk menawarkan layanan mewah kepada pelanggan-pelanggan utamanya. Pada masa ini, hanya 55 buah jet G450 yang beroperasi di seluruh dunia, dan fakta ini menempatkan Resorts World sebagai salah satu pengguna dalam kumpulan elit ini.

Resort bersepadu telah menjadi penyumbang ekonomi utama kepada industri pelancongan di Malaysia - mencatatkan rekod baru seramai 19.6 juta para pengunjung pada tahun 2007 dan menawarkan peluang-peluang pekerjaan berkaitan peranginan kepada lebih 13,000 orang, terutamanya warganegara Malaysia. Resort sentiasa memaparkan destinasi popular yang mempesonakan para pengunjung dengan pertunjukan-pertunjukan bertaraf dunia dan persembahan-persembahan antarabangsa - menyediakan detik-detik keriangan dan kenangan untuk seisi keluarga.

Genting Hotel, iaitu hotel utama bagi Resort yang menempatkan Maxims, telah memulakan kerja-kerja pengubahsuaian dalam tahun 2007 untuk merubah hotel tersebut kepada Suites hotel. Kerja-kerja pengubahsuaian dan naik taraf juga telah dilaksanakan di hotel-hotel lain di Resort dalam tahun 2007.

Di Singapura, fokus telah diberikan kepada penyelesaian kerja-kerja pembangunan mengikut jadual dan membina resort bersepadu yang bertaraf dunia menjelang tahun 2010. Pada 16 April 2007, kumpulan RWS telah mengadakan upacara pecah tanah rasmi bagi projek resort bersepadunya di atas tanah seluas 49 hektar di Sentosa, Singapura. Pada November 2007, bajet kos untuk RWS telah dipinda daripada S$5.2 bilion kepada S$6.0 bilion selepas mengambil kira tambahan enam tarikan peranginan baru, perubahan tambahan pada rekabentuk hotel-hotel dan resort untuk pelanggan-pelanggan utama, pengangkutan, infrastruktur menuju ke Resort dan peningkatan kos pembinaan. Kerja-kerja pembinaan sedang mengikut progres untuk pembukaan resort ini pada tahun 2010. Setakat 15 Mei 2008, penebusgunaan dan kerja-kerja pelencongan jalanraya telah hampir siap, sementara lebih 60% daripada keseluruhan substruktur telah disiapkan. Kerja-kerja pembinaan telah memasuki fasa baru di mana super-struktur seperti hotel-hotel, bangunan-bangunan taman tema Universal Studio akan dibina.

Di UK, kerajaan memperkenalkan beberapa pindaan yang ketara ke atas peraturan-peraturan kasino pada tahun 2007. Pindaan-pindaan tersebut termasuk kenaikan yang tidak dijangka dalam kadar duti kasino, peluasan kawasan-kawasan larangan merokok di tempat awam sehingga ke England dan Wales dan juga larangan mesin-mesin permainan s21. Pindaan-pindaan ini memberi kesan negatif atas prestasi perniagaan bagi industri permainan di seluruh UK. Dengan peraturan larangan merokok yang baru, Genting Stanley berusaha sedaya upaya untuk menawarkan kemudahan-kemudahan alternatif kepada pelanggan-pelanggan yang biasanya merokok sambil bermain. Pelanggan-pelanggan sudah mula menyesuaikan diri dengan adanya kemudahan-kemudahan alternatif ini.

Bahagian Janakuasa sekali lagi telah mencatatkan prestasi yang cemerlang. Bahagian ini mempunyai kepentingan atas tujuh buah loji janakuasa di Malaysia, China dan India yang menjanakan kuasa bersih sejumlah lebih kurang 1,450MW. Loji janakuasa 720MW yang menggunakan kombinasi kitaran pembakaran gas di Kuala Langat, Selangor mengekalkan kedudukannya dalam jadual penghantaran merit Tenaga Nasional Berhad, kumpulan utiliti nasional di Malaysia.

PENYATA PENGERUSI (sambungan)

Bahagian Perladangan telah mencatatkan prestasi yang memuaskan pada tahun 2007. Hasil keluaran telah meningkat sebanyak 7% kepada 1.21 juta tan (2006: 1.13 juta tan), yang merupakan rekod tertinggi Bahagian ini, dan ia disumbangkan terutamanya dari peningkatan hasil sebanyak 5% kepada 22.4 tan sehektar (2006: 21.4 tan sehektar). Di Indonesia, Bahagian ini memulakan pembersihan tanah untuk penanaman kelapa sawit pada awal 2007. Setakat hujung tahun 2007, 1,716 hektar tanah telah diusahakan. Pembersihan tanah dan aktiviti-aktiviti penanaman atas tanah tersebut akan diteruskan untuk beberapa tahun yang akan datang.

Bahagian Hartanah telah melancarkan Asiatic Pura Kencana Sri Gading, satu projek pembangunan baru yang menggabungkan kediaman dan komersil seluas 320 ekar di Johor, Malaysia. Pelancaran pertama projek ini merangkumi 122 unit kedai pejabat dua tingkat telah mendapat sambutan yang baik.

Bahagian Minyak Dan Gas melalui pesisir Zhuangxi Buried Hill Oilfield di Shandong, China telah mengeluarkan 220,547 tan (1.51 juta tong) minyak pada tahun 2007, iaitu peningkatan sebanyak 5% berbanding dengan tahun 2006. Di Indonesia, Bahagian ini akan membangunkan kawasan penemuan minyak Ande Ande Lumut di Northwest Natuna PSC. Di Morocco, satu kajian 3D seismik bagi kawasan seluas 510 kilometer persegi yang meliputi Cap Juby Heavy Oil Discovery telah diproses dan ditafsirkan dalam tahun 2007. Penyelidikan-penyelidikan sedang dijalankan untuk menentukan potensi isi takungan supaya keputusan atas penilaian penggerudian boleh dibuat kemudian dalam tahun 2008.

TANGGUNGJAWAB SOSIAL KORPORAT

Kumpulan kami mengamalkan prinsip-prinsip tertinggi dalam pengendalian dan operasi-operasinya. Sebagai entiti korporat yang mengamalkan tanggungjawab sosial, kami terus menyumbang secara positif kepada pembangunan ekonomi dan komuniti di negara-negara dimana kami beroperasi.

Kumpulan kami sentiasa mengamalkan penjagaan alam sekitar, tanggungjawab kepada pekerja-pekerja, memupuk hubungan baik dengan rakan-rakan perniagaan dan menyokong pelbagai aktiviti kebajikan masyarakat sebagai sebahagian daripada etika-etika dan tanggungjawab-tanggungjawab perniagaannya. Selaras dengan Syarat-syarat Penyenaraian Bursa Malaysia Securities Berhad yang memerlukan semua syarikat tersenarai memberi penerangan ke atas aktiviti-aktiviti dan amalan-amalan dalam tanggungjawab social korporat, usaha-usaha ini sedang dinyatakan untuk kali pertama dalam rangka kerja tanggungjawab sosial korporat Kumpulan, di mana subsidiari-subsidiari Kumpulan mempunyai tumpuan fokus yang spesifik.

PROSPEK

Keadaan ekonomi antarabangsa yang tidak stabil dengan pasaran yang semakin kompetitif, kos yang semakin meningkat dan tekanan-tekanan inflasi dalam tahun 2008 mungkin memberi kesan negatif terhadap pendapatan boleh guna dan perbelanjaan pengguna. Kami akan terus berjaga-jaga untuk mengawal kos-kos yang semakin naik dan meningkatkan keuntungan bagi kesemua operasi kami.

Kami akan terus mengawasi arah aliran sedunia dan perkembangan-perkembangan dalam industri-industri peranginan, hiburan dan kasino serta industri-industri janakuasa, perladangan dan minyak & gas. Kami akan terus meninjau dan menghasilkan strategi-strategi yang berkesan untuk pertumbuhan dan perkembangan perniagaan.

PENGHARGAAN

Kami berasa dukacita atas pemergian Tan Sri (Dr.) Lim Goh Tong, Pengasas kami dan ayah saya yang telah meninggal dunia dengan tenang pada 23 Oktober 2007. Pengasas kami merupakan seorang insan yang teragung. Beliau melalui sifat beliau yang dedikasi, penuh integriti dan tekun, telah menubuhkan Kumpulan Genting yang kini dikenali sebagai syarikat multinasional dengan pengurusan yang terbaik dan terulung di Asia. Warisan keusahawanan beliau yang menakjubkan akan terus berkekalan.

Pada 30 Julai 2007, Dato' Dr. R. Thillainathan bersara sebagai Pengarah Eksekutif Genting Berhad selepas berkhidmat untuk Kumpulan selama 18 tahun. Beliau berkhidmat sebagai Ketua Pengawai Operasi Syarikat selama 4 tahun sehingga September 2006. Beliau akan terus menyumbang kepada Kumpulan sebagai pengarah bukan bebas bukan eksekutif. Pada 11 September 2007, Tan Sri Gunn Chit Tuan bersara sebagai pengarah bebas bukan eksekutif bagi Lembaga Pengarah, selepas berkhidmat untuk Kumpulan selama 13 tahun. Pada 1 Mei 2008, Encik Tan Wooi Meng bersara sebagai Setiausaha Syarikat Kumpulan, selepas berkhidmat untuk Kumpulan selama 26 tahun.

Bagi pihak Lembaga Pengarah, saya ingin menyampaikan ucapan terima kasih dan penghargaan kami kepada Dato' Dr. R. Thillainathan, Tan Sri Gunn Chit Tuan dan Encik Tan Wooi Meng atas khidmat dan sumbangan dedikasi mereka kepada Kumpulan selama ini.

Saya dengan sukacitanya mengalu-alukan Encik Tan Kong Han yang menyertai Kumpulan kami sebagai Presiden dan Ketua Pegawai Operasi pada 1 Julai 2007. Sebelum menyertai Kumpulan ini, beliau adalah Ketua Pegawai Operasi Kumpulan bagi Tanjong Public Limited Company. Beliau mempunyai lebih daripada 13 tahun pengalaman dalam bidang pelaburan perbankan.

Saya dengan sukacitanya juga ingin mengumumkan pelantikan Encik Chin Kwai Yoong sebagai pengarah bebas bukan eksekutif bagi Lembaga Pengarah pada 23 Ogos 2007. Encik Chin mempunyai pengalaman yang ekstensif dalam bidang audit melibatkan syarikat-syarikat besar daripada pelbagai industri. Beliau juga melibatkan diri dalam perkhidmatan nasihat korporat yang merangkumi bidang-bidang penyiasatan, percantuman dan pemerolehan serta penilaian saham.

Saya ingin menyampaikan penghargaan kepada ahli-ahli Lembaga yang dihormati kerana memberi sumbangan bernilai kepada Kumpulan sepanjang tahun ini.

Saya ingin mengucapkan terima kasih kepada kesemua pemegang amanah harta kami, termasuk para pemegang saham, pelanggan, sekutu niaga , badan-badan pengawalan, pelbagai pihak berkuasa dan para pekerja atas keyakinan sekalian terhadap Kumpulan. Semoga kita terus berganding bahu untuk berkembang maju dan mencapai lebih kejayaan.

TAN SRI LIM KOK THAY
Pengerusi
21 Mei 2008

主席文告

“我們將專注於落實各項計劃，並竭盡所能以鞏固我們作爲亞洲最傑出之跨國企業的地位。”

本人謹代表董事部向您呈獻雲頂有限公司（以下簡稱‘本公司’）與其集團成員公司（以下簡稱‘本集團’）截至2007年12月31日的常年報告及已審核財政報告。

業績回顧

這一年的業務再創佳績，本集團營業額增長32%，創下八十五億令吉（2006年：六十四億令吉）的新高記錄。除了產業組之外，各組業務的營業額皆告上揚。

休閒與酒店組的營收表現出色，主要歸功於雲頂國際有限公司（簡稱‘雲頂國際’）在英國的業務首次貢獻全年的營收，以及雲頂高原勝地也帶來更高營收。雲頂國際的英國子公司雲頂史丹尼有限公司（簡稱‘雲頂史丹尼’）在2007年的全年營業額，達十六億令吉，由於雲頂史丹尼在2006年10月6日才成為雲頂國際子公司，因此在上一年只貢獻了三個月的營業額。另一方面，2007年更多遊客到訪，提高了生意量，是雲頂高原勝地營業額增加的主因。

電力組的營業額有所增加，主要歸功於中國的湄州灣電力廠。這是基於2006年5月收購的湄州灣電力廠，在上一個財政年只貢獻了7個月營業額，而今年貢獻了全年營收。種植組則受惠於原棕油售價上漲與新鮮棕果串產量提升。與此同時，油價上漲與產量增加，提高了石油天然氣組的營收。

隨著休閒與酒店組、種植組與電力組取得良好的營收成長，本集團在2007年的稅前盈利增加至三十四億令吉（2006年：二十七億令吉）。

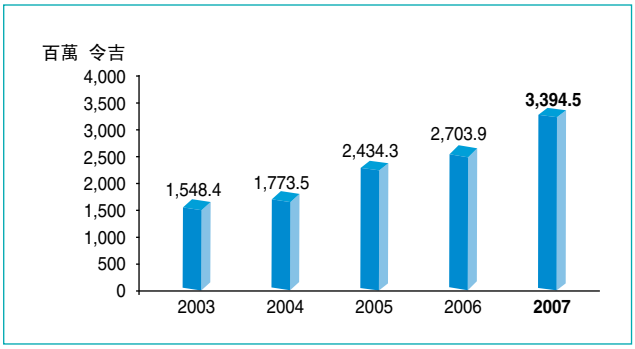
在這一年期間，本集團在通過脫售麗星郵輪有限公司（簡稱‘麗星郵輪’）的投資、稀釋本集團在名勝世界有限公司（簡稱‘名勝世界’）與雲頂國際的股權，以及名勝世界在麗星郵輪的投資，而獲得十四億令吉的一次過賺利。然而，因收購雲頂史丹尼而面對的商譽減損，導致盈利增幅被十億令吉減損虧損所抵銷。

財政重點

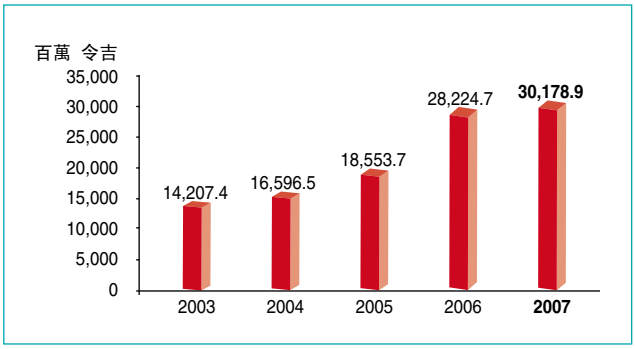
截至12月31日	2007年 百萬令吉	2006年 百萬令吉 經重列	差額 %
營運收入	**8,483.8**	6,418.6	32
稅前盈利	**3,394.5**	2,703.9	26
來自持續中業務的稅后盈利	**2,732.3**	2,203.9	24
來自已終止業務之年度（虧損）/盈利	**(170.0)**	38.6	N/M
年度盈利	**2,562.3**	2,242.5	14
歸股東盈利	**1,988.9**	1,504.2	32
股東股權	**12,355.0**	11,294.7	9
總資產	**30,178.9**	28,224.7	7
每股基本收益（仙）*	**53.81**	42.57	26
每股稀釋收益（仙）*	**53.60**	42.22	27
每股淨股息（仙）	**27.05**	4.65	N/M
股息支付率（倍）	**2.0**	8.9	(78)
每股淨資產（令吉）	**3.34**	3.06	9
平均股東股權（在扣稅與扣除少數股東利益后）的回酬（%）	**16.82**	14.80	14

比較數據已經重列，不包括已終止業務（脫售紙品與包裝業務）之業績，以及對股票分拆調整，並完成收購價配置計劃。
** 根據歸股東盈利計算*
N/M：無意義

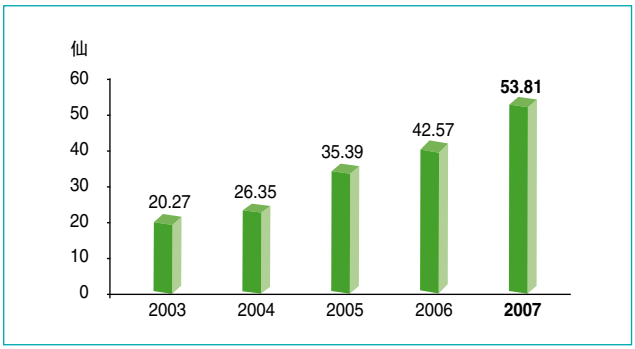
稅前盈利



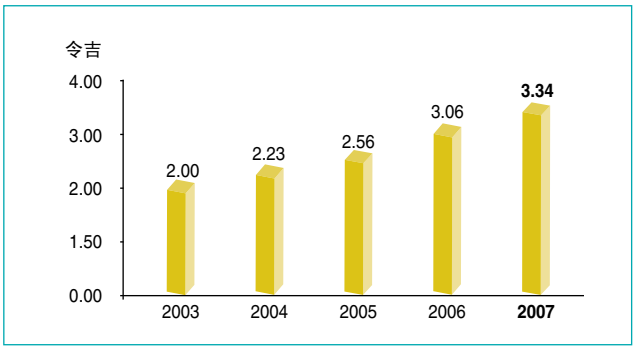
全部資產



每股基本收益*



每股淨資產*



** 經調整股票分拆*

主席文告

股息

本集團的政策是在派息的同時，保留部分資金作為未來投資與業務擴展之用，以讓三者之間維持合理的平衡。

本集團已於2007年10月25日，為每股面值10仙普通股支付2.7仙中期股息（需扣稅），總值高達七千二百八十萬令吉。

為了悼念我們的創辦人兼終生榮譽主席 – 已故丹斯里林梧桐博士，董事部在2007年11月22日宣佈每股面值10仙普通股派發30.0仙(需扣稅)特別股息，總值高達八億一千零九十萬令吉。這項特別股息已在2007年12月21日支付。

董事部建議終期股息為每股面值10仙普通股取得4.3仙（需扣稅），並將在來臨的第四十屆股東大會提出，由股東批準。2007年分發的每股普通股息，包括特別股息，總共為37.0仙（2006：6.4仙），總派息額高達約10億令吉。

企業發展

本集團透過旗下子公司，在2007年落實了多項主要的策略性企業計劃。

自2007年3月22日起，雲頂國際在盧森堡歐盟替代市場 (Euro-MTF) 除牌。在考慮到其大部份投資者，皆以新加坡為基地，雲頂國際將繼續在新加坡股票交易所主要交易板上市。按市值而言，雲頂國際是新加坡交易所三十大上市公司之一，並從2007年2月起，被納為海峽時報指數成份股。

在新加坡，雲頂國際於2007年3月27日向麗星郵輪收購聖淘沙名勝世界（簡稱“RWS”）剩餘的25％股權后，RWS成為雲頂國際獨資子公司。雲頂國際也透過認購RWS新股，作為部份的融資，以發展新勝地。截至最近實際可行日期（“2008年5月15日”）為止，雲頂國際在RWS的股權投資總共十五億普通股。

在英國，雲頂國際於2007年3月22日透過雲頂史丹尼，以初期總值約三百三十萬新元（一百萬英鎊）出售其國際投注業務，從而淡出投注業務，以專注在賭場業務。此外，雲頂史丹尼可在未來三年內，分攤這項出售資產之稅后盈利，惟最高總額為約一千五百萬新元（五百萬英鎊）。在2007年，盈利分攤比例為稅后盈利的三分之一，隨后在2008年與2009年分別為25％與20％。

在2007年12月3日，雲頂國際透過旗下子公司Palomino有限公司，收購倫敦交易所上市公司 Rank 集團有限公司的9.38％股權。Rank 集團有限公司是英國規模第二大的賓果遊戲與賭場經營者。這家公司也經營網上賭博遊戲。本集團在Rank集團有限公司的股權，在截止2008年5月15日，已進一步提高至11％。

在馬來西亞，名勝世界從2007年7月份開始回購股票。截至2008年5月15日，名勝世界已回購了一億二千九百一十萬股，總值五億四百一十萬令吉。

為了精簡投資，名勝世界於2007年7月30日，以大約二十六億五千萬港元（約十一億七千萬令吉）脫售麗星郵輪十億一千萬普通股，相等於14.02％股權。在這項售股行動后，名勝世界在麗星郵輪的股權減少至20％以下，因此麗星郵輪不再是名勝世界的聯號公司。

名勝世界於2007年12月28日宣佈不可轉讓獻議，以脫售手中6.16％的全部雲頂國際股權給公司股東。這項獻議是為了要讓名勝世界股東有機會以低過市價直接參與雲頂國際的未來發展。這項計劃已在2008年4月30日完成，並籌措約五億二千二百萬令吉現金。

本集團於2007年3月以七億四千五百萬令吉現金，脫售雲頂杉原（馬）私人有限公司屬下的紙品與包裝業務，讓本集團可以專注於其他核心業務。

亞地種植獨資子公司亞地種植基因科技中心私人有限公司(Asiatic Centre for Genome Technology Sdn Bhd，簡稱“ACGT”)於2007年2月28日與美國合成基因有限公司(Synthetic Genomics Inc.)達致一項聯營計劃，以研究運用基因科技來提升油棕收益率與加強其收益價值。ACGT是國內首七家獲得科學工藝與革新部屬下馬來西亞生物科技機構頒發生化核心工業（BioNexus）地位的其中一家公司。ACGT 於2007年7月份正式推介。

雲頂有限公司於2008年1月22日與西蒙物業集團屬下切爾西物業集團簽署諒解備忘錄，以共同研究在馬來西亞成立以頂級時尚購物中心（Premium Outlets）為品牌的購物商場。切爾西是全球最大規模的購物廣場發展商、業主兼經營者，在美國、日本、韓國與墨西哥擁有四十六間頂級時尚購物中心。

資本與融資

在這一年間，雲頂有限公司與旗下子公司名勝世界，分別進行股票分拆計劃，使投資者能夠以更低的價格交易，讓股票投資者持有更多的股票，同時保持他們在本集團的股本權益。這項計劃使原本每股面值50仙一股的股票，在分拆后變成每股面值10仙的五股股票。股票分拆計劃已完成，新股已於2007年4月16日上市。

雲頂國際在2007年發行兩批可轉換債券。這兩批可轉換債券將在2012年到期，分別在2007年1月與4月發行，籌集的資金總額為八億七千五百萬新元。

發行債券所籌集的收入，悉數用來收購在RWS剩餘的25％股權，以及認購RWS股票，作為新加坡發展項目的資金。截至2008年5月15日，共有三億六千四百四十萬新元的可轉換債券（2007年1月發行），已轉換為雲頂國際的五億七千七百七十萬股，每股面值0.10美元的新普通股。至於2007年4月發行的第二批可轉換債券，至今尚未有轉換行動。

雲頂國際於2007年9月份完成三十六億新普通股的附加股計劃。在此附加股計劃下，5股現有普通股，獲分配3股附加股，每股發售價為0.60新元。附加股獲超額認購，總共籌集二十一億七千萬新元資金。其中五億一千九百五十萬新元，作為雲頂國際於2006年收購雲頂史丹尼的未償還過渡貸款之部分付款。餘額主要用來融資RWS發展項目，以及充作營運資金。

RWS於2008年4月24日獲得銀行發出的四十億新元信貸便利，充作建筑、開發與營運RWS之費用。

業務發展

雲頂高原勝地（以下簡稱‘勝地’）再次獲選為全球首要綜合休閒與娛樂渡假景點。勝地榮獲世界旅遊大獎（World Travel Awards）投選為《世界首要賭場名勝》（2005年與2007年）以及連續三年獲選為《亞洲首要賭場名勝》（2005年至2007年），反映出勝地努力不懈地保持世界級產品與卓越服務水平。

主席文告

在這一年期間，名勝世界購買了首架私人飛機，即最新款的Gulfstream G450，為貴賓級客戶提供更奢華的享受。至今，全球只有55架G450投入服務，使名勝世界成為此機型少有的貴賓級用戶之一。

勝地繼續吸引了大量遊客到訪，成為馬來西亞旅遊業的主要經濟貢獻者。在2007年，勝地的遊客人數創下新高，總共吸引了一千九百六十萬名遊客來訪，並為超過一萬三千人，以馬來西亞人為主，提供了休閒相關領域的工作機會。勝地透過炫麗奪目的精彩演出，星光熠熠的演唱會及世界級的娛樂表演，讓遊客們陶醉其中，也為一家大小帶來無窮歡樂與美好回憶。

內設美星（Maxims）的勝地旗艦酒店 – 雲頂酒店，正如火如荼地進行翻新與現代化工程，以把酒店客房全面提升為高級套房。勝地旗下的其他酒店，也在2007年進行翻新與現代化工程。

在新加坡，本集團正全力以赴，以便在2010年如期完成世界級綜合名勝計劃。在2007年4月16日，RWS 的團隊在新加坡聖淘沙佔地四十九公頃地段上舉行動土禮，正式展開綜合名勝發展計劃。在納入六項新休閒景點、改良貴賓級客戶酒店與名勝之設計、交通運輸、通往名勝的基本建設，以及建筑成本上漲等因素后，RWS 的預算成本從原本的五十二億新元，增加至六十億新元。名勝的建築進展順利，將於2010年如期完成。截至2008年5月15日，填土與道路改道工程將近完成，而超過60%的整體基礎則已完成。建築目前已進入新階段，各項大行架構如酒店、Universal Studio 主題公園的建築物將會建起。

在英國，政府在2007年大幅修改博彩監管條例。有關修改包括讓人始料未及地調高博彩稅、擴大公共場所禁煙區至英國與威爾士，以及禁止s21博彩機。這些新條例對英國整體的博彩業帶來負面影響。由於一些客戶習慣邊抽煙邊玩牌，在新的禁煙區條例下，雲頂史丹尼的團隊已積極地謀求對策，讓客戶有更舒適的另類選擇。基於新法規所引起不便而流失的客戶，逐漸回流的現像令人鼓舞。

電力組亦在這一年取得良好表現。這項業務組分別在馬來西亞、中國與印度擁有七家發電廠的權益，淨發電能量達約1,450兆瓦。坐落在雪蘭莪瓜拉冷岳的720兆瓦燃氣聯合循環發電廠，在馬來西亞國家能源集團 – 國家能源有限公司的優先順序調度時間表享有極高排名。

種植組在2007年取得令人贊揚的表現。油棕產量提高了7%，達到一百二十一萬公噸（2006:一百一十三萬公噸），是該組的新高紀錄。這是基於每公頃的油棕產量增加了5%，達到每公頃生產22.4公噸（2006:每公頃21.4公噸）。在印尼，該組在2007年初就展開土地清理工作，以栽種油棕。截至同年杪，共有一千七百一十六公頃的土地已栽種油棕。在未來的幾年內，該組將會繼續進行清理土地及種植油棕的活動。

產業組在馬來西亞柔佛州推出新的三百二十英畝綜合住宅與商業產業發展計劃 – Asiatic Pura Kencana Sri Gading。這項計劃率先推介一百二十二個單位的雙層辦公店屋，獲得市場的積極迴響。

石油天然氣組透過中國山東省海岸經營的莊西古潛山油田（Zhuangxi Buried Hill Oilfield），在2007年生產二十二萬零五百四十七公噸（一百五十一萬桶）石油，比2006年增加了5%。我們將在印尼 Northwest Natuna PSC 的 Ande Ande Lumut 進行開採。在摩洛哥，我們在涵蓋 Cap Juby 重油發現區佔地五百一十平方公里範圍內，著手進行三維地質調查，並作出分析與解讀。相關研究正在進行當中，以鑑定 Cap Juby 的石油儲集層潛能，以便可以在2008年後對開採評估作出決定。

企業社會責任

本集團秉持最高標準之營運與管理操守。作為一家具有社會責任的企業，我們將在本集團業務遍及之處，繼續為當地經濟與社會發展，作出積極貢獻。

本集團一直以來都關注環保課題、關心員工、與商業夥伴建立穩固的關係，同時支持多項社區福利活動，反映出本集團的商業道德和負任感。遵照大馬股票交易所的上市條規，上市公司必須清楚列明其企業社會責任的活動及行為，本集團首次在企業社會責任架構下，清楚闡明了各項活動，由旗下各子公司專注於特定的領域。

前景

全球經濟在2008年充斥着不明朗因素，加上成本與通貨膨脹上漲的壓力，將可能會影響可支配收入和消費者的購買力，我們將繼續謹慎地控制成本升幅，並盡力加強各項業務的基礎表現。

我們密切留意全球休閒業、娛樂業與博彩業，以及電力、種植與石油氣體業的趨勢與發展。我們將持續檢討與開發最高效能之策略，來推動業務成長與擴展。

致謝

我們摯愛的創辦人，也就是吾父丹斯里林梧桐博士，於2007年10月23日與世長辭，令我們深感痛惜。我們的創辦人是個果敢決斷、清廉正直、勤奮實幹的偉大企業家。他創辦的雲頂集團，成為亞洲傑出和卓越管理的跨國企業。他締造的非凡企業傳奇，將永為后世所傳頌。

拿督R.Thillainathan博士在本集團服務十八年后，於2007年7月30日榮休，卸下雲頂有限公司執行董事。他曾出任本公司營運總裁四年至2006年9月。他將留任董事部，擔任非獨立非執行董事，繼續為本集團作出貢獻。丹斯里顏質端在本集團服務十三年后，於2007年9月11日榮休，卸下獨立非執行董事職務。陳偉民先生在本集團服務二十六年之后，將於2008年5月1日榮休，卸下集團公司秘書職務。

本人謹代表董事部，向拿督R.Thillainathan博士、丹斯里顏貿瑞與陳偉民先生，多年來對本集團所作出的寶貴貢獻，表示最深切的謝意。

本人欣然歡迎陳光漢先生，從2007年7月1日起加盟本集團，出任總裁兼營運總裁。在加盟本集團之前，他是丹絨有限公司集團營運總裁。他也擁有逾十三年的銀行投資經驗。

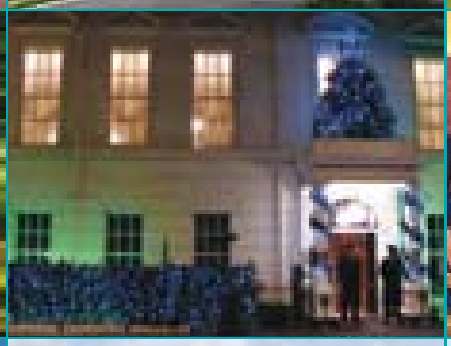
本人也欣然宣佈從2007年8月23日起，委任錢貴蓉先生為獨立非執行董事。錢先生曾為各行各業的大型企業審計帳目，經驗極其豐富。同時他也參與許多企業諮詢服務，包括調查、併購和股票估值等方面的工作。

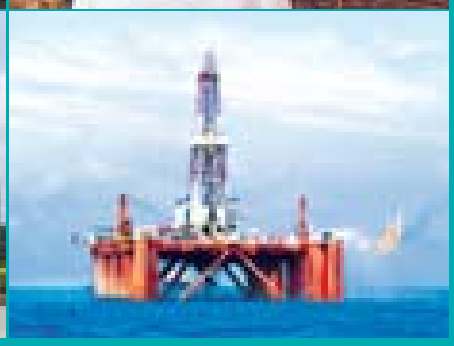
本人謹此對董事部成員過去一年來對本集團提供的寶貴意見，致以萬分謝意。

對我們的股東、顧客、商業夥伴、監管機構、各相關單位與僱員等利益相關者，一直以來給予本集團的支持與信賴，本人謹此表達由衷感謝。在本集團茁壯成長、邁向另一高峰之際，我們衷心期望能繼續獲得您的鼎力支持。

丹斯里林國泰
主席
2008年5月21日

REVIEW OF OPERATIONS





Genting Highlands Resort

LEISURE & HOSPITALITY

The Leisure & Hospitality Division registered revenue of RM5.9 billion in 2007 (2006: RM4.3 billion), primarily contributed by Resorts World and Genting International. The Division's profit before tax in 2007 was RM2.0 billion (2006: RM1.7 billion). The Group's Leisure & Hospitality division has operations in Malaysia, Singapore and the United Kingdom.

GENTING HIGHLANDS RESORT

www.genting.com.my

GENTING City of Entertainment

The Group's leisure and hospitality operations in Malaysia are spearheaded by Resorts World, which operates the Group's crown jewel, Genting Highlands Resort and the Awana chain of resorts.

Genting Highlands Resort ("Resort") is Asia's leading integrated leisure and entertainment resort. It is a two-time winner of **World's Leading Casino Resort** (2005 and 2007), awarded by World Travel Awards, besides being voted as **Asia's Leading Casino Resort** for three consecutive years (2005, 2006 and 2007).

As one of the country's leading tourist destinations, the Resort actively promoted Visit Malaysia Year 2007 with numerous shows and attractions held for domestic and international visitors.These efforts and Visit Malaysia Year 2007 enabled the Resort to register another new high of 19.6 million visitors in 2007, surpassing 2007's record of 18.7 million.

27% of the Resort's visitors were hotel guests and the remaining 73% were mainly Malaysian day-trippers. Singaporean hotel guests formed about 5% of the total visitor arrivals to the Resort in 2007. Visitor arrivals from India, Middle East, Taiwan, Vietnam, Indonesia and neighbouring countries grew considerably while domestic demand remained strong in 2007.

Also known as ***Genting - City of Entertainment***, the Resort has become a popular venue for world-class shows and international performances. It has three mega entertainment venues with a total combined seating capacity of 10,000.

It was an exciting year for ***Genting International Showroom*** (1,600 capacity) with a series of new events staged in conjunction with Visit Malaysia Year 2007. Two new events were introduced, the Genting International Jazz Festival that featured local artistes and 10 international jazz bands from various countries and the Genting International Magic Festival that featured 20 international magicians performing in front of a live audience.

In support of local theatre works, several local performances were staged such as Butterfly Lovers, "Rose, Rose, I Love You" and the Cecilia Yap Concert. These shows received rave reviews from both the audience and the media. Unique shows such as "Jump", a touring Korean Martial Arts Comedy Show and Pakistan Lux Award were held to add to the variety of entertainment offerings.

Football fans were treated to live screenings of football matches on large screens during the EPL Viewing Parties with prizes worth more than RM750,000 given to lucky winners.

The long-running resident show, *"FLY - Defy Gravity"* was held at the ***Pavilion*** (2,000 capacity). This popular show was supposed to end in July 2007 but was extended by six months to 1 January 2008.

Genting International Jazz Festival

FLY - Defy Gravity

Genting International Magic Festival

Club Elite

The ***Arena of Stars*** (6,000 capacity) is the ideal venue for spectacular star-studded concerts, live-telecast shows and adrenalin-pumping sporting events. In 2007, it hosted some 80 concerts and award shows, attracting more than 330,000 fans to the Resort. International artistes who performed at the Arena of Stars included Sir Cliff Richard, Black Eyed Peas, Boyz II Men, Engelbert Humperdinck, Kitaro, Michael Learns to Rock, Olivia Newton John and Richard Clayderman.

Chinese pop song enthusiasts were thrilled by many Hong Kong and Taiwanese artistes who performed at the Arena of Stars including Joey Yung, Sammi Cheng, Sally Yeh, Jolin Tsai, Wu Bai, Fei Yu Ching and Hacken Lee.

Other events held at the Arena of Stars were the MyFM Anniversary Concert, Hands Percussion, Genting Love Song Competition, Star Idol Live, Astro Classic Golden Melody Singing Competition and Eric Tsang Super Variety Show. Popular award shows held included Anugerah Era, Astro Wah Lai Toi Drama Award and the Zee Cine Award with the appearance of more than 50 Bollywood artistes and superstars.

Arena of Stars and ***Genting International Convention Centre ("GICC")*** also hosted the 50th Year Nationhood World Lion Dance Invitation, the National Lion Dance Championship and the Guinness 9 Ball Tournament that was organised by ESPN.

The five hilltop hotels at the Resort - Genting Hotel, Highlands Hotel, Resort Hotel, Theme Park Hotel and First World Hotel achieved an overall average occupancy of 89% in 2007. Approximately 2.6 million room nights were sold, registering an 11% growth over 2007.

Resorts World continues to upgrade its products and facilities to ensure that its integrated resort stays competitive and provides a quality product for customers.

Renovation works began in 2007 to transform ***Genting Hotel***, the flagship hotel of the Resort that houses ***Maxims*** *(www.maxims.com.my)* into an all suite hotel.

Four floors of Premier rooms at ***Highlands Hotel*** were refurbished in August 2007. 27 Parlour Suites at ***Club Elite***, a luxury brand within Highlands Hotel were renovated to provide an even better hospitality experience for its premier casino clientele. Three levels of car park at Highlands Hotel were also upgraded for the Genting World Card Platinum members.

Refurbishments of hotel rooms were also carried out at ***Theme Park Hotel*** and ***Resort Hotel*** in 2007, reflecting the latest contemporary designs.

The Resort was honoured with four awards of excellence during the Hospitality Asia Platinum Awards (HAPA) 2007. Genting Hotel was awarded "HAPA Best Family Resort of the Year", in recognition of the hotel's service excellence and its first class facilities. ***Ming Ren***, a premier Chinese fine dining outlet at the Resort renowned for its Xinjiang lamb specialty, won "HAPA Best Specialty Restaurant of the Year" while a talented chef from Club Elite won the "HAPA Chinese Cuisine Chef of the Year" award.

Adding to the Resort's list of accolades is ***M Spa & Fitness*** centre at Genting Hotel. It was voted as the "Hotel Spa of the Year" by Spa Asia in 2007.

Resort Hotel

Maxims Genting

M Spa & Fitness

First World Hotel - World's Largest Hotel

Enjoy shopping at the First World Plaza

First World Hotel & Plaza, comprising First World Hotel and First World Plaza is the only leisure, shopping and entertainment venue that enjoys cool fresh highlands air.

First World Hotel was officially recognised as the ***World's Largest Hotel*** with 6,118 rooms in 2006 and maintained this title in 2007. The hotel garnered another distinction when it introduced the innovative Self Check-in Kiosk. The kiosk is the first of its kind in Malaysia, providing hotel guests with the option to complete the entire check-in and checkout process unassisted. This reduces wait-time and increases the efficiency of front desk personnel. The self-service kiosk also automatically alerts housekeeping when a guest checks out.

First World Plaza offers more than 50 retail shops, 60 food and beverage outlets, 25 fun rides, 6 vibrant themed boulevards and many entertainment attractions under one roof. It houses popular local and international fashion brands and a wide variety of restaurants, cafes and fast food outlets.

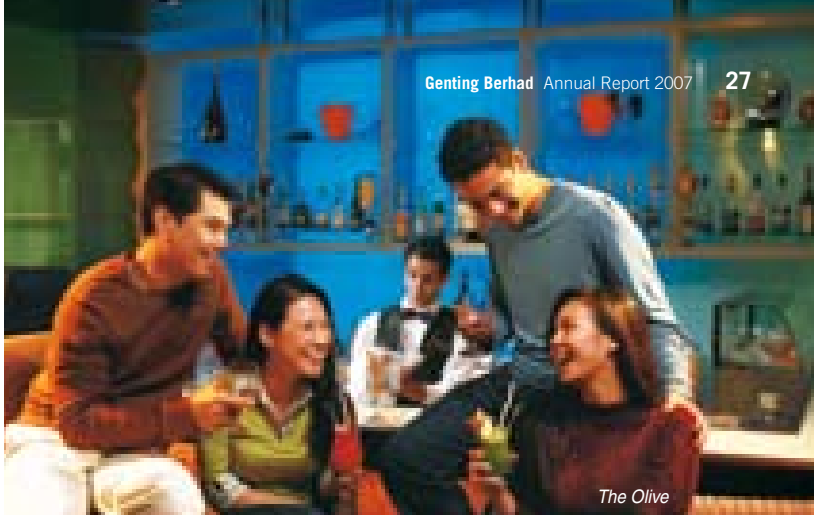
To provide even more convenience and comfort for visitors, the newly refurbished First World Hotel Bus Terminal was expanded to cater to buses arriving daily from all over Peninsular Malaysia and from Singapore. The refurbished bus terminal incorporated an LED display board and paging system to provide a systematic traffic control system at the Resort, especially useful during periods of high tourist arrivals.

Various exciting performances, cultural showcases and events were held at G*enting Times Square* and *Universal Walk* throughout the year, making First World Plaza the most exciting place at the Resort.

GICC at the First World Hotel & Plaza is one of the largest and most popular convention centres in Malaysia. It offers over 150,000 square feet of conference space including 18 meeting rooms, a Grand Ballroom, 3 Convention Halls and a Business Centre and continued to attract local and international MICE (Meetings, Incentives, Conventions and Exhibitions) markets in 2007. A total of 2,654 functions were held at GICC in 2007. Amongst the major conventioneers were Prudential Assurance, Nasa Oil Dealers, Sunrise Empire and Crown Vision International.

Genting International Convention Centre

Ming Ren


The Olive

The Division's 43 food and beverage ("F&B") outlets catered to over 13 million F&B covers in 2007. Together with other third party operators, the Resort has over 90 F&B outlets, offering a wide range of dining choices, from local to international cuisines. Several F&B outlets at the Resort also underwent refurbishment works to offer better dining experiences.

Imperial Rama, offering exquisite Chinese fine dining, reopened in September 2007. Other restaurants that reopened after refurbishment include *Good Friends Restaurant*, *Good Friends Express* and *Elite Palace*. World Club Lounge at First World Hotel was also refurbished to enhance the dining environment for its exclusive World Club guests.

In conjunction with the Malaysian International Gourmet Festival, world-renowned Michelin Star Chefs from Switzerland, France and Italy were specially flown in to present the Michelin Star Dining sessions at ***The Olive*** from October to December 2007.

During the year, ***Resort Café*** *and* ***Kampong Restaurant*** were both awarded the halal certification by the Pahang Islamic Religious Affairs Department to cater to the increasing demand for halal food.

Sky Venture

Flying Coaster

Genting Theme Park continues to enthral millions of visitors every year with over 50 fun rides and attractions. Genting Theme Park is the winner of the HAPA Tourist Attraction of the Year 2007/2008. It is also certified with the Quality Management System Standards ISO 9001: 2000 from Lloyd's Register Quality Assurance Ltd, reflecting its high quality of management and operational standards.

Its fun rides such as *Mini Train, Pirate Ship, Flying Jumbo, The Spinning Tea Cup, Rodeo Rider, Grand Prix Fun Kart, Matahari Ferris Wheel* and thrilling roller coasters continue to be popular amongst visitors. Guests can also enjoy the *Rainforest Splash Pool* - the only heated indoor water park in Malaysia at 2,000 metres above sea level or check out *Dinosaurland* at the Outdoor Theme Park.

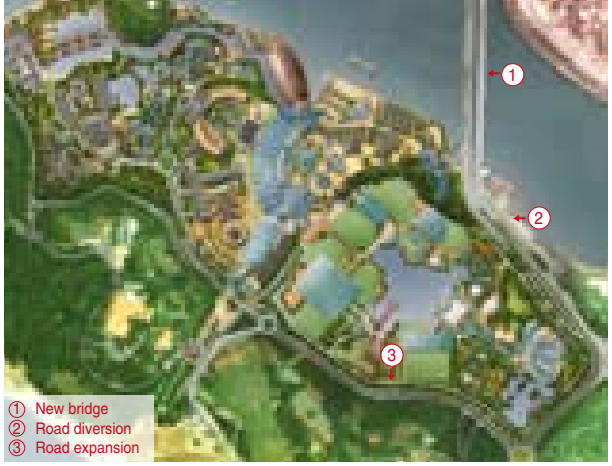
The theme park features unique signature attractions such as *Genting Sky Venture* - Asia's first sky diving simulation, *SnowWorld* - the largest indoor snow attraction in Malaysia, *Flying Coaster* - Asia's first hang gliding roller coaster thrill ride, *Genting X-pedition Wall* - the biggest indoor climbing wall in Southeast Asia and Malaysia's first 4D Motion Master Theatre. The 4D Motion Master Theatre transforms the normal 3D imaging technology into a Motion Master format, enabling viewers to experience heat, wind, mist and other special effects.

Third party entertainment brands include Ripley's Believe It or Not Museum (the first in Malaysia featuring some of the world's most bizarre oddities) and Van Helsing Experience Live! In 3DX!

Genting Theme Park will continue to improve its rides and attractions to remain the premier theme park in Malaysia.

Genting Theme Park - Fun at the Park

Ground breaking ceremony of RWS



Artist impression of the completed RWS

Land reclamation along the ocean front undertaken in January 2008

GENTING INTERNATIONAL P.L.C.
www.gentinginternational.com

Genting International spearheads the Group's investments in the leisure and gaming-related businesses outside Malaysia.

Listed on the Main Board of the Singapore Exchange Securities Trading Limited, Genting International is a leading integrated resorts development specialist. It has over 20 years of international gaming expertise and global experience in developing, operating and/or marketing internationally acclaimed casinos and integrated resorts in different parts of the world, including Australia, the Americas, Malaysia, the Philippines and in the UK.

Resorts World at Sentosa, Singapore
www.rwsentosa.com

On 8 December 2006, Genting International was awarded the right to develop the Sentosa integrated resort project named ***Resorts World at Sentosa*** ("RWS") and its team started work immediately. The development agreement for the land on Sentosa was signed and secured within 18 weeks. On 16 April 2007, the official groundbreaking ceremony of RWS was held. The guest-of-honour was Singapore's Trade and Industry Minister Mr Lim Hng Kiang and more than 100 selected guests and journalists attended the ceremony.

On 28 May 2007, Genting International received shareholders' approval to acquire the remaining 25% equity interest in RWS from Star Cruises Limited, hence having full control over RWS in Singapore.

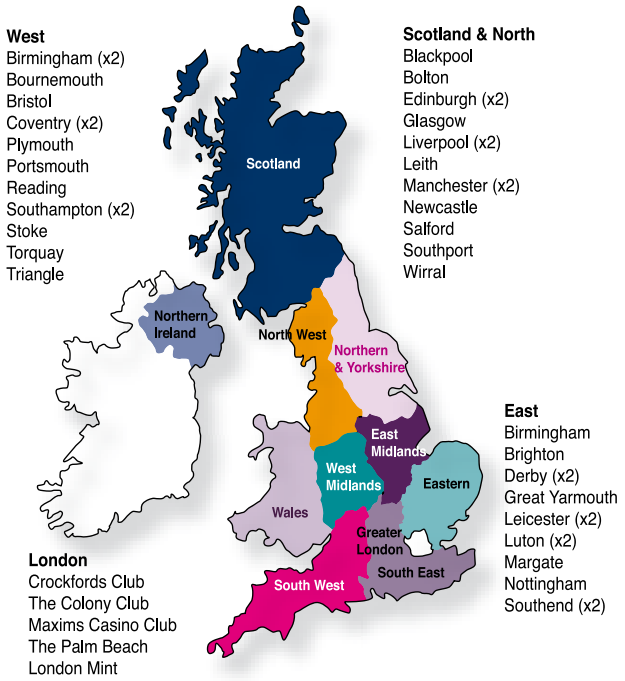
In early 2007, a new RWS corporate office building located close to the project site at Sentosa was constructed. The five-storey building, with a built-up area of 6,000 sqm was completed in 4 months and is one of the fastest construction projects ever accomplished in Singapore. The building, which can accommodate about 500 employees, was opened in July 2007. It is equipped with wireless broadband connectivity, employees' cafeteria and facilities, an attractive landscaped courtyard and 31 car park lots.

In August 2007, the first concrete slab was laid for RWS, starting the foundation works for its basement car park, comprising 4,100 lots. An international creative agency was appointed during the year to begin developing the marketing and branding works for RWS. S$70 million in advertising has been allocated over the next 3 years leading to the opening of RWS in early 2010. Numerous familiarisation trips and site inspections for corporate event organisers, travel agents and institutional investors were held in 2007. This will increase in frequency as the opening date of RWS draws nearer.

On 6 November 2007, RWS announced six new attractions to its integrated resort in anticipation of strong tourism demand for Singapore and Asia in the coming years. The new attractions will comprise two new rides at the resort's Universal Studios Singapore and four new performances. With these enhancements, RWS has revised the project budget from S$5.2 billion to S$6.0 billion. The revised budget has also taken into account additional improvements made to the design of hotels and resort for high-value guests; transportation; access infrastructure to the Resort; and the rising costs of construction.

During the year, the works undertaken include the construction of the overall substructure, land reclamation and road diversion. Four temporary jetties were constructed to transport building materials and equipment to and from the site. 1,000 local and foreign workers have been working round-the-clock in shifts and more workers will be hired as the team moves towards completion. The RWS team will focus on completing the development works on schedule and delivering a world-class integrated resort.

Artist impression of Festivewalk



GENTING STANLEY, UK

www.stanleycasinos.com

Genting Stanley operates five casinos in London, including four of the most prestigious clubs in the capital, namely *Crockfords Club, The Colony Club, Maxims Casino Club*, and *The Palm Beach*. Each one offers a unique experience, providing an exciting range of games in a relaxed and impressive environment.

2007 has been a very challenging period for UK casino operators as the gaming industry experienced several unexpected legislative changes.

During the year, the UK Gaming Duty bands and rates were revised without prior indication or consultation with the UK gaming operators. From 1 April 2007, the 2.5% starting rate of gaming duty was abolished; the next band of 12.5% was increased to 15% and a new rate of 50% was introduced on gross yield from gaming in excess of £10.0 million per accounting period of six months for each casino. This revision negatively impacted the overall earnings performance of the UK gaming industry, including Genting Stanley.

From July 2007, the UK Government implemented a smoking ban in all public enclosed areas in England and Wales, in addition to Scotland, where the smoking ban was implemented in March 2006. This ban had an adverse impact on the gaming business of Genting Stanley. Cognizant of the impact of this ban, Genting Stanley has taken steps to address the matter, such as modifying its casinos where possible to enable access to external smoking areas for the convenience of players. These efforts have mitigated the negative impact of the smoking ban and encouraged the return of those most inconvenienced by this ban.

Genting Stanley has applied for 10 new casino licences under the Gambling Act, 1968. Of these, 6 licences have been granted, namely Nottingham, Sheffield, Liverpool, Glasgow, Hull and Reading, one has been rejected and another has been withdrawn for commercial reasons. The Nottingham casino was opened in May 2007 and the Liverpool casino in December 2007. The remaining two applications are still being processed.

The Gambling Act 2005 ("Act 2005"), enacted to replace the 1968 Act, introduces new regulatory requirements for the UK casino industry. These include the ability to advertise and to provide player incentives that allow operators to offer more internationally competitive player packages, which are positive moves for the industry and for Genting Stanley. For the first time, Genting Stanley will be able to advertise its casinos and promote via different media channels. As the largest casino operator in the UK with 46 casinos (comprising 41 within the provincial estate and 5 in London) and which includes some of the finest casinos in the country, Genting Stanley is in a good position to capitalise on the Group's network of high quality casino offerings and compete aggressively for the international casino markets.

However, the Act 2005 has a requirement to remove so-called s21 machines, which adversely affected Genting Stanley's earnings performance from slot machines in 2007.

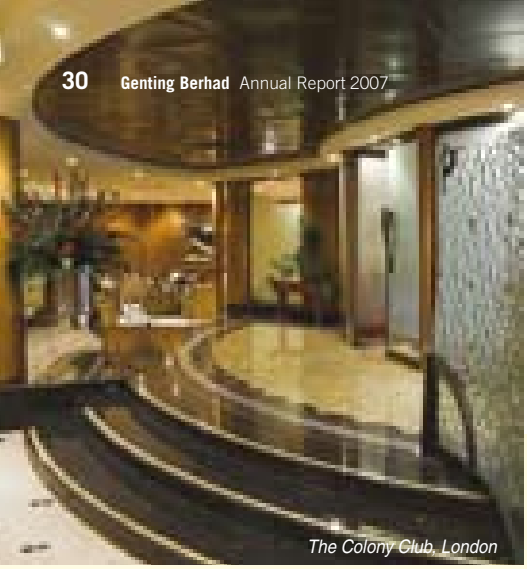
During the year, a series of refurbishment and enhancement plans were developed, including modifying our casinos as non-smoking areas and where possible, to provide access to external smoking areas.

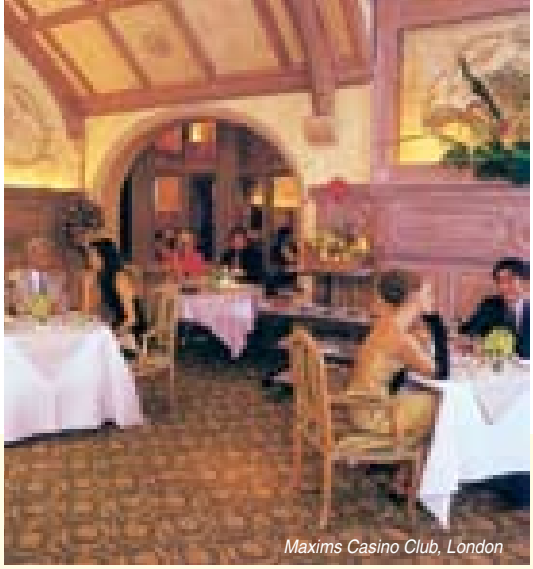
Crockfords Club *(www.crockfords.com)* is the oldest private gaming club in the world, which caters exclusively to the noble and elite since 1828. William Crockfords earned his reputation as the "Father of British Gaming" by offering the fairest gaming and finest dining, a hallmark that continues to this day.

Housed at 30 Curzon Street, Crockfords will soon be expanded, following the purchase of the adjoining building. Plans are underway to create additional two floors of private gaming facilities complete with smokers' terraces and the introduction of an exclusive business centre at 31 Curzon Street, specifically designed to meet the needs of international players.

Genting Stanley London Brands

Genting Stanley Provincial Brands


The Colony Club, London


Maxims Casino Club, London

The Palm Beach, London

The Colony Club *(www.thecolonyclub.com)* has established itself as the most stylish and contemporary casino in London. Adjacent to the Metropolitan Hotel and opposite the Hilton Park Lane, the club is perfectly situated to cater to the upper-middle to high-level players. Its Japanese Teppanyaki restaurant is one of the most popular in London.

The Club is undergoing refurbishment works to further enhance its original concept with the latest style and sophistication and state-of-the-art lighting design, as well as providing a new dedicated smoking facility for high stakes players.

Maxims Casino Club *(www.maximsclub.com)* is the most prestigious club within the Royal Borough of Kensington and Chelsea. A short walk from Kensington Palace and its gardens, this exclusive and intimate club offers attentive gaming for its discerning clientele.

Especially noted for its Thai cuisine, the club offers the finest European and Asian food available in London. The Club introduced high stakes Poker that is becoming popular with its local and international players.

The Palm Beach *(www.thepalmbeach.com)* is situated in Berkeley Street in Mayfair and features one of the largest and most vibrant gaming rooms in London. The club has two key entrances, a main entrance and a direct entrance from the lobby of the five-star Mayfair Hotel. It offers London's only fusion restaurant within a casino. Created by Head Chef David Laval, this unique restaurant offers a visual and tantalising experience for its diners.

The club has carried out enhancement works to include a new Poker area, an expanded high stakes/VIP area and the provision of a smoker's patio.

London Mint *(www.cromwellmint.com)* is located at 43/45 Cromwell Road in a conservation area opposite London's Natural History Museum. It is a vibrant club in the heart of South Kensington. The club offers a fun, friendly and bustling atmosphere as well as excellent Far-Eastern cuisine. Genting Stanley has previously leased part of this club and subsequently bought its freehold building.

In 2007, three Circus Casinos were opened in Nottingham, Edinburgh and Liverpool while three existing casinos, namely Maxims Birmingham, Maxims Southend and Mint Southend were refurbished and re-branded. Two smaller and underperforming clubs were closed in 2007 as part of Genting Stanley's continuous review of its operations. Today, Genting Stanley operates 41 provincial casinos across the UK. The opening of three Circus Casinos in a year reflects the Group's commitment to strengthen Genting Stanley's position in the UK as the No. 1 leading casino operator and to capitalise on the de-regulation, which became effective on 1 September 2007.

Crockfords Club, London

International Sales and Marketing Services

Genting International is the exclusive international marketing and sales co-ordinator for Genting Highlands Resort outside Malaysia. It has a network of international sales offices and agents in various countries including Hong Kong, Singapore, China, India, Thailand, Indonesia and the Middle East. Its 13th sales office was established in Jakarta, Indonesia in 2007. Pro-active marketing initiatives targeting various categories of visitors and holidaymakers were undertaken and attracted more inbound tourist arrivals to Genting Highlands Resort in 2007. The marketing team also worked closely with the Malaysia Tourism Promotion Board and other countries to actively promote Genting Highlands Resort in sales and marketing events, fairs and exhibitions worldwide. In 2007, marketing trips to Asia Pacific, Australia, Europe, Kazakhstan and Russia were made to broaden and enhance travel trade networking.

IT Application Related Services

Genting International's Support Services unit provides IT application related services to the Genting Group and to third parties. The services include the management of the Group's call centre, WorldReservations Centre (WRC) that received about 2 million incoming calls in 2007 (or 12% higher than in 2006). The unit also manages www.genting.com.my, a popular online booking channel for the Genting Highlands Resort, which registered a 23% increase in online sales in 2007. On a peak day, more than 29,000 visitors logged onto this website. Over 60% of the Group's appointed travel agents worldwide have been using eGIT, Genting's dedicated reservation system for group bookings. This has increased work productivity and cost efficiency.

WorldCard, the Group customer loyalty programme has over 2.5 million members as at 31 December 2007. It has over 650 participating merchants with more than 2,200 outlets throughout Malaysia, Singapore and Hong Kong. In 2007, the *WorldCard* membership self service machine, iKiosk was enhanced with new features such as guest pass issuance, online statement and redemption. iKiosk has received positive response from its members.

In 2007, *WorldCard* introduced new marketing and business initiatives such as *WorldCard Powered* - a new prepaid service platform for retail merchant partners such as Parkson Corporation, Sushi King Malaysia, G2000 and Lazo Diamond. WorldCard also partnered with SoHoKL and Warisan Square in West Malaysia and 1Borneo in East Malaysia as their integrated marketing solutions provider.

In December 2007, *WorldCard* introduced and launched its dedicated travel web site, www.worldcard-travel.com to boost transactional activities and to create greater value for its members and merchant partners.

iKiosk at First World Hotel

www.genting.com.my

Genting Highlands Resort, Malaysia

Awana Kijal Golf, Beach & Spa Resort

Awana Genting Highlands Golf & Country Resort

AWANA HOTELS & RESORTS

www.awana.com.my

The Awana brand which comprises three beautifully designed resort hotels in Malaysia, achieved an overall average occupancy rate of 69% in 2007 (2006: 65%).

Awana Genting Highlands Golf & Country Resort ("Awana Genting")

Renowned for its abundant green surroundings and crisp, cool air, ***Awana Genting*** is a refreshing getaway from the hustle and bustle of the city. Nestled in the country's largest and oldest mountain range, Awana Genting is a 45-minute drive from Kuala Lumpur and a short distance from Genting - City of Entertainment.

The five-star highlands resort has 430 guest rooms, 17 well-equipped function rooms with a grand ballroom and an 18-hole championship golf course. Situated 3,000 feet above sea level, Awana Genting has created its name as a popular haven for golfers, families, conventioneers and eco-sports lovers.

During the year, Awana Genting introduced the Sunrise & Sunset programme, which offers in-house guests the opportunity to participate in complimentary and exciting sports, fun and adventure activities, as well as unique customised programmes throughout their stay. In addition, Awana Genting has initiated a programme with Open University Malaysia that enables students and staff to use its facilities to conduct various team building and leadership programmes.

Awana Genting is a preferred MICE (Meetings, Incentives, Conventions and Exhibitions) venue for many government and corporate events.

The Buns Strabe, a new extension to the Lobby Lounge features a selection of coffee by Austin Chase Coffee and a wide array of scrumptious food. Awana Genting achieved a higher average occupancy rate of 72% in 2007 (2006: 61%).

Awana Kijal Golf, Beach & Spa Resort ("Awana Kijal")

Awana Kijal is a luxurious five-star beach resort with 343 guest rooms and suites, with spectacular panoramic views of the South China Sea. Located in Terengganu (only a 30-minute drive from Cherating) in the East Coast of Peninsular Malaysia, Awana Kijal has become the premium deluxe resort destination for travellers from Malaysia and around the globe. Recognised as the leading resort in the East Coast, Awana Kijal has the longest private beachfront in Peninsular Malaysia with 7.6 kilometres of pristine sandy beach and an 18-hole championship golf course with magnificent views of the sea. It is a popular resort for golfers, land and water sports enthusiasts, as well as nature lovers looking for an exciting holistic resort experience.

A variety of water and land sport activities are available such as jet skiing, windsurfing, canoeing, 'banana' boat rides, snorkelling, scuba diving, bird watching, nature walk and firefly watching.

The Taman Sari Royal Heritage Spa offers spa treatment packages based on ancient Javanese massage and aromatherapy practices to relax and rejuvenate the body and mind.

The resort catered to several major conventioneers during the year, namely Amanaraya Berhad, HSBC, World Fish Centre and Pejabat Penerangan Malaysia. Awana Kijal recorded an average occupancy of 65% in 2007 (2006: 68%).

Awana Porto Malai, Langkawi ("Awana Porto Malai")

Situated on the south-western tip of Langkawi, the island famed for its legends and duty-free status, ***Awana Porto Malai*** remains a popular holiday destination.

The 208-room Mediterranean themed seafront resort caters to a wide segment of the market including international tourists from Europe and East Asia, especially Taiwan and China.

Awana Porto Malai continued to be the official host venue for the Langkawi International Maritime and Aerospace Exhibition (LIMA) in 2007. It was also selected as the venue for the International "Global Meet" event that was organised by the Ministry of Tourism, Malaysia.

To enhance the dining experience for visitors, Awana Porto Malai has reconceptualised and redesigned one of its dining rooms into Villa Rossi Restaurant, providing guests with alternative dining options in Italian and Continental cuisines. Awana Porto Malai registered an average occupancy of 71% in 2007 (2006: 68%).

AWANA VACATION RESORTS

www.awanavacation.com

Awana Vacation Resorts Development Bhd ("AVRD") is the Group's timeshare operator. Launched in August 1998, AVRD has grown steadily with 5,830 timeshare members as at 31 December 2007.

AVRD is affiliated with Resort Condominium International (RCI), providing AVRD's timeshare members with access to more than 3,800 affiliated resorts in over 85 countries.

In addition, AVRD has direct exchange with resorts in Europe, Australia, China, India and Thailand in addition to the Group's resort properties. AVRD is the proud winner of Best Brand in Leisure and Hospitality (Time Sharing) at the BrandLaureate - SME's Chapter Award 2007.

Awana Porto Malai, Langkawi

Oil palm plantation - Asiatic Tanah Merah Estate

PLANTATION

www.asiatic.com.my

The Malaysian oil palm industry had a very good year with export earnings rising by over 40% to a record RM45 billion (2006: RM32 billion) driven by significant gains in prices of palm products.

Asiatic Development Berhad ("Asiatic") spearheads the Plantation Division of the Group. In tandem with the industry's sterling performance, the average selling price per tonne of crude palm oil achieved by Asiatic was RM2,500 (2006: RM1,520) and for palm kernel was RM1,445 (2006: RM897). On the back of high commodity prices, the Plantation Division recorded an all time high revenue and pre-tax profit of RM846 million (2006: RM486 million) and RM429 million (2006: RM195 million) respectively.

Asiatic's fresh fruit bunches ("FFB") production increased by 7% from 1.13 million tonnes in 2006 to 1.21 million tonnes in 2007. This was mainly due to a 5% improvement in yield to 22.4 tonnes per hectare (2006: 21.4 tonnes per hectare).

Total FFB intake in Asiatic's five oil mills in Malaysia increased to 1.28 million tonnes of FFB in 2007 (2006: 1.22 million tonnes) with an improvement in average oil extraction rates achieved of 20.70% in 2007 (2006: 20.52%).

The construction works of the 30-tonne per hour Asiatic Indah Oil Mill sited on Asiatic Indah Estate commenced in March 2007. This new oil mill will cater to crop production from both Asiatic Indah and Permai estates as well as possibly the surrounding small holders.

At the end of 2007, about 3,413 hectares on Asiatic Jambongan Estate have been planted with oil palm.

The Division commenced planting activities for the joint venture operations in Kalimantan, Indonesia. As at end of 2007, 1,716 hectares of the land were planted. Further planting of this land will continue over the next few years. Land clearing and planting activities will continue despite facing some issues with the local indigenous people. During the year, the Division increased the size of its nursery to 102 hectares, catering to 1.4 million seedlings. The Division has also used imported germinated seeds from Malaysia to maintain a good mix of planting material.

Biotechnology Activities

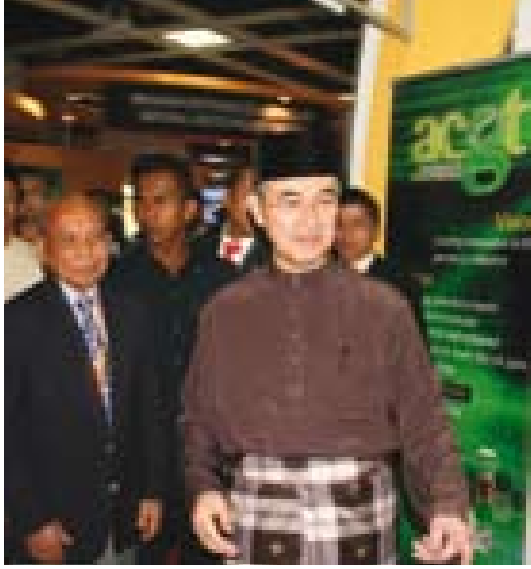
Asiatic Centre for Genome Technology ("ACGT") is set up as a centre of excellence in genomic science. The centre focuses on research and development in genome sequencing and biomarker discovery that will lead to innovations for enhancing the productivity and sustainability of palm oil production. ACGT is one of the first seven biotechnology companies to be awarded BioNexus status by the Malaysian Biotechnology Corporation - an agency under the Ministry of Science, Technology and Innovation (MOSTI).

PLANTATION STATISTICS

Area (Hectares)	Oil Palm		Others		Titled Area	
	2007	2006	2007	2006	2007	2006
Mature	54,104	53,968	-	-	54,104	53,968
Immature	7,310	5,566	-	-	7,310	5,566
Total Planted Area	**61,414**	**59,534**	**-**	**-**	**61,414**	**59,534**
As a percentage (%)	100	100	-	-	100	100
Unplanted agricultural land/Clearing in Progress	-	-	15,013	17,418	15,013	17,418
Labour Lines, Buildings Infrastructure, etc.	-	-	3,339	2,858	3,339	2,858
Property Development	-	-	426	415	426	415
Total Area	**61,414**	**59,534**	**18,778**	**20,691**	**80,192**	**80,225**
Percentage Over Titled Area (%)	76.6	74.2	23.4	25.8	100	100
Production (mt)	1,208,140	1,132,026	-	-	-	-
Yield Per Mature Hectare (mt/kg)	22.4	21.4	-	-	-	-
Average Selling Price						
CPO (RM/mt)	2,500	1,520	-	-	-	-
Palm Kernel (RM/mt)	1,445	897	-	-	-	-

Planting activities at Ketapang Land, Kalimantan, Indonesia.

ACGT's laboratory at Technology Park Malaysia



Prime Minister of Malaysia, Dato' Seri Abdullah Ahmad Badawi visiting the ACGT's booth during the BioMalaysia 2007, accompanied by Asiatic's Chairman, Tan Sri Mohd Amin.

ACGT's logo was launched in July 2007 in conjunction with the Malaysian Biotechnology Corporation's Second Eminent Speakers Series in which Dr Aristides A.N. Patrinos, President of Synthetic Genomics, Inc., spoke on the impact of global warming and synthetic biology on the development of industrial biotechnology in Malaysia.

In August 2007, ACGT moved into its office and laboratory at Technology Park Malaysia in Bukit Jalil. The new office is located in two adjacent lots with a total area of 5,509 square feet. The laboratory is equipped to carry out experiments in bioinformatics, DNA and RNA extraction, DNA sequencing, gene cloning, marker analysis and microbial isolation. Nine scientists have been recruited and one of the scientists has undergone training in bioinformatics at the J. Craig Venter Institute in Rockville, Maryland, USA.

PROPERTY

www.asiatic.com.my

The Property Division registered revenue of RM81.7 million in 2007 (2006: RM107.9 million) due to rising inflation and slowdown in the global economy. The Division's profit before tax in 2007 was RM23.0 million (2006: RM25.7 million). The Division is led by Asiatic Land Development Sdn Bhd, which develops the Asiatic brand of properties in Malaysia.

Asiatic Indahpura in Johor is the Division's flagship project of mixed residential and commercial developments. It was the key contributor to the Division, with sales of RM41.0 million in 2007. The sales were mainly derived from its newly launched Diamond range double-storey and Iris range single-storey terrace houses, which contributed RM20.2 million in sales.

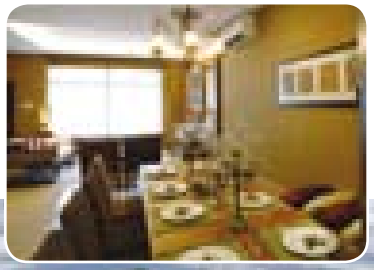
Asiatic Cheng Perdana in Melaka continued to generate good revenue of RM14.2 million, despite being at the tail end of its development. The revenue was mainly contributed from its newly launched single and double-storey terrace houses as well as semi-detached houses which generated a combined sales of RM11.0 million, representing 77% of the project's total sales.

Development activities in ***Asiatic Permaipura***, Kedah were relatively subdued due to market conditions. The Permaipura Golf and Country Club, one of the popular golf clubs in Kedah, performed reasonably well despite strong competition from other golf clubs. Asiatic Permaipura continued its marketing efforts by introducing innovative tournament packages to attract more local and foreign golfers to the club.

In 2007, the division had a maiden launch for its fourth property project, ***Asiatic Pura Kencana Sri Gading*** in Batu Pahat, Johor. The project is a 320-acre mixed residential and commercial development. The project's maiden launch consisted of 122 units double-storey shop offices. The take-up rate was good with over 50% of the shop offices sold at a sale value of RM22.9 million.

The ***Kijal Beach Resort Apartments***, which are strategically located beside Awana Kijal in the east coast of Terengganu, continued to enjoy good tenancy and registered an average rental occupancy rate of 66% in 2007. The 89 units of apartments offer panoramic views of the South China Sea and overlook Awana Kijal's 18-hole championship golf course.

Residential & commercial developments in Asiatic Indahpura, Johor



Kijal Beach Resort Apartments, Terengganu

Kuala Langat Power Plant, Malaysia

Location Map of Genting Power Plants

POWER

www.gentingsanyen.com

Genting Power Holdings Limited

Genting Power Holdings Limited spearheads the Power Division. The Division recorded another year of good performance in 2007, with a revenue of RM1,491.6 million (2006: RM1,325.8 million), while profit before tax was RM505.9 million (2006: RM458.6 million). In total, the Power Division has net attributable generating capacity of about 1,450MW from interests in seven power plants in Malaysia, China and India.

The Division's subsidiary, ***Genting Sanyen Power Sdn Bhd*** ("Genting Sanyen Power") is an Independent Power Producer that owns and operates a 720MW Kuala Langat power plant in Selangor. In its twelfth year of full commercial operations in 2007, this gas-fired combined cycle power plant remains highly ranked in the merit order despatch schedule of Tenaga Nasional Berhad, Malaysia's national utility group.

The largest asset in the Chinese power plant portfolio is the 100%-owned 724MW Meizhou Wan coal-fired power plant in Fujian Province. The Division also owns majority interests in three peaking plants in the Jiangsu Province, comprising 80%-owned 76MW Nanjing diesel-fired open cycle power plant, 60%-owned 109MW Suzhou gas-fired combined cycle power plant and 60%-owned 42MW Wuxi gas-fired open cycle power plant.

In India, the Division's two power plants, namely Lanco Kondapalli and Aban Power continued to perform well. The Division has a 30% interest in the 368MW Lanco Kondapalli, a gas-fired combined cycle power plant in Andhra Pradesh that is operated and maintained by Genting Lanco Power (India) Private Ltd, a 74%-owned subsidiary of the Group.

The Division has a 36.26% interest in Aban Power, a 113MW gas-fired combined cycle plant in the Tanjore District of Tamil Nadu which began commercial operations in August 2005.

Bio-Oil Activities

The Group continued to invest in the renewable energy sector in 2007. ***Genting Bio-Oil Sdn Bhd ("GBO")*** commissioned its bio-oil pilot plant in Ayer Itam, Johor in 2006. The purpose of the pilot plant is to convert empty fruit bunches from oil palm plantations into bio-oil, a source of fuel that could be used for direct co-combustion at power plants and boilers to generate heat and electricity. Although the pilot plant continues to demonstrate full cycle production from empty fruit bunches into bio-oil, it will undergo engineering upgrades. Full commercial operations have been targeted in 2009. GBO's bio-oil production process has been certified by the Clean Development Mechanism ("CDM") Executive Board as one of the "Approved Methodologies" (Ref AM0057), which allows all future bio-oil plants and users of bio-oil to qualify for carbon credits. The CDM is an arrangement under the Kyoto Protocol that facilitates the reduction of greenhouse gases.

GENTING Bio-Oil
Breakthrough Technology for Renewable Energy

Lanco Kondapalli Power Plant, India

Meizhou Wan Power Plant, China

Testing of the exploration well on the Anambas PSC, Indonesia

Driling activities undertaken at Northwest Natuna PSC, Indonesia

Drilling activities

OIL AND GAS

www.gentingoil.com

Genting Oil & Gas Limited

The Oil & Gas Division, spearheaded by 95%-owned subsidiary ***Genting Oil & Gas Limited*** ("GOGL"), undertakes the exploration for and production of oil and gas. It has operations and offices in China, Indonesia and Morocco. Genting Oil & Gas Sdn Bhd provides management and technical services to the Division.

During 2007, the Division's revenue remained stable at RM142.9 million (2006: RM141.3 million) but profit before tax in 2007 reduced slightly to RM49.0 million (2006: RM51.0 million).

In **China**, Genting Oil & Gas (China) Limited ("GOGC") continued with its operations at the 100%-owned Zhuangxi Buried Hill ("ZBH") Oilfield in Shandong Province. In 2007, drilling and work-overs increased ZBH oil production by 5% such that the oilfield produced 220,547 tonnes or equivalent to 1.51 million barrels of oil (2006: 209,250 tonnes or 1.44 million barrels). GOGC was entitled to 102,189 tonnes or 701,000 barrels of this oil (2006: 100,357 tonnes or 688,000 barrels). In 2007, ZBH oil was sold to Sinopec at an average price of US$59.3 per barrel (2006: US$55.50 per barrel), with the prices ranging from US$43 to US$76 per barrel over the year. Four new development wells were started, of which two were completed in late 2007. Construction began on a new light oil gathering system. As at 1 January 2007, GOGC's ZBH 2P Working Interest was certified at 17.742 million barrels oil, with 2P Net Entitlement Reserves of 8.026 million barrels oil.

In **Indonesia**, the Division has interests in three Production Sharing Contracts ("PCS"), namely 100%-owned Northwest Natuna PSC, 100%-owned Anambas PSC and 49.99%-owned West Salawati PSC. The Northwest Natuna PSC is operated by Genting Oil Natuna Pte Ltd ("GONPL"), the Anambas PSC is operated by Sanyen Oil & Gas Pte Ltd, while the West Salawati PSC is held by Genting Oil Salawati Pte Ltd.

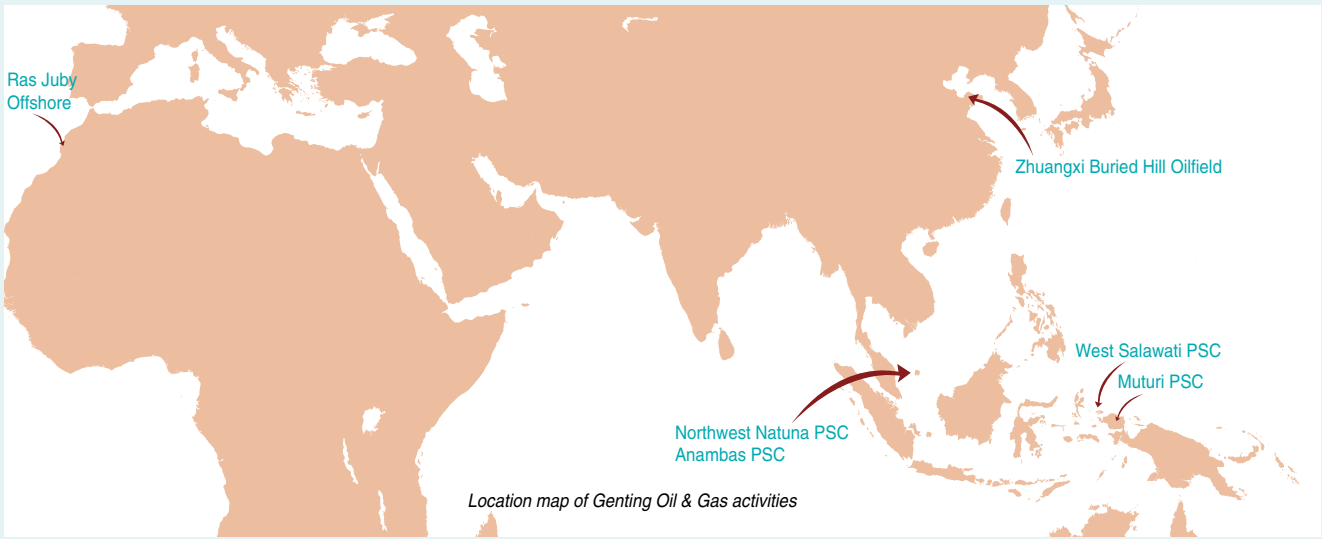
On the Northwest Natuna PSC, studies on the Ande Ande Lumut ("AAL") Oil Discovery were undertaken and various development options were studied. The AAL Discovery is estimated at around 50 million barrels of Contingent Resources. GONPL will work with BPMIGAS on an AAL Plan of Development in order to transform these resources into oil reserves and move towards production.

On Anambas PSC, studies were undertaken and an appraisal well planned for the Anambas Condensate Discovery. On the West Salawati PSC, the operator PearlOil (Salawati) Limited acquired and processed 1,191km of offshore marine 2D seismic, acquired 97km of ocean bottom cable seismic data, and drilled the Cilipgo-1 exploration well which was abandoned with oil and gas shows.

The Division continued to monitor its future deferred consideration rights (under a 2001 contract with BP Global Investments Ltd) to long-term cash flows from the Muturi PSC in West Papua. This 'Deferred Consideration' will begin at the end of 2008 or early 2009, when the Tangguh Liquefied Natural Gas ("LNG") Plant begins producing and selling gas from the Muturi PSC. At the end of 2007, over 85% of the first two LNG Trains and related facilities had been completed. The Deferred Consideration has not been recognised in the financial statements as the economic benefits arising from the long term future cash flows are not certain as at the end of the financial year and therefore cannot be quantified.

In **Morocco**, the division owns 75% of the Ras Juby Offshore Concession via Genting Oil Morocco Limited. During the year, a 3D seismic survey of 510 square kilometres covering the Cap Juby Heavy Oil Discovery was processed and interpreted. Studies are underway to determine the Cap Juby oil-in-place volume and reservoir characteristics so that a decision on appraisal drilling can be made in 2008.

Note: The photos of the drilling rigs shown in this annual report are for illustrative purpose only and the vessels shown are not assets of the Group or Company.



Location map of Genting Oil & Gas activities

Sultan Sharafuddin Idris Shah, Sultan of Selangor Darul Ehsan presenting the FIABCI Malaysia Property Award 2007 to Mr Lee Choong Yan, President of Resorts World Bhd.

Dato' Seri Abdullah Ahmad Badawi, Prime Minister of Malaysia presenting the Director of the Year award to Tan Sri Lim Kok Thay.

RECOGNITION

The Genting Group has received numerous recognitions for its commitment to high quality standards and management excellence. Major awards of excellence received in 2007 include:

- Tan Sri Lim Kok Thay - ***Director of the Year 2007*** *by Malaysian Institute of Directors.*
- Genting Highlands Resort - ***World's Leading Casino Resort 2007*** by World Travel Awards.
- Genting Highlands Resort - ***Asia's Leading Casino Resort 2007*** by World Travel Awards.
- Genting Highlands Resort - ***Winner of FIABCI Malaysia Property Award 2007 under Resort Development category*** by International Real Estate Federation (FIABCI) Malaysia.
- Genting Highlands Resort - ***Best Resort*** at TTG Travel Awards 2007 by TTG Asia Media.
- Genting Highlands Resort - ***Tourist Attraction of the Year (Genting Theme Park)*** at the Hospitality Asia Platinum Awards 2007 - 2008.
- Genting Highlands Resort - ***Family Resort of The Year (Genting Hotel)*** at the Hospitality Asia Platinum Awards 2007 - 2008.
- Genting Highlands Resort - ***Specialty Restaurant of the Year (Ming Ren, Highlands Hotel)*** at the Hospitality Asia Platinum Awards 2007 - 2008.
- Genting Highlands Resort - ***Chinese Cuisine Chef of the Year (Chef Chan Kong Tung, Club Elite)*** at the Hospitality Asia Platinum Awards 2007 – 2008.
- Resorts World Bhd - ***Best Brands In Leisure And Hospitality*** at The BrandLaureate Awards 2007 by Asia Pacific Brands Foundations (APBF).
- Genting - ***Ranked No 4 for Malaysia's Most Valuable Brands 2007*** by the Association of Accredited Advertising Agents Malaysia.
- Awana Hotels & Resorts - ***Best Brand in Leisure and Hospitality*** at The BrandLaureate Awards 2007 - SMEs Chapter by Asia Pacific Brands Foundations (APBF).
- Awana Vacation Resorts Development Bhd - ***Best Brand in Leisure and Hospitality (Time Sharing)*** at The BrandLaureate Awards 2007 - SMEs Chapter Award 2007 by Asia Pacific Brands Foundations (APBF).
- Genting International P.L.C - ***Best Secondary Offering in South East Asia*** for Rights Issue of S$2.2 billion at the South East Asia Deal Awards 2007.

Resorts World Bhd
Best Brands in
Leisure and Hospitality
(The BrandLaureate Awards 2007)

Genting Highlands Resort
Best Resort
(TTG Travel Awards 2007)

Genting Highlands Resort
World's Leading Casino Resort
(World Travel Awards 2007)

Genting Highlands Resort
Winner of FIABCI Malaysia
Property Award 2007
under Resort Development category

CORPORATE SOCIAL RESPONSIBILITY

As a responsible corporation, the Group always focuses on contributing to the sustainable development of the economy, community welfare, care for the environment and its employees in countries where the Group operates. These practices have always been an integral part of the Group's business ethic. In line with the Listing Requirements of Bursa Malaysia Securities Berhad, which requires listed companies to provide a description of its corporate social responsibility ("CSR") activities and practices, these efforts are now being articulated for the first time under the Group's CSR framework, with the Group's various subsidiaries having specific areas of focus within their respective industries.

ENVIRONMENT

The Group has always advocated and initiated various sustainable environmental conservation efforts.

The Group, via Resorts World, has a strong environmental conservation record based on policies of ensuring minimal impact on the environment and implementing environmentally sound policies. The Resort's environmental management systems are constantly being reviewed and adapted to improve the quality of the environment. Projects at Genting Highlands Resort have always been strategically designed to minimise the use and clearing of land for development. Careful planning and design have been adopted to minimise the impact of this integrated resort on the natural environment. Energy, water consumption and waste production are monitored to ensure the growth rate is lower than the growth rate of the business. In 2007, the resort achieved a 3% reduction in total water use and a 40% reduction in waste.

Resorts World has introduced a number of environmental initiatives to reduce energy consumption. These include rescheduling the operating hours for water catchment motors, laundry facilities and generator settings for its Sky Venture facility to avoid times of maximum electricity demand. Energy saving light bulbs are installed in all 10,000 guest rooms and other hotel facilities. Timers are used on fixed lighting and sensor lighting is installed in common kitchens and staff quarters to ensure that lights are switched off when not in use.

Resorts World has also implemented the "Integrated Management System" comprising the Environmental Management System, Quality Management System and Occupational Health & Safety Assessment (OHSAS) to improve the quality of services with special focus on the environment and safety of all stakeholders.

The Group, via Asiatic, is the first company to join the Partners for Wetlands, initiated by World Wide Fund (WWF) in 1999. Asiatic has participated in WWF's tree planting programme initiative to conserve the Kinabatangan floodplains. 86 hectares of land have been dedicated to this project, of which 41,000 trees are targeted to be planted within 5 years beginning 2007. Asiatic has also supported the turtle conservation programme organised by the Sea Turtle Research Unit of University Putra Malaysia's branch campus in Terengganu.

In India, the Group via its Power Division distributed fruit bearing saplings to DAV Public School as part of an environmental awareness programme for school children. It donated 5,000 teak saplings to Acharya Nagarjuna University to green the vast university premises and pave the way for future sustainable income generation.

In Singapore, the Group via RWS made headlines for its conservation and relocation efforts to save trees and corals found on its development site in 2007.

WORKPLACE

The Group adopts a corporate philosophy that values its employees and emphasises the development of human resources. Over the years, the Group has expanded to comprise a global team of dedicated and motivated professional managers who have blended modern management techniques with traditional values of hard work, perseverance and integrity.

As at 31 December 2007, Genting Berhad and its subsidiaries have 27,117 employees. 313 employees were honoured with Long Service Awards ranging from 5, 10, 15, 20, 25, 30 and 40 years of service.

Tun Mohammed Hanif bin Omar, Deputy Chairman of Genting Berhad (centre), with some of the Group's long service award recipients

Genting Sanyen's Family Day

Asiatic Development Berhad - 27th Management Conference

Resorts World Bhd - 19th Senior Managers' Conference

Various training conferences and team-building events were held in 2007 including Resorts World's 19th Senior Managers' Conference in Langkawi with the theme "Growing Profitability in a Highly Competitive Environment", Asiatic's 27th Management Conference in Hanoi, Vietnam with the theme "The Asiatic Challenge" and Genting Sanyen's Senior Management retreat in Mongolia. Team-building workshops and annual family days were held by various departments within the Group to foster team spirit amongst executives and staff.

In August 2007, Resorts World inaugurated the Hotel Management Trainee Programme. This 12-month training programme provides career advancement opportunities for high potential hotel employees who have at least a diploma qualification and who have been identified as potential executives. As part of the Resort's branding initiatives, these opportunities were also extended to external candidates from selected colleges and universities. 29 fresh graduates joined Resorts World as management trainees in 2007 to undergo a specially designed development programme for succession into managerial positions in the future.

Genting International implemented a Performance Share Scheme in 2007 for its employees to provide more flexibility in remunerating good work performance and to allow better management of its fixed overheads. Shares will be granted under an award by way of issuing new shares to participating employees.

RWS has pledged fair employment practices and non-discrimination towards senior workers, the handicapped and ex-offenders on the Yellow Ribbon programme in Singapore.

Asiatic has invested in the construction of its worker's quarters, clinic, surau and football field in the oil palm estates. It has extended its care for employees by arranging transportation for children to attend school and to supply electricity and treated water to oil mill staff in the estates.

The Company hosted a group of 41 MBA students from the Wharton School, University of Pennsylvania under their Global Immersion Program for the second consecutive year in 2007. Genting Berhad has been identified as one of Wharton's selected few corporations to foster the interest of their students in the business environment and opportunities in South East Asia.

In addition, the Group participated in various career fairs and recruitment drives, including the Annual Career Fair at Mid Valley City and career fairs at TAR College, Malaysia and in the UK to ensure that the Group hires, trains and retains the best talent.

Resorts World at Sentosa's team - at their new head office in Sentosa, Singapore

Various seminars and talks focusing on work, health and lifestyle management were organised by the Group to promote a healthy and positive work environment for its employees.

COMMUNITY

In Malaysia, the Group has a community service programme that identifies infrastructure and services to local communities; youth development, education, underprivileged and disability groups; sports and promoting culture and arts as areas of focus.

Infrastructure support and services to local communities included monetary assistance by Resorts World to St. John Ambulance Malaysia (for their 24-hour Highway Emergency Ambulance Service) and Negeri Sembilan Chinese Maternity Hospital (a non-profit private hospital that offers health services to the community at minimal charges). Resorts World rendered financial support and essential supplies to the Pahang flood victims in 2007.

During the year, support was extended to health-based organisations such as the Malaysian Aids Foundation, Majlis Kanser Nasional (MAKNA), Cancerlink Foundation, PRIDE Foundation (focusing on breast cancer), Majlis Ramah Mesra Orang Asli (for the indigenous community).

In advocating **youth development**, the Group via Resorts World supported Persatuan Pedagang and Pengusaha Melayu Malaysia (PERDASAMA) to organise skills and entrepreneurship seminar for post SPM school leavers. It also sponsored over 100 students in Pahang to participate in the National Police Cadet Camp in 2007.

Senior managers of Resorts World Bhd with Dato' Ng Yen Yen, the former Deputy Minister of Finance hosting 300 children from various welfare homes during Chinese New Year.

Genting Group participating in the charity-based Kuala Lumpur Rat Race 2007 on 7 August 2007.

Resorts World at Sentosa's team participating in the charity-based Singapore Bull Run on 12 October 2007.

Tan Sri Lim Kok Thay (right) presenting mock cheque to Dato' Seri Mohd Najib Tun Abdul Razak, Deputy Prime Minister of Malaysia (left) for the Pekan Fest 2007 on 4 May 2007.

Tun Mohammed Hanif Omar (third from left) presenting "Genting and Nanyang 50th National Day Message Cards" to Dato' Seri Abdullah Ahmad Badawi, Prime Minister of Malaysia on 30 August 2007.

In **education**, the Group via Resorts World provided support in monetary terms and in-kind to many schools and higher learning institutions to enhance the quality of education in their community. These included schools such as Sekolah Sri Layang, Taman Maluri Primary School, Universiti Kebangsaan Malaysia and Kolej Tuanku Ja'afar.

Asiatic has rendered financial support to Foon Yew School, Montfort Youth Training Centre, various government schools in Peninsular Malaysia, Yayasan Pendidikan Kota Tinggi, Universiti Kebangsaan Malaysia and Kolej Tunku Jaafar. Asiatic has established 8 Humana Schools in Sabah for the benefit of its employees' children and the local community.

In supporting **underprivileged and disability groups**, Resorts World has given financial assistance to more than 70 disability organisations in 2007. It played host to over 1,100 underprivileged children and senior citizens from various welfare homes in Malaysia, treating them to fun times at Genting Highlands Resort.

In **sports**, the Group has contributed in cash and in kind to various sports organisations to promote sports activities in the country. These included Resorts World's support for Le Tour de Langkawi, the Selangor Tennis Association - Junior Development Programme 2007, the Kuala Lumpur International Marathon (in collaboration with Kuala Lumpur City Hall), the Genting Masters Golf Tournament (in collaboration with the Malaysian Professional Golfers' Association), the Football Association of Malaysia and the YDSM-PENN Endurance Challenge 2007 (a qualifying leg for competitors of the International Federation for Equestrian World Endurance Championship 2007).

The Group also participated in the charity-based Kuala Lumpur Rat Race 2007, jointly organised by The Edge and Bursa Malaysia.

In promoting **culture and arts** in the society, the Group via Resorts World sponsored and collaborated with leading local theatre companies to produce some remarkable works in which part of the sales proceeds are channelled for charity purposes. These works included *Urmi*, a local adaptation of Shakespeare's The Tempest that was staged by Masakini Theatre Company. Proceeds from its Charity Theatre Presentation night benefited Kelantan Disabled Foundation, a non-profit organisation that provides rehabilitation, education, socio-economic assistance, vocational training centre and computer classes free of charge to disabled people.

Another remarkable work was *Mystical Steppes: Along the Silk Road*, in which its Premiere Night proceeds were channelled to Yayasan Raja Muda Selangor, Alzheimer's Disease Foundation and Hospis Malaysia. Resorts World also supported the Malaysian Youth Orchestra Foundation (MYOF) Young Musicians Fund Raising Performance where its proceeds were donated to the National Autistic Society of Malaysia (NASOM).

In China, the Group via its Oil & Gas Division funded the establishment of a 40-terminal computer lab in the Guangdong province for the minority Yao community. It also provided financial assistance to local schools and poor families.

In India, the Group via its Power Division distributed school uniforms to needy children at Asha Hospital.

In Singapore, the Group via RWS completed its CSR blueprint, identifying children, employees and the environment as areas of focus. RWS supported various charity drives, including the Singapore Bull Run 2007 organised by Singapore Exchange.

In the UK, the Group via Genting Stanley is committed to raising the level of public education on the risks of gambling and how to gamble safely; research into the prevention and treatment of problem gambling; and the identification and treatment of problem gamblers. Our voluntary contribution to the Responsibility In Gambling Trust ("RIGT") supports these commitments by helping to fund research works by UK universities, education initiatives and registered charities. In 2007, Genting Stanley received the Certificate of Social Responsibility by GamCare for high standards of socially responsible practices. Apart from charitable donations to RIGT, Genting Stanley has also supported fundraising for national charities and other charitable events. A team participated in the charity bike ride from London to Brighton in support of the British Heart Foundation.

Media news on the conservation and relocation efforts of RWS to save trees and corals found on its development site

Genting Stanley team participating in the charity bike ride from London to Brighton in support of the British Heart Foundation

Genting Stanley awarded the Certificate of Social Responsibility by GamCare.

CORPORATE GOVERNANCE

It is the policy of the Company to manage the affairs of the Group in accordance with the appropriate standards for good corporate governance. Set out below is a statement on how the Company has applied the principles and complied with the best practices as set out in the Malaysian Code on Corporate Governance ("the Code").

A. DIRECTORS

(i) The Board

The Board has overall responsibility for the proper conduct of the Company's business. The Board meets on a quarterly basis and additionally as required. The Board has a formal schedule of matters specifically reserved for its decision, including overall strategic direction, annual operating plan, capital expenditure plan, acquisitions and disposals, major capital projects and the monitoring of the Group's operating and financial performance.

Formal Board Committees established by the Board in accordance with the Code namely the Audit Committee, Nomination Committee and Remuneration Committee assist the Board in the discharge of its duties.

During the year under review, four meetings of the Board were held and all Directors have complied with the requirements in respect of board meeting attendance as provided in the Articles of Association.

The details of Directors' attendances are set out below:

Name of Directors	Number of Meetings Attended
Tan Sri Lim Kok Thay	4 out of 4
Tun Mohammed Hanif bin Omar	4 out of 4
Tan Sri Mohd Amin bin Osman	4 out of 4
Dato' Dr R. Thillainathan	3 out of 4
Mr Quah Chek Tin	4 out of 4
Dato' Paduka Nik Hashim bin Nik Yusoff	2 out of 4
Tan Sri Gunn Chit Tuan *(Resigned on 11 September 2007)*	3 out of 3
Tan Sri Dr. Lin See Yan	4 out of 4
Mr Chin Kwai Yoong *(Appointed on 23 August 2007)*	1 out of 1

(ii) Board Balance

The Board has eight members, three executive Directors and five non-executive Directors. Three of the five non-executive Directors are independent non-executive Directors. The Directors have wide ranging experience and all have occupied or currently occupy senior positions in the public and/or private sectors. The independent non-executive Directors provide a strong independent element on the Board with Tan Sri Dr Lin See Yan as the senior independent non-executive Director to whom concerns may be conveyed. All the independent non-executive Directors participate in the Audit Committee. Two of the three independent non-executive Directors also participate in the Remuneration and Nomination Committees as members of these Committees.

The Board is mindful of the dual roles of Chairman and Chief Executive held by Tan Sri Lim Kok Thay but is of the view that there are sufficient experienced and independent - minded Directors on the Board to provide the assurance that there is sufficient check and balance. Also, the dual roles have to a certain extent been balanced by the presence of Tun Mohammed Hanif bin Omar as Deputy Chairman.

A brief profile of each of the Directors is presented on pages 9 to 11 of this Annual Report.

(iii) Supply of Information

Notice of meetings, setting out the agenda and accompanied by the relevant Board papers are given to the Directors in sufficient time to enable the Directors to peruse, obtain additional information and/or seek further clarification on the matters to be deliberated.

As a Group practice, any Director who wishes to seek independent professional advice in the furtherance of his duties may do so at the Group's expense. Directors have access to all information and records of the Company and also the advice and services of the Company Secretary.

(iv) Appointments to the Board

The Nomination Committee comprising entirely of independent non-executive Directors is responsible for identifying and recommending to the Board suitable nominees for appointment to the Board and Board Committees.

The Nomination Committee met once during the financial year.

On appointment, Directors are provided with information about the Group and are encouraged to visit the sites of the Group's operating units and meet with key senior executives.

All the Directors have attended the Mandatory Accreditation Programme and are also encouraged to attend courses whether in-house or external to help them in the discharge of their duties.

CORPORATE GOVERNANCE (cont'd)

The following are the courses and training programmes attended by the Directors in 2007:

	NAMES OF DIRECTORS							
COURSES	**Tan Sri Lim Kok Thay**	**Tun Mohammed Hanif bin Omar**	**Tan Sri Mohd Amin bin Osman**	**Dato' Dr R. Thillainathan**	**Mr Quah Chek Tin**	**Dato' Paduka Nik Hashim bin Nik Yusoff**	**Tan Sri Dr Lin See Yan**	**Mr Chin Kwai Yoong**
Corporate Governance in Malaysia and the Asian Financial Crisis				√				
ISEAS Conference on Malaysia Economy - Development and Challenges				√				
Making Corporate Boards More Effective								√
TED 2007 : "Icons. Geniuses. Mavericks."	√							
Corporate Governance Screen card & Dividend Survey by Minority Shareholder Watchdog Group						√		
Treasury 55 Years - Spearheading the Nation's Prosperity				√				
International Financial Reporting Standards (IFRS) Implementation Issues and Development			√	√	√		√	
Making Money from Risk Thinking - Best Practices Worldwide				√				
Bursa Malaysia - MAICSA Roadshow 2007 : Updates on Listing Requirements - Issues & Challenges				√				
Tax Highlights & Implications - MIFC by PricewaterhouseCoopers		√						
Key Performance Indicators, Balanced Scorecard and Goal Alignment				√			√	
Industrial Biotechnology - How Malaysia can be amongst the Front Runners in this Focus Area			√					
21st Century Governance, Legal and Regulatory Challenges to the Malaysian Board : With Special Reference & Update on the Companies (Amendment) Act 2007			√					
3D Public Relations			√					
A Discussion on Key Obligation Requirements for Companies Listed on Bursa Malaysia						√		
Amendment to Companies Act			√					
Tax Seminar - The 2008 Budget					√			
Compliance and Enforcement of the Listing Requirements				√				
G2E 2007 - NCRG Conference on Gambling and Addiction - G2E Leadership Academy	√							
Economic and Social History of Malaysia				√				
Reading, Interpreting & Analysing Annual Financial Statements			√		√	√		
Appraising Board Performance							√	
Great Eastern Life Workshop (Board Retreat)							√	

(v) Re-election

The Articles of Association of the Company provides that at least one-third of the Directors are subject to retirement by rotation at each Annual General Meeting and that all Directors shall retire once in every three years. A retiring Director is eligible for re-election. The Articles of Association also provides that a Director who is appointed by the Board in the course of the year shall be subject to re-election at the next Annual General Meeting to be held following his appointment.

Directors over seventy years of age are required to submit themselves for re-appointment annually in accordance with Section 129(6) of the Companies Act, 1965.

CORPORATE GOVERNANCE (cont'd)

B. DIRECTORS' REMUNERATION

The Remuneration Committee comprising two independent non-executive Directors and one executive Director is responsible for making recommendations to the Board on the remuneration packages of executive Directors and members of Board Committees. In making recommendations to the Board, information provided by independent consultants and appropriate survey data are taken into consideration. The Board as a whole, determines the level of fees of non-executive Directors and executive Directors. Directors' fees are approved at the Annual General Meeting by the shareholders. Directors do not participate in decisions regarding their own remuneration packages.

The Remuneration Committee met twice during the financial year.

Details of the Directors' remuneration are set out in the Audited Financial Statements on page 76 of this Annual Report. In the interest of security, additional information have not been provided other than the details stipulated in the Listing Requirements of Bursa Malaysia Securities Berhad.

C. SHAREHOLDERS

The Group acknowledges the importance of timely and equal dissemination of material information to the shareholders, investors and public at large. The Company's Annual General Meeting remains the principal forum for dialogue with shareholders. Shareholders are encouraged to participate in the proceedings and ask questions about the resolutions being proposed and the operations of the Group.

The Group maintains a corporate website at www.genting.com which provides information relating to annual reports, press releases, quarterly results, announcements and corporate developments.

The Group also participates in investor forums held locally and abroad and also organises briefings and meetings with analysts and fund managers to give them a better understanding of the businesses of the Group.

D. ACCOUNTABILITY AND AUDIT

(i) Financial Reporting

The Board aims to ensure that the quarterly reports, annual financial statements as well as the annual review of operations in the annual report are presented in a manner which provides a balanced and understandable assessment of the Company's performance and prospect.

The Directors are also required by the Companies Act, 1965 to prepare financial statements for each financial year which have been made out in accordance with the MASB Approved Accounting Standards in Malaysia for Entities Other Than Private Entities and 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.

A statement by the Board of its responsibilities for preparing the financial statements is set out on page 114 of this Annual Report.

(ii) Internal Control

The Board is responsible for the Group's system of internal control and risk management and for reviewing its adequacy and integrity. While acknowledging their responsibility for the system of internal control, the Directors are aware that such a system is designed to manage rather than eliminate risks and therefore cannot provide an absolute assurance against material misstatement or loss.

To assist the Board in maintaining a sound system of internal control for the purposes of safeguarding shareholders' investment and the Group's assets, the Group has in place, an adequately resourced internal audit department. The activities of this department which reports regularly to the Audit Committee provides the Board with much of the assurance it requires regarding the adequacy and integrity of the system of internal control. As proper risk management is a significant component of a sound system of internal control, the Group has also put in place a risk management process to help the Board in identifying, evaluating and managing risks.

(iii) Relationship with Auditors

The Company through the Audit Committee, has an appropriate and transparent relationship with the external auditors. In the course of audit of the Group's financial statements, the external auditors have highlighted to the Audit Committee and the Board, matters that require the Board's attention. All Audit Committee meetings are attended by the external auditors for purposes of presenting their audit plan and report and for presenting their comments on the audited financial statements.

E. OTHER INFORMATION

(i) Material Contracts

Material Contracts of the Company and its subsidiaries involving Directors and substantial shareholders either subsisting at the end of the financial year or entered into since the end of the previous financial year are disclosed in Note 45 to the financial statements under "Significant Related Party Transactions and Balances" on pages 104 of this Annual Report.

(ii) Share Buy-Back

During the financial year ended 31 December 2007, the Company implemented one Share Buy-Back exercise on 30 August 2007 and all the shares so purchased by the Company were retained as treasury shares. The details of the Share Buy-Back are as follows:

No. of Shares Purchased & Retained As Treasury Shares	Purchase Price Per Share		Average Cost Per Share (RM)	Total Cost (RM)
	Lowest (RM)	Highest (RM)		
1,000,000	7.20	7.20	7.22	7,222,300.00

AUDIT COMMITTEE REPORT

AUDIT COMMITTEE

The Audit Committee ("Committee") was established on 26 July 1994 to serve as a Committee of the Board.

MEMBERSHIP

The present members of the Committee comprise:

Tan Sri Dr. Lin See Yan#	Chairman/Independent Non-Executive Director
Dato' Paduka Nik Hashim bin Nik Yusoff	Member/Independent Non-Executive Director
Mr Chin Kwai Yoong *(Appointed on 23 August 2007)*	Member/Independent Non-Executive Director
Mr Quah Chek Tin	Member/Non-Independent Non-Executive Director

Appointed as Chairman on 11 September 2007 to replace Tan Sri Gunn Chit Tuan who resigned as Chairman on the same date.

ATTENDANCE AT MEETINGS DURING THE FINANCIAL YEAR 2007

The Committee held a total of five (5) meetings. Details of attendance of the Committee members are as follows:

Name of Member	Number of Meetings Attended
Tan Sri Gunn Chit Tuan *(Resigned on 11 September 2007)*	*4
Dato' Paduka Nik Hashim bin Nik Yusoff	*5
Tan Sri Dr. Lin See Yan	*5
Tan Sri Lim Kok Thay *(Resigned on 19 November 2007)*	3
Mr Quah Chek Tin	5
Mr Chin Kwai Yoong *(Appointed on 23 August 2007)*	1

* The total number of meetings is inclusive of the special meeting held between members of the Committee who are non-executive Directors of the Company and representatives of the external auditors, PricewaterhouseCoopers without the presence of any Executive Director.

SUMMARY OF ACTIVITIES DURING THE FINANCIAL YEAR 2007

The Committee carried out its duties in accordance with its Terms of Reference.

The main activities carried out by the Committee were as follows:

i) considered and approved the internal audit plan for the Company and the Group and authorised resources to address risk areas that have been identified;

ii) reviewed the internal audit reports for the Company and the Group;

iii) reviewed the external audit plan for the Company and the Group with the external auditors;

iv) reviewed the external audit reports for the Company and the Group with the external auditors;

v) reviewed the quarterly reports of the Company and of the Group, focusing particularly on:

   (a) changes in or implementation of major accounting policy changes;

   (b) significant and unusual events; and

   (c) compliance with accounting standards and other legal requirements;

vi) reviewed related party transactions of the Company and of the Group;

vii) reviewed the proposed audit fees for the external auditors in respect of their audit of the Group and the Company;

viii) considered the re-appointment of the external auditors for recommendation to the shareholders for their approval;

ix) reviewed the Financial Statements of the Group and of the Company for the financial year ended 31 December 2006; and

x) reviewed the reports submitted by the Risk and Business Continuity Management Committee of the Company.

INTERNAL AUDIT FUNCTION AND RISK MANAGEMENT PROCESS

The Group has an adequately resourced internal audit department to assist the Board in maintaining a sound system of internal control. The internal audit department reports to the Committee and is independent of the activities it audits. The primary role of the department is to undertake regular and systematic review of the systems of internal control so as to provide sufficient assurance that the Group has sound systems of internal control and that established policies and procedures are adhered to and continue to be effective and satisfactory.

As proper risk management is a significant component of a sound system of internal control, the Group has also put in place a risk management process to help the Board in identifying, evaluating and managing risks.

TERMS OF REFERENCE

The terms of reference of the Committee were revised by the Board of Directors of the Company on 28 February 2008 in line with the amendments to the Malaysian Code on Corporate Governance and the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities").

The Committee is governed by the following terms of reference, as revised:

1. Composition

(i) The Committee shall be appointed by the Board from amongst the Directors excluding Alternate Directors; shall consist of not less than three members, all of whom are non-executive directors with a majority of them being independent Directors; and 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:

AUDIT COMMITTEE REPORT (cont'd)

(aa) he must have passed the examinations specified in Part I of the 1st Schedule of the Accountants Act 1967; or

(bb) 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 Securities.

The Chairman shall be an independent Director elected by the members of the Committee.

(ii) In the event of any vacancy in the Committee resulting in the non-compliance of paragraph (i) above, the Board must fill the vacancy within 3 months.

(iii) The term of office and performance of the Committee and each of its members shall be reviewed by the Board at least once every 3 years to determine whether the Committee and its members have carried out their duties in accordance with their terms of reference.

2. Authority

The Committee is granted the authority to investigate any activity of the Company and its subsidiaries within its terms of reference, and all employees are directed to co-operate as requested by members of the Committee. The Committee is empowered to obtain independent professional or other advice and retain persons having special competence as necessary to assist the Committee in fulfilling its responsibility.

3. Responsibility

The Committee is to serve as a focal point for communication between non-Committee Directors, the external auditors, internal auditors and the Management on matters in connection with financial accounting, reporting and controls. The Committee is to assist the Board in fulfilling its fiduciary responsibilities as to accounting policies and reporting practices of the Company and all subsidiaries and the sufficiency of auditing relative thereto. It is to be the Board's principal agent in assuring the independence of the Company's external auditors, the integrity of the management and the adequacy of disclosures to shareholders.

If the Committee is of the view that a matter reported to the Board has not been satisfactorily resolved resulting in a breach of the Bursa Securities' Listing Requirements, the Committee shall promptly report such matter to Bursa Securities.

4. Functions

The functions of the Committee are to review:

i) with the external auditors, their audit plan;

ii) with the external auditors, their evaluation of the system of internal accounting controls;

iii) with the external auditors, their audit report and management letter (if any);

iv) the assistance given by the Company's officers to the external auditors;

v) 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;

vi) 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;

vii) the quarterly results and year end financial statements, prior to the approval by the Board, focusing particularly on:

(a) changes in or implementation of major accounting policy changes;

(b) significant and unusual events; and

(c) compliance with accounting standards and other legal requirements;

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

ix) consider the nomination, appointment and re-appointment of external auditors; their audit fees; and any questions on resignation, suitability and dismissal.

5. Meetings

i) The Committee is to meet at least four times a year and as many times as the Committee deems necessary.

ii) In order to form a quorum for any meeting of the Committee, the majority of members present must be independent.

iii) The meetings and proceedings of the Committee are governed by the provisions of the Articles of Association of the Company regulating the meetings and proceedings of the Board so far as the same are applicable.

iv) The head of finance and the head of internal audit shall normally attend meetings of the Committee. The presence of a representative of the external auditors will be requested if required.

v) Upon request by the external auditors, the Chairman of the Committee shall convene a meeting of the Committee to consider any matters the external auditors believe should be brought to the attention of the Directors or Shareholders of the Company.

vi) At least twice a year, the Committee shall meet with the external auditors without the presence of any executive Director.

vii) Whenever deemed necessary, meetings can be convened with the external auditors, internal auditors or both, excluding the attendance of other directors and employees.

6. Secretary and Minutes

The Secretary of the Committee shall be the Company Secretary. Minutes of each meeting are to be prepared and sent to the Committee members, and the Company's Directors who are not members of the Committee.

STATEMENT ON INTERNAL CONTROL

The Board's Responsibilities

In relation to internal control, pursuant to the requirements under the Malaysian Code or Corporate Governance for companies listed on the Bursa Malaysia Securities Berhad ("Bursa Securities"), the Board of Directors ("the Board") acknowledges their responsibility under the Bursa Securities Listing Requirements to: -

- Identify principal risks and ensure implementation of appropriate control measures to manage the risks.
- Review the adequacy and integrity of the internal control system and management information systems and systems for compliance with applicable laws, regulations, rules, directives and guidelines.

It should be noted that an internal control system is designed to manage risks rather than eliminate them, and can provide only reasonable but not absolute assurance against any material misstatement or loss.

The Board confirms that there is an ongoing risk management process established to identify, evaluate, and manage significant risks to effectively mitigate the risks that may impede the achievement of Genting Group of companies' ("the Group") business and corporate objectives. The Board reviews the process on a regular basis to ensure proper management of risks and measures are taken to mitigate any weaknesses in the control environment.

The Risk Management Process

The Group employs the Control Self-Assessment ("CSA") to formalise the risk management process at the business/operating unit level. With the CSA, departments/business areas of the Group are required to identify and evaluate controls within key functions/activities of their business processes. The risks to the Group's strategic objectives are assessed at the Group and company level.

The Risk and Business Continuity Management Committees ("RBCMCs") established at Genting Berhad ("GB") and its principal subsidiaries are responsible for ensuring the effectiveness of the risk management process and implementation of risk management policies in their respective companies. The RBCMC of GB comprises senior management of the Group and is chaired by the President and Chief Operating Officer of GB, whereas the RBCMCs of the principal subsidiaries comprise their respective senior management headed by their respective Chief Financial Officers/Heads of Finance.

The key aspects of the risk management process are:-

- Business/Operations Heads undertake to update their risk profiles on a six monthly basis from the previous update and issue a letter of assurance to confirm that they have reviewed the risk profiles, risk reports and related business processes and are also monitoring the implementation of action plans.
- The risk profiles, control procedures and status of the action plans are reviewed on a regular basis by the Head-Risk Management with the Business/ Operations Heads.
- Management of the respective companies is provided with reports to enable them to review, discuss and monitor the risk profiles and implementation of action plans.
- On a quarterly basis the RBCMC of the respective companies meet to review the progress of the implementation of action plans of their respective companies and a consolidated risk management report summarizing the significant risks and/or status of action plans of the respective companies are presented quarterly to the Audit Committee for review, deliberation and recommendation for endorsement by the Board of Directors.

The Internal Control Processes

The other key aspects of the internal control process are:-

- The Board and the Audit Committee meet every quarter to discuss matters raised by Management and Internal Audit on business and operational matters including potential risks and control issues.
- The Board has delegated the responsibilities to various committees established by the Board and Management of the holding company and subsidiaries to implement and monitor the Board's policies on controls.
- Delegation of authority including authorization limits at various levels of Management and those requiring the Board's approval are documented and designed to ensure accountability and responsibility.
- Internal procedures and policies are documented in manuals, which are reviewed and revised periodically to meet changing business, operational and statutory reporting needs.
- Performance and cash flow reports are provided to Management and the Group Executive Committee to review and monitor the financial performance and cash flow position.
- Business/operating units present their annual budget, which includes the financial and operating targets, capital expenditure proposals and performance indicators for approval by the Group Executive Committee and the Board.
- A half yearly review of the annual budget is undertaken by Management to identify and where appropriate, to address significant variances from the budget.

Some weaknesses in internal control were identified for the year under review but these are not deemed significant and hence have not been included in this statement, as these weaknesses have not materially impacted the business or operations of the Group. Nevertheless, measures have been or are being taken to address these weaknesses.

Business continuity management is regarded an integral part of the Group's risk management process. In this regard to minimize potential business disruptions either due to failure of critical IT systems and/or operational processes, some of the subsidiaries and key operating units have implemented business continuity plans while others are in the process of implementing them.

The Board in issuing this statement has taken into consideration the representations made by the Group's principal associated companies, Lanco Kondapalli Power Private Limited and Landmarks Berhad in respect of their state of internal control.

The Internal Audit Function

The Group Internal Audit Division ("Group Internal Audit") is responsible for undertaking regular and systematic review of the internal controls to provide the Audit Committee and the Board with sufficient assurance that the systems of internal control are effective in addressing the risks identified. Group Internal Audit functions independently of the activities they audit.

On a quarterly basis, Group Internal Audit submits audit reports and plan status for review and approval by the Audit Committee. Included in the reports are recommended corrective measures on risks identified, if any, for implementation by Management.

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965

The Directors of GENTING BERHAD have pleasure in submitting their report together with their statement pursuant to Section 169(15) of the Companies Act, 1965 therein and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2007.

PRINCIPAL ACTIVITIES

The Company is principally an investment holding and management company.

The principal activities of the subsidiaries include leisure and hospitality, gaming and entertainment businesses, plantation, the generation and supply of electric power, property development and management, tours and travel related services, genomics research and development, investments and oil and gas exploration, development and production activities.

The principal activities of the associates include the generation and supply of electric power, resort, property investment and property development.

During the financial year, the Group disposed off its entire equity interests in the paper and packaging businesses and ceased to have significant influence over an associate involved in the cruise and cruise related operations.

Details of the principal activities of the subsidiaries and associates are set out in Note 47 to the financial statements.

Apart from the above, there have been no other significant changes in the nature of the activities of the Group and of the Company during the financial year.

FINANCIAL RESULTS

	Group RM Million	Company RM Million
Profit before taxation	3,394.5	2,678.6
Taxation	(662.2)	(475.2)
Profit for the financial year from continuing operations	2,732.3	2,203.4
Loss for the financial year from discontinued operations	(170.0)	-
Profit for the financial year	2,562.3	2,203.4

SHARE SPLIT

At an Extraordinary General Meeting held on 21 March 2007, the shareholders of the Company approved the subdivision of the issued and unissued ordinary shares of 50 sen par value each in the capital of the Company into ordinary shares of 10 sen par value each ("Share Split"). The Share Split was effected on 13 April 2007 and was completed with the listing and quotation of the new ordinary shares on the Main Board of Bursa Malaysia Securities Berhad on 16 April 2007.

TREASURY SHARES

The shareholders of the Company had granted a mandate to the Company to repurchase its own shares at the Annual General Meeting held on 21 June 2007.

On 30 August 2007, the Company repurchased 1,000,000 ordinary shares of 10 sen each of its issued share capital from the open market at an average price of RM7.22 per share. The repurchased transaction was financed by internally generated funds. The shares repurchased were held as treasury shares and treated in accordance with the requirement of Section 67A of the Companies Act, 1965.

DIVIDENDS

Dividends paid by the Company since the end of the previous financial year were:

(i) a final dividend of 4.0 sen less 27% tax per ordinary share of 10 sen each amounting to RM107,938,680.48 in respect of the financial year ended 31 December 2006 was paid on 24 July 2007;

(ii) an interim dividend of 2.7 sen less 27% tax per ordinary share of 10 sen each amounting to RM72,844,327.49 in respect of the financial year ended 31 December 2007 was paid on 25 October 2007; and

(iii) a special dividend of 30.0 sen less 27% tax per ordinary share of 10 sen each amounting to RM810,845,462.86 in memory of the late Founder and Honorary Life Chairman of the Company, Tan Sri (Dr.) Lim Goh Tong (who passed away on 23 October 2007) was paid on 21 December 2007.

The Directors recommend payment of a final dividend of 4.3 sen less 26% tax per ordinary share of 10 sen each in respect of the current financial year to be paid to shareholders registered in the Register of Members on a date to be determined later by the Directors. Based on the issued shares (less treasury shares) of the Company as at the date of this report, the final dividend would amount to RM117.8 million.

RESERVES AND PROVISIONS

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

ISSUE OF SHARES, DEBENTURES AND SHARE OPTIONS

During the financial year and before the Share Split, 93,000 ordinary shares of 50 sen each fully paid at the subscription price of RM14.34 per share and 1,000 ordinary shares of 50 sen each fully paid at the subscription price of RM13.08 per share were issued by virtue of the exercise of options to take up unissued ordinary shares of the Company by executive employees pursuant to The Executive Share Option Scheme for Eligible Executives of Genting Berhad and its subsidiaries ("Scheme"). After the Share Split, 8,863,000 new ordinary shares of 10 sen each fully paid at the subscription price of RM2.868 per share and 49,000 new ordinary shares of 10 sen fully paid at the subscription price of RM2.616 per share were issued by virtue of the exercise of options to take up unissued ordinary shares of the Company by executive employees pursuant to the Scheme.

All the abovementioned ordinary shares rank pari passu with the then existing ordinary shares of the Company. These options were granted prior to the current financial year.

There were no issue of debentures during the financial year.

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

ISSUE OF SHARES, DEBENTURES AND SHARE OPTIONS (cont'd)

The following Options to take up unissued ordinary shares in the Company, which have been granted to executive employees of the Group as specified in the Scheme, were outstanding as at 31 December 2007:

Option Number	Option Expiry Date	Subscription Price Per Share RM	No. of Unissued Shares
1/2002	11 August 2012	2.868	15,992,000
2/2002	11 August 2012	2.616	51,000
			16,043,000

(a) The expiry date of the Options on 11 August 2012 shall apply unless the Options have ceased by reason of non compliance by the grantee with the terms and conditions under which the Options were granted pursuant to the Scheme.

(b) (i) The Options granted can only be exercised by the Grantee in the third year from the Date of Offer and the number of new Shares comprised in the Options which a Grantee can subscribe for from the third year onwards shall at all times be subject to the following maximum:

Percentage of new Shares comprised in the Options exercisable each year from the Date of Offer

Year 1	Year 2	Year 3	Year 4	Year 5
-	-	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares
Year 6	**Year 7**	**Year 8**	**Year 9**	**Year 10**
12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% or balance of all options allotted

(ii) Any new Shares comprised in an Option which is exercisable in a particular year but has not been exercised in that year, can be exercised in subsequent years within the Option Period, subject to the Scheme remaining in force.

(iii) In the event that an Eligible Executive becomes a Grantee after the first year of the Scheme, the Grantee shall always observe the two-year incubation period and the Options granted can only be exercised in the third year from the Date of Offer subject to the maximum percentage of new Shares comprised in the Options exercisable as stipulated above.

(c) The persons to whom the Options have been issued have no right to participate by virtue of the Options in any share issue of any other company.

DIRECTORATE

The Directors who served since the date of the last report are:

Tan Sri Lim Kok Thay*
Tun Mohammed Hanif bin Omar
Tan Sri Mohd Amin bin Osman
Dato' Dr. R. Thillainathan
Mr Quah Chek Tin
Dato' Paduka Nik Hashim bin Nik Yusoff*
Tan Sri Gunn Chit Tuan* (Resigned on 11 September 2007)
Tan Sri Dr. Lin See Yan*
Mr Chin Kwai Yoong (Appointed on 23 August 2007)

*Also members of the Remuneration Committee

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

DIRECTORATE (cont'd)

According to the Register of Directors' Shareholdings, the following persons who were Directors of the Company at the end of the financial year have interests in shares of the Company and Resorts World Bhd, a company which is 48.57% owned by the Company, Asiatic Development Berhad and Genting International P.L.C., both of which are subsidiaries of the Company as set out below:

Interest in the Company

Shareholdings in the names of Directors	1.1.2007	Acquired/ (Disposed)	12.4.2007	Adjusted for the Share Split on 13.4.2007	Acquired/ (Disposed)	31.12.2007
	(No. of ordinary shares of 50 sen each)			(No. of ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	1,933,800	-	1,933,800	9,669,000	2,500,000/ (1,800,000)	10,369,000
Tun Mohammed Hanif bin Omar	200	63,000/ (63,000)	200	1,000	630,000	631,000
Tan Sri Mohd Amin bin Osman	197,000	-	197,000	985,000	315,000/ (95,400)	1,204,600
Dato' Dr. R. Thillainathan	-	-	-	-	160,000/ (160,000)	-
Mr Quah Chek Tin	1,000	-	1,000	5,000	315,000/ (315,000)	5,000

Interest of Spouse/Child of the Directors *	15.8.2007	Acquired/ (Disposed)	31.12.2007
	(No. of ordinary shares of 10 sen each)		
Tan Sri Mohd Amin bin Osman	60,000	-	60,000
Dato' Dr. R. Thillainathan	135,000	160,000	295,000
Mr Quah Chek Tin	315,000	315,000	630,000

Share Option in the names of Directors	1.1.2007	Offered/ (Exercised)	12.4.2007	Adjusted for the Share Split on 13.4.2007	Offered/ (Exercised)	31.12.2007
	(No. of unissued ordinary shares of 50 sen each)			(No. of unissued ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	1,000,000	-	1,000,000	5,000,000	(2,500,000)	2,500,000
Tun Mohammed Hanif bin Omar	500,000	(63,000)	437,000	2,185,000	(630,000)	1,555,000
Tan Sri Mohd Amin bin Osman	311,000	-	311,000	1,555,000	(315,000)	1,240,000
Dato' Dr. R. Thillainathan	154,000	-	154,000	770,000	(160,000)	610,000
Mr Quah Chek Tin	311,000	-	311,000	1,555,000	(315,000)	1,240,000

Interest in Resorts World Bhd

Shareholdings in the names of Directors	1.1.2007	Acquired/ (Disposed)	12.4.2007	Adjusted for the Share Split on 13.4.2007	Acquired/ (Disposed)	31.12.2007
	(No. of ordinary shares of 50 sen each)			(No. of ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	50,000	-	50,000	250,000	1,410,000	1,660,000
Tun Mohammed Hanif bin Omar	1,000	63,000/ (63,000)	1,000	5,000	-	5,000
Tan Sri Mohd Amin bin Osman	122,000	-	122,000	610,000	(70,000)	540,000
Tan Sri Dr. Lin See Yan	-	50,000	50,000	250,000	50,000	300,000
Mr Quah Chek Tin	1,000	-	1,000	5,000	-	5,000

Interest of Spouse/Child of the Directors *	15.8.2007	Acquired/ (Disposed)	31.12.2007
	(No. of ordinary shares of 10 sen each)		
Tan Sri Mohd Amin bin Osman	180,000	-	180,000
Dato' Paduka Nik Hashim bin Nik Yusoff	29,000	(29,000)	-

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

DIRECTORATE (cont'd)

Share Option in the names of Directors	1.1.2007	Offered/ (Exercised)	12.4.2007	Adjusted for the Share Split on 13.4.2007	Offered/ (Exercised)	31.12.2007
	(No. of unissued ordinary shares of 50 sen each)			(No. of unissued ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	750,000	-	750,000	3,750,000	(1,410,000)	2,340,000
Tun Mohammed Hanif bin Omar	500,000	(63,000)	437,000	2,185,000	-	2,185,000

Interest in Asiatic Development Berhad

Shareholdings in the names of Directors	1.1.2007	Acquired/ (Disposed)	31.12.2007
	(No. of ordinary shares of 50 sen each)		
Tan Sri Lim Kok Thay	144,000	825,000/ (600,000)	369,000
Tan Sri Mohd Amin bin Osman	741,000	124,000	865,000

Interest of Spouse/Child of the Directors*	15.8.2007	Acquired/ (Disposed)	31.12.2007
	(No. of issued ordinary shares of 50 sen each)		
Tan Sri Mohd Amin bin Osman	80,000	-	80,000
Dato' Dr R. Thillainathan	10,000	-	10,000

Share Option in the names of Directors	1.1.2007	Offered/ (Exercised)	31.12.2007
	(No. of unissued ordinary shares of 50 sen each)		
Tan Sri Lim Kok Thay	825,000	(825,000)	-
Tan Sri Mohd Amin bin Osman	248,000	(124,000)	124,000

Interest in Genting International P.L.C.

Shareholdings in the names of Directors	1.1.2007	Acquired/ (Disposed)	31.12.2007
	(No. of ordinary shares of US$0.10 each)		
Tan Sri Lim Kok Thay	20,000	12,000	32,000
Dato' Paduka Nik Hashim bin Nik Yusoff	-	142,000/ (142,000)	-

Interest of Spouse/Child of the Director*	15.8.2007	Acquired/ (Disposed)	31.12.2007
	(No. of ordinary shares of US$0.10 each)		
Tan Sri Mohd Amin bin Osman	400	-	400

Share Option in the names of Directors	1.1.2007	Offered/ (Exercised)	16.9.2007	Adjusted pursuant to the Rights Issue on 17.9.2007	Offered/ (Exercised)	31.12.2007
	(No. of unissued ordinary shares of US$0.10 each)					
Tan Sri Lim Kok Thay	5,000,000	-	5,000,000	5,658,536	-	5,658,536
Tun Mohammed Hanif bin Omar	1,000,000	-	1,000,000	1,131,707	-	1,131,707
Tan Sri Mohd Amin bin Osman	1,000,000	-	1,000,000	1,131,707	-	1,131,707
Dato' Dr. R. Thillainathan	1,500,000	-	1,500,000	1,697,560	-	1,697,560
Mr Quah Chek Tin	1,500,000	-	1,500,000	1,697,560	-	1,697,560
Dato' Paduka Nik Hashim bin Nik Yusoff	1,000,000	-	1,000,000	1,131,707	(142,000)	989,707
Tan Sri Dr. Lin See Yan	1,000,000	-	1,000,000	1,131,707	-	1,131,707

* Disclosure pursuant to Section 134 (12) (c) of the Companies Act, 1965 as amended by the Companies (Amendment) Act 2007 which took effect on 15 August 2007.

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

DIRECTORATE (cont'd)

Apart from the above disclosures:

(a) the Directors of the Company do not have any other interests in shares in the Company and in shares in other related corporations of the Company either at the beginning or end of the financial year; and

(b) neither during nor at the end of the financial year, was the Company a party to any arrangement whose object is to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Since the end of the previous financial year, no Director of the Company has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by the Directors and the provision for Directors' retirement gratuities shown in the financial statements) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which he is a member or with a company in which he has a substantial financial interest except for any benefit which may be deemed to have arisen by virtue of the following transactions:

(i) A company in which Tan Sri Lim Kok Thay is a director and a substantial shareholder has appointed Asiatic Plantations (WM) Sdn Bhd, a wholly owned subsidiary of Asiatic Development Berhad, which in turn is a 54.79% owned subsidiary of the Company to provide plantation advisory services.

(ii) A corporation in which Tan Sri Lim Kok Thay and his spouse are directors and which is wholly owned indirectly by them has rented its property to Genting International P.L.C. ("GIPLC"), a 50.44% owned subsidiary of the Company.

(iii) A corporation which is owned by the family of Tan Sri Lim Kok Thay has been appointed by Resorts World at Sentosa Pte Ltd, an indirect wholly owned subsidiary of GIPLC to provide professional design consultancy and master-planning services for the Resorts World at Sentosa integrated resort in Singapore.

(iv) Tan Sri Mohd Amin bin Osman has been retained by Resorts World Bhd ("RWB"), a company which is 48.57% owned by the Company to provide advisory services.

(v) Oakwood Sdn Bhd, a wholly owned subsidiary of the Company has previously extended a housing loan to Dato' Dr. R. Thillainathan to enable him to acquire a home. The housing loan has been fully settled on 31 July 2007.

Dato' Dr. R. Thillainathan and Tan Sri Dr. Lin See Yan are due to retire by rotation at the forthcoming Annual General Meeting ("AGM") in accordance with Article 99 of the Articles of Association of the Company and they, being eligible, have offered themselves for re-election.

Mr Chin Kwai Yoong, who was appointed during the financial year, retires in accordance with Article 104 of the Articles of Association of the Company and he, being eligible, has offered himself for re-election.

Tan Sri Mohd Amin bin Osman and Dato' Paduka Nik Hashim bin Nik Yusoff will retire pursuant to Section 129 of the Companies Act, 1965 at the forthcoming AGM and that separate resolutions will be proposed for their re-appointment as Directors at the AGM under the provision of Section 129 (6) of the said Act to hold office until the next AGM of the Company.

OTHER STATUTORY INFORMATION

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 allowances for doubtful debts, and satisfied themselves that all known bad debts had been written off and adequate allowance been made for doubtful debts; and

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

At the date of this report, the Directors are not aware of any circumstances:

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

(ii) which would render the values attributed to the current assets in the financial statements of the Group or of the Company misleading;

(iii) which have arisen which render adherence to the existing methods of valuation of assets or liabilities in the financial statements of the Group and of the Company misleading or inappropriate; and

(iv) not otherwise dealt with in this report or in the financial statements of the Group and of the Company, that would render any amount stated in the respective financial statements misleading.

At the date of this report there does not exist:

(i) any charge on the assets of the Group or of the Company that 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 that has arisen since the end of the financial year.

No contingent or other liability of the Group or of the Company has become enforceable, or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the Directors, will or may substantially affect the ability of the Group or of the Company to meet their obligations as and when they fall due.

In the opinion of the Directors:

(i) the results of the operations of the Group and of the Company for the financial year have not been substantially affected by any item, transaction or event of a material and unusual nature except for those disclosed in the financial statements; 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 and of the Company for the financial year in which this report is made.

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

STATEMENT BY DIRECTORS PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965

In the opinion of the Directors, the financial statements set out on pages 53 to 113 are drawn up so as to give a true and fair view of the state of affairs of the Group and of the Company as at 31 December 2007 and of the results and the cash flows of the Group and of the Company for the financial year ended on that date in accordance with the MASB Approved Accounting Standards in Malaysia for Entities Other Than Private Entities and comply with the provisions of the Companies Act, 1965.

AUDITORS

The auditors, PricewaterhouseCoopers, have expressed their willingness to continue in office.

On behalf of the Board,

TAN SRI LIM KOK THAY
Chairman & Chief Executive

TUN MOHAMMED HANIF BIN OMAR
Deputy Chairman

Kuala Lumpur
28 February 2008

INCOME STATEMENTS

for the Financial Year Ended 31 December 2007

Amounts in RM million unless otherwise stated

	Note(s)	Group 2007	Group 2006 Restated	Company 2007	Company 2006
Continuing operations:					
Revenue	5 & 6	**8,483.8**	6,418.6	**1,751.2**	854.4
Cost of sales	7	**(5,005.4)**	(3,536.4)	**(65.4)**	(63.3)
Gross profit		**3,478.4**	2,882.2	**1,685.8**	791.1
Other income					
- net gain on disposal/deemed disposal/dilution of shareholdings	43(h)	**989.3**	-	**1,218.7**	-
- gain on disposal of investment in associate	43(e)	**337.1**	-	**-**	-
- others		**561.5**	691.0	**151.8**	153.1
Selling and distribution costs		**(94.4)**	(78.9)	**-**	-
Administration expenses		**(290.2)**	(235.7)	**(12.4)**	(9.2)
Other expenses	8				
- impairment losses		**(1,016.1)**	(13.5)	**-**	-
- others		**(235.8)**	(166.4)	**(303.8)**	(1.5)
Profit from operations		**3,729.8**	3,078.7	**2,740.1**	933.5
Finance cost		**(395.4)**	(212.6)	**(61.5)**	(73.0)
Share of results in jointly controlled entities		**(11.2)**	(0.4)	**-**	-
Share of results in associates		**(9.7)**	(161.8)	**-**	-
Gain on dilution of investment in associate		**81.0**	-	**-**	-
Profit before taxation	5, 9,10 & 11	**3,394.5**	2,703.9	**2,678.6**	860.5
Taxation	12	**(662.2)**	(500.0)	**(475.2)**	(234.9)
Profit for the financial year from continuing operations		**2,732.3**	2,203.9	**2,203.4**	625.6
Discontinued operations:					
(Loss)/profit for the financial year from discontinued operations	13	**(170.0)**	38.6	**-**	-
Profit for the financial year		**2,562.3**	2,242.5	**2,203.4**	625.6
Attributable to:					
Equity holders of the Company		**1,988.9**	1,504.2	**2,203.4**	625.6
Minority interests		**573.4**	738.3	**-**	-
		2,562.3	2,242.5	**2,203.4**	625.6
Earnings per share for profit attributable to the equity holders of the Company:	14				
Basic earnings per share (sen) *					
- from continuing operations		**58.30**	41.50		
- from discontinued operations		**(4.49)**	1.07		
		53.81	42.57		
Diluted earnings per share (sen) *					
- from continuing operations		**58.09**	41.15		
- from discontinued operations		**(4.49)**	1.07		
		53.60	42.22		
Gross dividends per share (sen) *	15	**37.0**	6.4		

* The comparative figures were recomputed based on the enlarged number of ordinary shares in issue after the share split exercise which was completed on 16 April 2007.

BALANCE SHEETS

as at 31 December 2007

Amounts in RM million unless otherwise stated

	Note	Group 2007	Group 2006 Restated	Company 2007	Company 2006
ASSETS					
Non-Current Assets					
Property, plant and equipment	16	**8,903.0**	8,989.3	**5.5**	5.1
Land held for property development	17	**495.3**	488.8	**-**	-
Investment properties	18	**26.1**	30.1	**-**	-
Plantation development	19	**469.5**	445.3	**-**	-
Leasehold land use rights	20	**1,767.9**	383.1	**-**	-
Intangible assets	21	**4,689.4**	5,372.6	**-**	-
Exploration costs	22	**312.5**	219.8	**-**	-
Subsidiaries	23	**-**	-	**6,042.9**	3,367.9
Amounts due from subsidiaries	23	**-**	-	**856.0**	855.2
Jointly controlled entities	24	**15.4**	1.3	**-**	-
Associates	25	**575.2**	2,493.9	**-**	-
Available-for-sale financial asset	26	**1,505.4**	-	**-**	-
Other long term investments	27	**267.8**	258.8	**-**	-
Long term receivables	30	**128.3**	21.3	**-**	-
Deferred tax assets	28	**23.9**	13.1	**7.8**	6.3
		19,179.7	18,717.4	**6,912.2**	4,234.5
Current Assets					
Property development costs	17	**111.1**	104.2	**-**	-
Inventories	29	**311.4**	446.6	**-**	-
Trade and other receivables	30	**710.8**	749.2	**0.7**	0.7
Current tax assets		**118.8**	110.0	**19.2**	19.2
Amounts due from subsidiaries	23	**-**	-	**529.2**	446.1
Amounts due from jointly controlled entities	24	**1.6**	17.2	**-**	-
Amounts due from associates	25	**0.2**	1.8	**-**	-
Restricted cash	32	**155.3**	106.8	**-**	-
Short term investments	31	**1,789.1**	2,585.5	**295.1**	1,568.2
Bank balances and deposits	32	**7,800.9**	5,386.0	**249.1**	1,341.1
		10,999.2	9,507.3	**1,093.3**	3,375.3
Total Assets		**30,178.9**	28,224.7	**8,005.5**	7,609.8
EQUITY AND LIABILITIES					
Equity Attributable To Equity Holders Of The Company					
SHARE CAPITAL	33	**370.4**	369.4	**370.4**	369.4
TREASURY SHARES	34	**(7.2)**	-	**(7.2)**	-
RESERVES	35	**11,991.8**	10,925.3	**6,404.7**	5,167.0
		12,355.0	11,294.7	**6,767.9**	5,536.4
Minority Interests		**9,182.3**	5,372.2	**-**	-
Total Equity		**21,537.3**	16,666.9	**6,767.9**	5,536.4
Non-Current Liabilities					
Long term borrowings	36	**4,029.4**	5,305.0	**-**	-
Amounts due to subsidiaries	23	**-**	-	**1,005.8**	1,843.2
Deferred tax liabilities	28	**1,545.7**	1,720.6	**-**	-
Provisions	37	**103.7**	97.5	**165.6**	77.8
Other liabilities	38	**42.9**	83.4	**-**	-
		5,721.7	7,206.5	**1,171.4**	1,921.0
Current Liabilities					
Trade and other payables	39	**1,369.1**	1,360.5	**19.4**	24.5
Amounts due to subsidiaries	23	**-**	-	**11.1**	96.1
Short term borrowings	36	**1,292.7**	2,825.1	**-**	-
Taxation		**258.1**	165.7	**35.7**	31.8
		2,919.9	4,351.3	**66.2**	152.4
Total Liabilities		**8,641.6**	11,557.8	**1,237.6**	2,073.4
Total Equity And Liabilities		**30,178.9**	28,224.7	**8,005.5**	7,609.8
NET ASSETS PER SHARE *		**RM3.34**	RM3.06		

* The comparative figure was recomputed based on the enlarged number of ordinary shares in issue after the share split exercise which was completed on 16 April 2007.

The notes set out on pages 61 to 113 form part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY

for the Financial Year Ended 31 December 2007

Amounts in RM million unless otherwise stated

Group	Attributable to equity holders of the Company										
		← Non–Distributable →									
	Share Capital	Share Premium	Revaluation Reserve	Fair Value Reserve	Reserve on Exchange Differences	Other Reserves	Retained Earnings	Treasury Shares	Total	Minority Interests	Total Equity
At 1 January 2007	**369.4**	**1,125.5**	**307.0**	**-**	**(42.6)**	**11.2**	**9,524.2**	**-**	**11,294.7**	**5,372.2**	**16,666.9**
Foreign exchange differences recognised directly in equity	-	-	-	-	(102.5)	-	-	-	(102.5)	(104.3)	(206.8)
Available-for-sale financial asset											
- measurement at date of designation	-	-	-	730.4	-	-	-	-	730.4	743.5	1,473.9
- effects of shareholding movement	-	-	-	(12.3)	-	-	-	-	(12.3)	12.3	-
- fair value movement	-	-	-	(547.8)	-	-	-	-	(547.8)	(576.6)	(1,124.4)
Changes in share of associates' reserves	-	-	-	-	2.1	(11.2)	13.4	-	4.3	(4.6)	(0.3)
Others	-	-	(1.4)	-	-	-	1.4	-	-	-	-
Net (expenses)/income recognised directly in equity	-	-	(1.4)	170.3	(100.4)	(11.2)	14.8	-	72.1	70.3	142.4
Profit for the financial year	-	-	-	-	-	-	1,988.9	-	1,988.9	573.4	2,562.3
Total recognised income and expense for the year	-	-	(1.4)	170.3	(100.4)	(11.2)	2,003.7	-	2,061.0	643.7	2,704.7
Effects arising from changes in composition of the Group	-	-	-	-	-	-	-	-	-	54.1	54.1
Effects of share-based payment	-	-	-	-	-	-	-	-	-	1.5	1.5
Effects of issue of shares by subsidiaries	-	-	-	-	-	-	(28.8)	-	(28.8)	3,759.4	3,730.6
Issue of shares	1.0	25.9	-	-	-	-	-	-	26.9	-	26.9
Buy-back of shares	-	-	-	-	-	-	-	(7.2)	(7.2)	(324.5)	(331.7)
Dividend paid to minority shareholders	-	-	-	-	-	-	-	-	-	(324.1)	(324.1)
Appropriation:											
Final dividend paid for financial year ended 31 December 2006 (4.0 sen less 27% income tax)	-	-	-	-	-	-	(107.9)	-	(107.9)	-	(107.9)
Interim dividend paid for financial year ended 31 December 2007 (2.7 sen less 27% income tax)	-	-	-	-	-	-	(72.8)	-	(72.8)	-	(72.8)
Special dividend paid (30.0 sen less 27% income tax)	-	-	-	-	-	-	(810.9)	-	(810.9)	-	(810.9)
Balance at 31 December 2007	**370.4**	**1,151.4**	**305.6**	**170.3**	**(143.0)**	**-**	**10,507.5**	**(7.2)**	**12,355.0**	**9,182.3**	**21,537.3**

The notes set out on pages 61 to 113 form part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY (cont'd)

for the Financial Year Ended 31 December 2007

Amounts in RM million unless otherwise stated

	Attributable to equity holders of the Company										
			Non–Distributable								
Group	**Share Capital**	**Share Premium**	**Revaluation Reserve**	**Fair Value Reserve**	**Reserve on Exchange Differences**	**Other Reserves**	**Retained Earnings**	**Treasury Shares**	**Total**	**Minority Interests**	**Total Equity**
At 1 January 2006	352.7	111.7	307.4	-	87.6	11.2	8,158.6	-	9,029.2	4,898.1	13,927.3
Adjustment to provisional negative goodwill	-	-	-	-	-	-	8.6	-	8.6	9.1	17.7
	352.7	111.7	307.4	-	87.6	11.2	8,167.2	-	9,037.8	4,907.2	13,945.0
Foreign exchange differences recognised directly in equity	-	-	-	-	(130.2)	-	-	-	(130.2)	(82.9)	(213.1)
Others	-	-	(0.4)	-	-	-	0.4	-	-	-	-
Net income/(expenses) recognised directly in equity	-	-	(0.4)	-	(130.2)	-	0.4	-	(130.2)	(82.9)	(213.1)
Profit for the financial year	-	-	-	-	-	-	1,504.2	-	1,504.2	738.3	2,242.5
Total recognised income and expense for the year	-	-	(0.4)	-	(130.2)	-	1,504.6	-	1,374.0	655.4	2,029.4
Effects arising from changes in composition of the Group	-	-	-	-	-	-	9.8	-	9.8	(16.0)	(6.2)
Effects of share-based payment	-	-	-	-	-	-	-	-	-	4.0	4.0
Effects of issue of shares by subsidiaries	-	-	-	-	-	-	-	-	-	50.5	50.5
Issue of shares	16.7	1,013.8	-	-	-	-	-	-	1,030.5	-	1,030.5
Dividend paid to minority shareholders	-	-	-	-	-	-	-	-	-	(228.9)	(228.9)
Appropriation:											
Final dividend paid for financial year ended 31 December 2005 (3.8 sen less 28% income tax)	-	-	-	-	-	-	(96.5)	-	(96.5)	-	(96.5)
Interim dividend paid for financial year ended 31 December 2006 (2.4 sen less 28% income tax)	-	-	-	-	-	-	(60.9)	-	(60.9)	-	(60.9)
Balance at 31 December 2006	369.4	1,125.5	307.0	-	(42.6)	11.2	9,524.2	-	11,294.7	5,372.2	16,666.9

STATEMENTS OF CHANGES IN EQUITY (cont'd)

for the Financial Year Ended 31 December 2007

Amounts in RM million unless otherwise stated

		← Non- → Distributable	← Distributable →		
Company	**Share Capital**	**Share Premium**	**Retained Earnings**	**Treasury Shares**	**Total**
At 1 January 2007	**369.4**	**1,125.5**	**4,041.5**	**-**	**5,536.4**
Issue of shares (see Note 33)	**1.0**	**25.9**	**-**	**-**	**26.9**
Buy-back of shares	**-**	**-**	**-**	**(7.2)**	**(7.2)**
Profit for the financial year	**-**	**-**	**2,203.4**	**-**	**2,203.4**
Appropriation:					
Final dividend paid for financial year ended 31 December 2006 (4.0 sen less 27% income tax)	**-**	**-**	**(107.9)**	**-**	**(107.9)**
Interim dividend paid for financial year ended 31 December 2007 (2.7 sen less 27% income tax)	**-**	**-**	**(72.8)**	**-**	**(72.8)**
Special dividend paid (30.0 sen less 27% income tax)	**-**	**-**	**(810.9)**	**-**	**(810.9)**
Balance at 31 December 2007	**370.4**	**1,151.4**	**5,253.3**	**(7.2)**	**6,767.9**
Company					
At 1 January 2006	352.7	111.7	3,573.3	-	4,037.7
Issue of shares (see Note 33)	16.7	1,013.8	-	-	1,030.5
Profit for the financial year	-	-	625.6	-	625.6
Appropriation:					
Final dividend paid for financial year ended 31 December 2005 (3.8 sen less 28% income tax)	-	-	(96.5)	-	(96.5)
Interim dividend paid for financial year ended 31 December 2006 (2.4 sen less 28% income tax)	-	-	(60.9)	-	(60.9)
Balance at 31 December 2006	369.4	1,125.5	4,041.5	-	5,536.4

CASH FLOW STATEMENTS

for the Financial Year Ended 31 December 2007

Amounts in RM million unless otherwise stated

	Group		Company	
	2007	2006 Restated	**2007**	2006
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before taxation				
- Continuing operations	**3,394.5**	2,703.9	**2,678.6**	860.5
- Discontinued operations	**-**	45.9	**-**	-
	3,394.5	2,749.8	**2,678.6**	860.5
Adjustments for:				
Net impairment loss arising from intangible assets	**952.6**	13.2	**-**	-
Depreciation of property, plant and equipment ("PPE")	**583.8**	498.0	**0.9**	2.4
Finance cost	**395.4**	212.6	**61.5**	73.0
Bad debts written off	**142.9**	27.8	**-**	-
Net impairment loss arising from PPE	**63.5**	35.2	**-**	-
Net provision for retirement gratuities	**22.0**	34.2	**7.7**	12.3
Amortisation of intangible assets	**11.7**	11.3	**-**	-
Share of results in jointly controlled entities	**11.2**	0.4	**-**	-
Share of results in associates	**9.7**	161.8	**-**	-
Net allowance for/(write-back of) diminution in value of investments	**9.6**	(9.7)	**-**	-
Amortisation of leasehold land use rights	**6.3**	5.2	**-**	-
Net allowance for/(write-back of) doubtful debts	**2.4**	(0.2)	**-**	-
PPE written off	**1.7**	2.6	**-**	-
Provision for share-based payment	**1.5**	4.0	**-**	-
Depreciation of investment properties	**1.1**	1.1	**-**	-
Net impairment loss arising from investments	**-**	0.3	**-**	-
Net gain on disposal of PPE and plantation development	**(1.1)**	(1.7)	**(0.2)**	(0.2)
Net gain on disposal of investment property	**(2.0)**	(0.5)	**-**	-
Net gain on disposal of investments	**(4.1)**	(178.8)	**-**	-
Dividend income	**(4.8)**	(37.6)	**(1,260.7)**	(428.9)
Net unrealised exchange gain	**(57.8)**	(188.3)	**(5.0)**	(38.0)
Gain on dilution of investment in associate	**(81.0)**	-	**-**	-
Bad debts recovered	**(143.1)**	(0.2)	**-**	-
Interest income	**(289.4)**	(221.1)	**(124.2)**	(107.3)
Gain on disposal of equity investment in associate	**(337.1)**	-	**-**	-
Net gain on disposal/dilution of shareholdings arising from				
- deemed disposal	**(989.3)**	-	**-**	-
- others	**(3.5)**	-	**(1,218.7)**	-
Waiver of amounts due by subsidiaries	**-**	-	**217.4**	-
Provision for/(reversal of) contingent losses	**-**	-	**85.0**	(6.7)
Other non-cash items	**4.2**	(1.7)	**(21.6)**	-
	306.4	367.9	**(2,257.9)**	(493.4)
Operating profit before changes in working capital	**3,700.9**	3,117.7	**420.7**	367.1
Working capital changes:				
Property development costs	**4.2**	15.0	**-**	-
Inventories	**(3.9)**	(7.5)	**-**	-
Receivables	**(194.6)**	3.8	**-**	-
Payables	**23.0**	65.3	**(9.5)**	(4.2)
Amounts due from associates	**0.3**	(1.0)	**-**	-
Amounts due from jointly controlled entities	**(0.5)**	(16.6)	**-**	-
Amounts due from subsidiaries	**-**	-	**(1.5)**	(8.6)
	(171.5)	59.0	**(11.0)**	(12.8)

CASH FLOW STATEMENTS (cont'd)

for the Financial Year Ended 31 December 2007

Amounts in RM million unless otherwise stated

	Group		Company	
	2007	2006 Restated	**2007**	2006
Cash generated from operations	**3,529.4**	3,176.7	**409.7**	354.3
Taxation paid	**(705.6)**	(579.3)	**(132.4)**	(113.8)
Retirement gratuities paid	**(5.9)**	(2.1)	**(0.4)**	-
Advance membership fees	**(0.6)**	(0.8)	**-**	-
Taxation refund	**26.8**	2.8	**-**	-
	(685.3)	(579.4)	**(132.8)**	(113.8)
NET CASH FLOW FROM OPERATING ACTIVITIES	**2,844.1**	2,597.3	**276.9**	240.5
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of leasehold land use rights	**(1,366.3)**	-	**-**	-
Purchase of PPE	**(1,320.5)**	(648.1)	**(1.7)**	(1.2)
Purchase of additional shares from minority shareholders	**(587.8)**	(52.2)	**-**	-
Purchase of investments	**(267.0)**	(44.6)	**(2,796.1)**	(770.3)
Exploration cost incurred	**(104.2)**	(187.0)	**-**	-
Investment in associates	**(72.0)**	(496.9)	**-**	-
Purchase of intangible assets	**(66.8)**	(19.9)	**-**	-
Advances to jointly controlled entities	**(30.8)**	-	**-**	-
Purchase of plantation development	**(23.3)**	(12.1)	**-**	-
Disposal of international betting operations	**(15.3)**	-	**-**	-
Costs incurred on land held for property development	**(7.1)**	(2.9)	**-**	-
Investment in jointly controlled entities	**(1.9)**	(1.1)	**-**	-
Purchase of investment properties	**(0.1)**	(0.9)	**-**	-
Acquisition of subsidiaries				
- Stanley Leisure plc	**-**	(3,408.5)	**-**	-
- Meizhou Wan Plant	**-**	(455.0)	**-**	-
Dividends received	**4.0**	33.3	**926.7**	304.2
Proceeds from disposal of investment property	**5.0**	1.0	**-**	-
Dividends received from associates	**7.1**	9.8	**-**	-
Proceeds from disposal of PPE	**12.5**	4.6	**0.6**	0.2
Proceeds from disposal of investments/return of cash by				
- Stanley Leisure plc	**-**	701.0	**-**	-
- others	**18.6**	-	**-**	-
Interest received	**283.6**	222.1	**79.2**	59.3
Disposal of subsidiaries (see Note a)	**690.5**	-	**-**	-
Proceeds from disposal of equity investment in associate	**1,172.7**	-	**-**	-
Acquisition of subsidiary	**-**	1.0	**-**	-
Repayments from associates	**-**	2.0	**-**	-
Additional compensation received from acquisition of freehold land	**-**	10.0	**-**	-
Net loans and advances to subsidiaries	**-**	-	**(216.1)**	(187.6)
Proceeds from redemption of preference shares by subsidiary	**-**	-	**50.0**	80.0
NET CASH USED IN INVESTING ACTIVITIES	**(1,669.1)**	(4,344.4)	**(1,957.4)**	(515.4)

CASH FLOW STATEMENTS (cont'd)

for the Financial Year Ended 31 December 2007

Amounts in RM million unless otherwise stated

	Group		Company	
	2007	2006 Restated	**2007**	2006
CASH FLOWS FROM FINANCING ACTIVITIES				
Repayment of borrowings	**(2,154.5)**	(692.0)	**-**	-
Dividends paid	**(991.6)**	(157.4)	**(991.6)**	(157.4)
Buy-back of shares	**(484.4)**	-	**(7.2)**	-
Dividends paid to minority shareholders	**(324.1)**	(228.9)	**-**	-
Finance cost paid	**(308.5)**	(194.8)	**(0.9)**	(1.7)
Settlement of Zero Coupon Convertible Notes	**(77.6)**	-	**-**	-
Net proceeds from issue of shares	**26.9**	1,030.5	**26.9**	1,030.5
Proceeds from bank borrowings	**130.2**	2,786.5	**-**	-
Net proceeds from issue of Convertible Bonds/Notes	**1,986.6**	1,083.9	**-**	-
Proceeds from issue of shares to minority shareholders	**2,477.4**	55.1	**-**	-
Repayment of borrowing to subsidiary	**-**	-	**(19.5)**	(21.0)
Borrowings from subsidiaries	**-**	-	**307.7**	770.3
NET CASH FLOW FROM FINANCING ACTIVITIES	**280.4**	3,682.9	**(684.6)**	1,620.7
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS FROM CONTINUING OPERATIONS	**1,455.4**	1,935.8	**(2,365.1)**	1,345.8
CASH AND CASH EQUIVALENTS AT BEGINNING OF FINANCIAL YEAR	**7,927.1**	5,996.3	**2,909.3**	1,563.5
EFFECT OF CURRENCY TRANSLATION	**(70.3)**	(5.0)	**-**	-
CASH AND CASH EQUIVALENTS AT END OF FINANCIAL YEAR	**9,312.2**	7,927.1	**544.2**	2,909.3
ANALYSIS OF CASH AND CASH EQUIVALENTS				
Bank balances and deposits (see Note 32)	**7,800.9**	5,386.0	**249.1**	1,341.1
Money market instruments (see Note 31)	**1,511.3**	2,542.7	**295.1**	1,568.2
	9,312.2	7,928.7	**544.2**	2,909.3
Bank overdrafts (see Note 36)	**-**	(1.6)	**-**	-
	9,312.2	7,927.1	**544.2**	2,909.3

a) ANALYSIS OF THE DISPOSAL OF SUBSIDIARIES

i) Net assets disposed and net cash inflow on disposals of subsidiaries are analysed as follows:

	2007
Property, plant and equipment	**736.2**
Inventories	**138.7**
Trade and other receivables	**143.6**
Bank balances and deposits	**39.6**
Trade and other payables	**(52.5)**
Provision for liabilities and charges	**(1.4)**
Deferred taxation	**(54.4)**
Other long term liabilities	**(22.7)**
Net assets disposed	**927.1**
Less: Loss arising from disposal	**(197.0)**
Sale consideration (net of incidental costs)	**730.1**
Bank balances and deposits of subsidiaries disposed of	**(39.6)**
Net cash inflow on disposal of subsidiaries	**690.5**

ii) Cash flows of discontinued operations as disclosed in Note 13 are analysed as follows:

	2007	2006
Cash flows from operating activities	**70.3**	77.9
Cash flows from investing activities	**(6.6)**	(30.1)
Cash flows from financing activities	**-**	(80.0)
Total cash flows	**63.7**	(32.2)

NOTES TO THE FINANCIAL STATEMENTS

31 December 2007

Amounts in RM million unless otherwise stated

1. PRINCIPAL ACTIVITIES

The Company is principally an investment holding and management company.

The principal activities of the subsidiaries include leisure and hospitality, gaming and entertainment businesses, plantation, the generation and supply of electric power, property development and management, tours and travel related services, genomics research and development, investments and oil and gas exploration, development and production activities.

The principal activities of the associates include the generation and supply of electric power, resort, property investment and property development.

During the financial year, the Group disposed off its entire equity interests in the paper and packaging businesses and ceased to have significant influence over an associate involved in the cruise and cruise related operations.

Details of the principal activities of the subsidiaries and associates are set out in Note 47 to the financial statements.

Apart from the above, there have been no other significant changes in the nature of the activities of the Group and of the Company during the financial year.

2. BASIS OF PREPARATION

The financial statements of the Group and the Company have been prepared in accordance with and comply with Financial Reporting Standards, the Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards in Malaysia for Entities Other Than Private Entities and the provisions of the Companies Act, 1965. The bases of measurement applied to assets and liabilities include cost, amortised cost, lower of cost and net realisable value, revalued amount and fair value.

The preparation of financial statements in conformity with the Financial Reporting Standards and the provisions of the Companies Act, 1965 requires the Directors to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported financial year. It also requires Directors to exercise their judgements in the process of applying the Company's accounting policies. Although these judgements and estimates are based on Directors' best knowledge of current events and actions, actual results could differ from those judgements and estimates.

Judgements and estimations

In the process of applying the Group's accounting policies, management makes judgements and estimates that can significantly affect the amount recognised in the financial statements. These judgements and estimates include:

i) Provision for taxation

The Group is subject to income taxes in numerous jurisdictions in which the Group operates. Significant judgement is required in determining the provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for tax based on estimates of assessment of the tax liability due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

ii) Provisional fair values of assets and liabilities

Arising from the acquisition of Genting Stanley plc ("Genting Stanley")(formerly known as Stanley Leisure plc) on 6 October 2006, the amount of assets (including intangible assets) and liabilities arising from the acquisition of Genting Stanley as at 31 December 2006 is determined based on provisional fair values assigned to the identifiable assets and liabilities as at acquisition date and hence has yet to be allocated to the Group's cash generating units. Any adjustments to these provisional values upon finalisation of the detailed fair value exercise will be recognised within 12 months of the acquisition date. The adjustments will be calculated as if the fair values had been recognised on acquisition date. Goodwill will also be adjusted to the amount that would have been recognised if the adjusted fair values had been used at acquisition date. As a result, comparative information may be restated.

On 15 September 2006, Genting International Investment (UK) Limited, an indirect wholly owned subsidiary of Genting International P.L.C. ("GIPLC"), which in turn is a 53.4% owned subsidiary of the Group as at 31 December 2007, made a recommended cash offer for the entire issued and to be issued ordinary share capital of Genting Stanley at a price of 860 pence per share. As at 6 October 2006, the offer became unconditional in all respects. Genting Stanley subsequently became a wholly owned subsidiary of GIPLC.

The value of assets (including intangible assets) and liabilities of Genting Stanley ensuing from the acquisition had initially been determined based on provisional fair values assigned to identifiable assets and liabilities on acquisition date and were not allocated to the GIPLC Group's cash generating units ("CGUs") pending finalisation of the Purchase Price Allocation ("PPA") exercise. Any adjustments to these provisional values upon finalisation of the PPA exercise were to be recognised within 12 months from acquisition date as permitted by FRS 3, Business Combinations.

The GIPLC Group engaged an independent valuation firm to assist in the PPA exercise and the said exercise has been completed. The effects of the PPA exercise is summarised in Note 46. These adjustments will be accounted for as if they had been recognised on acquisition date and adjusted in the comparative financial statements.

iii) Exploration costs

Exploration cost is accounted for in accordance with the full cost method. Under this method, all costs relating to the exploration activities are capitalised when incurred. Exploration cost is written off to the income statement when:

- it is determined that further exploration activities will not yield commercial quantities of reserves, or
- no further exploration drilling is planned, or
- the petroleum contract has expired or is surrendered.

In making decisions about whether to continue to capitalise exploration drilling costs, it is necessary to make judgements about the satisfaction of the above conditions after all geological and geophysical and other relevant assessment have been performed.

iv) Impairment of goodwill

The Group tests goodwill for impairment annually in accordance with its accounting policy. The calculations require the use of estimates as set out in Note 21.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

2. BASIS OF PREPARATION (cont'd)

Judgements and estimations (cont'd)

v) Investment in Star Cruises Limited

The Group follows the guidance of Financial Reporting Standard 128: Investments in Associate ("FRS 128") on the definition of an associate. An associate is a company in which the Group exercises significant influence. Following FRS 128, the Group is presumed to have significant influence when it holds, directly or indirectly, 20 per cent or more of the voting power of Star Cruises Limited ("SCL") and hence to consider SCL as an associate of the Group. Conversely, if the Group holds, directly or indirectly, less than 20 per cent of the voting power of SCL, it is presumed that the investor does not have significant influence and therefore not an associate.

The management assessed and concluded that there is no evidence of the existence of significant influence by the Group over SCL as:

a) There is no representation on the board of directors or equivalent governing body of SCL;

b) There is no participation in policy-making processes, including participation in decisions about dividends or other distributions;

c) There are no material transactions, interchange of managerial personnel or provision of essential technical information between the Group and SCL.

By virtue of paragraphs 6 and 7 of FRS 128 and the non-existence of significant influence by the Group over SCL, SCL will not be considered an associated company of the Group and the Group will not equity account the results of SCL when the Group's shareholding falls below 20%. As at 31 December 2007, the Group's shareholding in SCL was approximately 19.3%.

Adoption of new Financial Reporting Standards

Accounting policies adopted by the Group and the Company have been applied consistently in dealing with items that are considered material in relation to the financial statements, unless otherwise stated. The following new and revised Financial Reporting Standards ("FRS") that are relevant to the Group have been adopted during the financial year:

FRS 6	Exploration for and Evaluation of Mineral Resources
FRS 117	Leases
FRS 124	Related Party Disclosures

Amendment to FRS 119_{2004} Employee Benefits – Actuarial Gains and Losses, Group Plans and Disclosures.

The adoption of the above FRS did not result in substantial changes to the Group's accounting policies other than the effects of the following FRSs:

FRS 117 Leases

Standards, amendments to published standards and interpretations to existing standards that are not yet effective and have not been early adopted

The new standards, amendments to published standards and interpretations that are mandatory for the Group's financial periods beginning on or after 1 January 2008, but which the Group has not early adopted, are as follows:

- FRS 107_{2007} Cash Flow Statements. This revised standard has no significant changes as compared to the original standard.
- FRS 111_{2007} Construction Contracts. This revised standard has no significant changes as compared to the original standard.
- FRS 112_{2007} Income Taxes. This revised standard has removed the requirements that prohibit recognition of deferred tax on reinvestment allowances or other allowances in excess of capital allowances. See Note 28.
- FRS 118_{2007} Revenue. This revised standard has no significant changes as compared to the original standard.
- FRS 120_{2007} Accounting for Government Grants and Disclosure of Government Assistance. This revised standard allows alternative treatment that non-government grant to be recorded at nominal amount.
- Amendment to FRS 121_{2007} The Effects of Changes in Foreign Exchange Rates – Net Investment in Foreign Operation. This amendment requires exchange differences on monetary items that form part of the net investment in a foreign operation to be recognised in equity instead of in profit or loss regardless of the currency in which these items are denominated in.
- FRS 134_{2007} Interim Financial Reporting. This revised standard has no significant changes as compared to the original standard.
- FRS 137_{2007} Provisions, Contingent Liabilities and Contingent Assets. This revised standard has no significant changes as compared to the original standard.
- IC Interpretation 1 Changes in Existing Decommissioning, Restoration and Similar Liabilities. This interpretation deals with changes in the estimated timing or amount of the outflow of resources required to settle the obligation, or a change in the discount rate.
- IC Interpretation 2 Members' Shares in Co-operative Entities and Similar Instruments. This interpretation deals with liabilities or equity classification of financial instruments which give the holder the right to request redemption, but subject to limits on whether it will be redeemed.
- IC Interpretation 5 Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds. This interpretation deals with accounting in the financial statements of a contributor for its interests arising from decommissioning funds.
- IC Interpretation 6 Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment. This interpretation provides guidance on the recognition, in the financial statements of producers, of liabilities for waste management under the EU Directive in respect of sales of historical household equipment.
- IC Interpretation 7 Applying the Restatement Approach under FRS 129_{2004} Financial Reporting in Hyperinflationary Economies. This interpretation provides guidance on how to apply the requirement of FRS 129 in a reporting period in which an entity identifies the existence of hyperinflation in the economy of its functional currency, when that economy was not hyperinflationary in the prior period.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

2. BASIS OF PREPARATION (cont'd)

Standards, amendments to published standards and interpretations to existing standards that are not yet effective and have not been early adopted (cont'd)

- IC Interpretation 8 Scope of FRS 2. This Interpretation clarifies that FRS 2 Share-based Payment applies even in the absence of specifically identifiable goods or services.

The effective date for FRS 139 Financial Instruments: Recognition and Measurement has yet to be determined by the MASB. Entities are exempted from disclosing the impact of FRS 139 prior to its effective date.

The above standards, amendments to published standards and interpretations to existing standards do not have any material impact to the Group and Company other than FRS 112, which possible impact is set out in Note 28.

Changes In Accounting Policies

The principal effects of the changes in accounting policies resulting from the adoption of the above FRSs by the Group are as follows:

i) FRS 117: Leases

Prior to the adoption of the revised FRS 117, leasehold land was classified as property, plant and equipment and was stated at cost or valuation less accumulated depreciation and impairment losses. Under the revised FRS 117, leasehold land is an operating lease unless title passes to the lessee at the end of the lease term. With the adoption of the revised FRS 117, the unamortised carrying amounts of leasehold land are now classified as leasehold land use rights and amortised over the period of its remaining lease term, as allowed by the transitional provisions of the revised FRS 117. The reclassification of leasehold land as leasehold land use rights has been accounted for retrospectively and the comparatives in the balance sheet have been restated.

The effects on the comparatives to the Group on adoption of FRS 117 are set out in Note 46.

3. SIGNIFICANT ACCOUNTING POLICIES

Basis of Consolidation

Investments in subsidiaries are eliminated on consolidation while investments in jointly controlled entities and associates are accounted for by the equity method of accounting.

a) Subsidiaries

The consolidated financial statements include the audited financial statements of the Company and all its subsidiaries made up to the end of the financial year. Subsidiaries are those companies in which the Group has power to exercise control over the financial and operating policies so as to obtain benefits from their activities.

Subsidiaries are consolidated from the date on which effective control is transferred to the Group and are no longer consolidated from the date that control ceases. Subsidiaries are consolidated using the purchase method of accounting whereby the results of subsidiaries acquired or disposed of during the financial year are included from the date of acquisition up to the date when control ceases. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the Group's share of the fair value of the identifiable net assets of the subsidiary acquired at the date of acquisition is reflected as goodwill. See accounting policy note on treatment of goodwill.

Negative goodwill represents the excess of the fair value of the Group's share of the net assets acquired over the cost of acquisition and prior to 1 January 2006, the negative goodwill is credited to retained earnings in the year of acquisition. Negative goodwill arising from new acquisition on or after 1 January 2006, is recognised directly in the income statement.

All material intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless cost cannot be recovered. Where necessary, accounting policies for subsidiaries have been changed to ensure consistency with the policies adopted by the Group.

The gain or loss on disposal of a subsidiary is the difference between net disposal proceeds or market value and the Group's share of its net assets together with any balance of goodwill on acquisition and exchange differences which were not previously recognised in the consolidated income statement.

Minority interests is measured at the minorities' share of the fair value of the identifiable assets and liabilities of the acquiree as at the date of acquisition and the minorities' share of movements in the acquiree's net assets since that date. Separate disclosure is made of minority interests.

b) Jointly Controlled Entities

Jointly controlled entities are corporations, partnerships or other entities over which there is contractually agreed sharing of control by the Group with one or more parties.

The Group's interests in jointly controlled entities are accounted for in the consolidated financial statements by the equity method of accounting. Equity accounting involves recognising the Group's share of the post acquisition results of jointly controlled entities in the income statement and its share of post acquisition movements within reserves in reserves. The Group's interest in jointly controlled entities is stated at cost net of goodwill written off, for acquisitions prior to 1 January 2004, plus adjustments to reflect changes in the Group's share of the net assets of the jointly controlled entities. The cumulative post acquisition movements are adjusted against the cost of the investment and includes goodwill on acquisition less impairment losses, where applicable. See accounting policy note on impairment of assets.

The Group recognises the portion of gains or losses on the sale of assets by the Group to the joint venture that is attributable to the other parties in the ventures. The Group does not recognise its share of profits or losses from the joint venture until it resells the assets to an independent party. However, if a loss on the transaction provides evidence of a reduction in the net realisable value of current assets or an impairment loss, the loss is recognised immediately.

Where necessary, in applying the equity method, adjustments have been made to the financial statements of jointly controlled entities to ensure consistency of accounting policies with those of the Group.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Basis of Consolidation (cont'd)

c) Associates

Associates are companies in which the Group exercises significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the associates but not control over those policies.

Investments in associates are accounted for by the equity method of accounting and are initially recognised at cost. Equity accounting involves recognising in the income statement the Group's share of the associates' results for the financial year. The Group's interest in associates is stated at cost net of goodwill written off, for acquisitions prior to 1 January 2004, plus adjustments to reflect changes in the Group's share of the net assets of the associates. Equity accounting is discontinued when the carrying amount of the investment in an associate reaches zero, unless the Group has incurred obligation or made payment on behalf of the associate.

The Group's investment in associates includes goodwill (net of any accumulated impairment loss) identified on acquisition.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the assets transferred.

Where necessary, in applying the equity method, adjustments have been made to the financial statements of associates to ensure consistency of accounting policies with those of the Group.

In the event the Group ceases to have significant influence over its associate, the Group shall discontinue the use of equity method from the date that it ceases to have significant influence and account for the investment in accordance with FRS 139, Financial Instruments: Recognition and Measurement, from that date.

See accounting policy note on available-for-sale financial asset.

Property, Plant and Equipment

Property, plant and equipment are tangible items that:

i) are held for use in the production or supply of goods or services, or for administrative purposes; and
ii) are expected to be used during more than one period.

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses except for certain properties which were revalued before 1998. In accordance with the transitional provision allowed by MASB upon first adoption of IAS 16, Property, Plant and Equipment, the valuation of these assets have not been updated, and they continue to be stated at their existing carrying amounts less accumulated depreciation, amortisation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the items.

The depreciable amount of an item of property, plant and equipment is determined as the difference between the cost less its residual value. The residual value is the estimated amount that the Group expects to obtain from disposal of the asset, after deducting the estimated cost of disposal, if the asset was already of the age and in the condition expected at the end of its useful life.

Freehold land and capital work-in-progress are not depreciated. The Group depreciates other assets based on their consumption pattern and is applied separately to each significant component.

Depreciation on other assets is calculated using the straight-line method to allocate their cost or revalued amounts to their residual values over their estimated useful lives, as follows:

	Years
Buildings and improvements	2 – 50
Plant, equipment and vehicles	2 – 20

The assets' residual values and useful lives are reviewed annually and revised if appropriate.

Where an indication of impairments exists, the carrying amount of the asset is assessed and written down immediately to its recoverable amount. See accounting policy note on impairment of assets.

Gains and losses on disposals are determined by comparing proceeds with the carrying amounts and are included in the income statement. On disposal of revalued assets, amounts in the revaluation reserve relating to those assets are transferred to retained earnings.

Investment Properties

Investment properties consist of investments in land and buildings that are held for long-term rental yield and/or for capital appreciation and are not occupied by the Group.

Investment in freehold land is stated at cost. Other investment properties are stated at cost less accumulated depreciation and impairment losses. Depreciation for other investment properties is calculated using the straight-line method to allocate their cost over their estimated economic lives as follows:

	Years
Buildings and improvements	5 - 50

Where an indication of impairment exists, the carrying amount of the asset is assessed and written down immediately to its recoverable amount. See accounting policy note on impairment of non-financial assets.

Gains and losses on disposal are determined by comparing net disposal proceeds with carrying amount and are included in the income statement.

Leasehold Land Use Rights

Leasehold land that normally has a finite economic life and title is not expected to pass to the lessee by the end of the lease term is treated as an operating lease. The payment made on entering into or acquiring a leasehold land is accounted as leasehold land use rights (referred to as prepaid lease payments in FRS 117, Leases) that are amortised over the lease term in accordance with the pattern of benefits provided.

The Group had previously classified the leasehold land use rights within its property, plant and equipment. On adoption of FRS 117, Leases, the Group treats such a lease as an operating lease, with the unamortised carrying amount classified as leasehold land use rights.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Plantation Development

Plantation development (previously termed as "Biological Assets") comprise cost of planting and development on oil palms and other plantation crops.

Cost of new planting and development of plantation crops are capitalised from the stage of land clearing up to the stage of maturity. The cost of new planting capitalised is not amortised. However, where the cost of new planting is incurred on leasehold land which has unexpired period shorter than the crop's economic life, the cost is amortised over the remaining period of the lease on a straight line basis.

Replanting expenditure is charged to the income statement in the financial year in which the expenditure is incurred.

Property Development Activities

a) Land Held for Property Development

Land held for property development consist of land on which no significant development work has been undertaken or where development activities are not expected to be completed within the normal operating cycle. Such land is classified as non-current asset and is stated at cost less accumulated impairment losses, if any.

Cost comprises cost of land and all related cost incurred on activities necessary to prepare the land for its intended use. Where the Group had previously recorded the land at revalued amount, it continues to retain this amount as its surrogate cost as allowed by $FRS201_{2004}$ Property Development Activities. Where an indication of impairment exists, the carrying amount of the asset is assessed and written down immediately to its recoverable amount. See accounting policy note on impairment of assets.

Land held for property development is transferred to property development costs and included under current assets when development activities have commenced and where the development activities can be completed within the normal operating cycle.

b) Property Development Costs

Property development costs comprise costs associated with the acquisition of land and all costs directly attributable to development activities or costs that can be allocated on a reasonable basis to these activities.

When the outcome of the development activity can be estimated reliably, property development revenue and expenses are recognised by using the percentage of completion method in respect of sales where agreements have been finalised. Under this method, profits are recognised as the property development activity progresses. The stage of completion is determined based on proportion of property development costs incurred for work performed up to the balance sheet date over the estimated total property development cost to completion.

When the 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 of recovery, and property development costs on the development units sold are recognised as an expense when incurred. Foreseeable losses, if any, arising when it is probable that total property development costs (including expected defect liability expenditure) will exceed total property development revenue, are recognised immediately in the income statement.

Property development costs not recognised as an expense is recognised as an asset and is stated at the lower of cost and net realisable value. Upon completion of development, the unsold completed development properties are transferred to inventories.

Where revenue recognised in the income statement exceed billings to purchasers, the balance is shown as accrued billings under trade and other receivables (within current assets). Where billings to purchasers exceed revenue recognised in the income statement, the balance is shown as progress billings under trade and other payables (within current liabilities).

Available-For-Sale Financial Asset

Pursuant to paragraphs 18 and 19 of FRS 128, Investments in Associates, in the event the Group ceases to have significant influence over its associates, the Group shall discontinue the use of equity method from the date that it ceases to have significant influence over an associate and shall account for the investment in accordance with FRS 139, Financial Instruments: Recognition and Measurement, from that date.

The carrying amount of the investment at the date of recognition shall be regarded as its cost on initial measurement as an available-for-sale financial asset ("AFS"). After the initial measurement, the Group shall measure the AFS at its fair values based on quoted prices in an active market.

Any gain or loss arising from a change in the fair value of the AFS shall be recognised directly in equity, through the statement of changes in equity, except for impairment losses and foreign exchange gains and losses, if any, until the AFS is derecognised, at which time the cumulative gain or loss previously recognised in equity shall be recognised in income statement.

When a decline in the fair value of the AFS has been recognised directly in equity and there is objective evidence that the asset is impaired, the cumulative loss that had been recognised directly in equity shall be removed from equity and recognised in income statement even though the AFS has not been derecognised. The amount of cumulative loss is measured as the difference between the carrying amount and current fair value, less any impairment loss on that AFS previously recognised in income statement.

Investments

Investments in non-current investments other than investments in subsidiaries, jointly controlled entities, associates and available-for-sale financial assets are stated at cost and an allowance for diminution in value is made where, in the opinion of the Directors, there is a decline other than temporary in the value of such investments. Such a decline is recognised as an expense in the period in which it is identified.

Short term quoted investments are stated at the lower of cost and market value, determined on a portfolio basis by comparing aggregate cost against aggregate market value. Market value is calculated by reference to quoted selling prices at the close of business on the balance sheet date. Money market instruments are stated at the lower of cost and net realisable value.

On disposal of an investment, the difference between net disposal proceeds and its carrying amount is charged/credited to the income statement.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Intangible Assets

a) Goodwill

Goodwill represents the excess of the cost of acquisition over the Group's share of the fair value of the identifiable net assets of the subsidiaries at the date of acquisition. Goodwill is stated at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed.

Goodwill is allocated to cash-generating units for the purpose of annual impairment testing. The allocation is made to those cash generating units or groups of cash generating units that are expected to benefit from the business combination in which the goodwill arose.

b) Licences

Casino licences

The Group capitalises purchased casino licences. The amount capitalised is the difference between the price paid for a casino including the associated licence and the fair value of a similar property without a casino licence. Casino licences have indefinite useful lives as based on all relevant factors there is no foreseeable limit to the period over which the licences are expected to generate cash inflows. Each licence is reviewed annually for impairment and as such is stated at cost less any accumulated impairment losses.

Theme park licences

Theme park licences are initially recognised at cost and subsequently carried at cost less accumulated amortisation and accumulated impairment losses. Such cost is amortised using the straight line method over the shorter of its estimated useful life and periods of contractual right. The amortisation period and amortisation method are reviewed at each balance sheet date. The effects of any revision are recognised in the income statements when changes arise. Amortisation expense incurred during the construction period is capitalised as part of construction-in-progress. Where an indication of impairment exists, the carrying amount of licence is assessed and written down immediately to its recoverable amount.

c) Royalty

Royalty expenditure is stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated using the straight line method over the estimated useful lives, not exceeding a period of 20 years.

d) Trademark

Trademark is stated at cost less any accumulated impairment losses. Trademark has an indefinite useful life as it is maintained through continuous marketing and upgrading. See accounting policy on impairment of non-financial assets.

e) Rights

Acquired licenses of independent power plant are stated at cost less accumulated amortisation and accumulated impairment losses. Amortisation is calculated using the straight line method over the licensing agreement periods.

f) Research and Development Expenditure

Research expenditure is recognised as an expense when incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are recognised as intangible assets when the following criteria are fulfilled:

(i) It is technically feasible to complete the intangible asset so that it will be available for use or sale;
(ii) Management intends to complete the intangible asset and use or sell it;
(iii) There is an ability to use or sell the intangible asset;
(iv) It can be demonstrated that the intangible asset will generate probable future economic benefits;
(v) Adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available; and
(vi) The expenditure attributable to the intangible asset during its development can be reliably measured.

Collaborations and alliances are maintained with third parties for provision of research and development expertise and capacity in genomics for the achievement of performance milestones. Milestones payments are capitalised to the extent that the capitalisation criteria in FRS 138 - Intangible Assets are met. Judgement is involved in determining whether amount paid meets the performance milestones so as to enable the amount to be capitalised as intangible assets.

Other development expenditure that do not meet these criteria are recognised as an expense when incurred. Development costs previously recognised as an expense are not recognised as an asset in a subsequent period. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is ready for use or sale, on a straight-line basis over the estimated useful lives, not exceeding twenty years.

Intangible assets are tested for impairment annually, in accordance with FRS 136. See accounting policy note on impairment of non-financial assets.

Exploration Cost

Exploration cost is accounted for in accordance with the full cost method. Under this method, all costs relating to the exploration activities are capitalised when incurred. Exploration cost is written off to the income statement when:

- it is determined that further exploration activities will not yield commercial quantities of reserves, or
- no further exploration drilling is planned, or
- the petroleum contract has expired or is surrendered.

Exploration cost is stated net of impairment loss.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost includes, where relevant, appropriate proportions of overheads and is determined on a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less costs of completion and selling expenses. The cost of unsold properties comprises cost associated with the acquisition of land, direct costs and an appropriate proportion of allocated costs attributable to property development activities.

Non-Current Assets Held for Sale

Non-current assets are classified as assets held for sale and stated at the lower of carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sale transaction rather than a continuing use.

Receivables

Receivables are carried at estimated realisable value. In estimating realisable value, an allowance is made for doubtful receivables based on a review of all outstanding amounts at the financial year end. Bad debts are written off to the income statement during the financial year in which they are identified.

Cash and Cash Equivalents

Cash and cash equivalents include cash and bank balances (net of bank overdrafts), deposits and other short term, highly liquid investments that are readily convertible to known amounts of cash and are subject to insignificant risk of changes in value. Bank overdrafts are included within short term borrowings in the current liabilities and money market instruments are included within short term investments in current assets in the balance sheet.

Share Capital

Ordinary shares are classified as equity when there is no contractual obligation to deliver cash or other financial assets to another entity or to exchange financial assets or liabilities with another entity that are potentially unfavourable to the issuer.

Incremental costs directly attributable to the issue of new shares, options or for the acquisition of a business are shown in equity as a deduction, net of tax, from the proceeds.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

Treasury Shares

A purchase by the Company or its subsidiaries of its own equity shares is accounted for under the treasury stock method. Under this method, the shares repurchased and held as treasury shares is measured and carried at the cost of repurchase (including any directly attributable incremental external costs, net of tax) on initial recognition and subsequently. On presentation in the balance sheet, the carrying amount of the treasury shares is offset against equity. Where treasury shares are distributed as share dividends, the cost of the treasury shares is applied in the reduction of the share premium account or the distributable reserves, or both. Where treasury shares are reissued by re-sale in the open market, the difference between the sales consideration and the carrying amount of the treasury shares is shown as the movement in equity. As treasury shares, the rights attached as to voting, dividends and participation in other distribution are suspended.

Borrowings

Borrowings are recognised initially based on proceeds received. Subsequently, borrowings are stated at amortised cost using the effective interest method; any difference between the amount recorded as borrowings and the associated redemption value is recognised in the income statement over the period of the borrowings.

Costs incurred on borrowings to finance qualifying assets are capitalised until the assets are ready for their intended use after which such expenses are charged to the income statement. All other borrowing costs are charged to the income statement.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

Impairment of Non-Financial Assets

The carrying amounts of assets, with the exception of inventories, assets arising from construction contracts, deferred tax assets and financial assets (excluding investments in subsidiaries, jointly controlled entities and associates), are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If such indication exists, an impairment review is performed to assess whether the carrying amount of the asset is fully recoverable.

Irrespective of whether there is any indication of impairment, the Group also:

a) tests intangible assets with indefinite useful life for impairment annually by comparing its carrying amount with its recoverable amount.
b) tests goodwill acquired in a business combination for impairment annually.

Impairment loss is recognised when the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and its value in use, which is measured by reference to discounted future cash flows. Recoverable amounts are estimated for individual assets, or if it is not possible, for the cash generating unit.

An impairment loss is charged to the income statement, unless the asset is carried at revalued amount, in which case the impairment loss is used to reduce the revaluation surplus.

Assets other than goodwill that have suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

Contingent Liabilities and Contingent Assets

The Group does not recognise a contingent liability but discloses its existence in the financial statements, except in a business combination. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. When a change in the probability of an outflow of economic resources occurs, so that the outflow is probable, it will then be recognised as a provision.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Contingent Liabilities and Contingent Assets (cont'd)

A contingent asset is a possible asset that arises from past events whose existence will be confirmed by uncertain future events beyond the control of the Group. The Group does not recognise contingent assets but discloses their existence where inflows of economic benefits are probable, but not virtually certain. When inflow of economic resources is virtually certain, the asset is recognised.

In the acquisition of subsidiaries by the Group under a business combination, the contingent liabilities assumed are measured initially at their fair value at the acquisition date, irrespective of the extent of any minority interest.

The Group recognises separately the contingent liabilities of the acquirees as part of allocating the cost of a business combination where the fair values can be measured reliably. Where the fair values cannot be measured reliably, the resulting effect will be reflected in the goodwill arising from the acquisitions.

Subsequent to the initial recognition, the Group measures the contingent liabilities that are recognised separately at the date of acquisition at the higher of the amount that would be recognised in accordance with the provisions of FRS 137_{2004} and the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with FRS 118.

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate can be made of the amount of the obligation.

Income Taxes

a) Current Taxation

Current taxation is determined according to the tax laws of each jurisdiction in which the Group operates and includes all taxes based upon the taxable income and is measured using the tax rates which are applicable at the balance sheet date.

b) Deferred Taxation

Deferred tax liabilities and/or assets are recognised, using liability method, on temporary differences between the carrying amounts of assets and liabilities in the financial statements and their related tax bases. However, deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the deferred tax assets can be utilised. Deferred tax liability in respect of asset revaluations is also recognised. Deferred tax liabilities and assets are measured at the tax rates that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax is recognised on temporary differences arising on investments in subsidiaries, jointly controlled entities and associates except where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Discontinued Operations

A discontinued operation is a component of the Group's business that represents a separate major line of business or geographical area of operations that has been disposed of or is held for sale, or is a subsidiary acquired exclusively with a view to resale. Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. When an operation is classified as a discontinued operation, the comparative income statement is restated as if the operation had been discontinued from the start of the comparative period.

Government Grants

Government grants relating to costs are deferred and recognised in the income statement over the period necessary to match them with the costs they are intended to compensate.

Government grants relating to the purchase of assets are included in non-current liabilities as deferred income and are credited to the income statement on the straight line basis over the expected lives of the related assets.

Employee Benefits

a) Short-Term Employee Benefits

Short-term employee benefits include wages, salaries, bonus, social security contributions and paid annual leave. These benefits are accrued when incurred and are measured on an undiscounted basis.

b) Post-Employment Benefits

Defined contribution plans
Post-employment benefits include defined contribution plans under which the Group pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods. These benefits are accrued when incurred.

c) Long-Term Employee Benefits

Long-term employee benefits include retirement gratuities payable under a retirement gratuity scheme which was established in 1991 by the Board of Directors for Executives and Executive Directors of the Company and certain subsidiaries. The level of retirement gratuities payable is determined by the Board of Directors in relation to the past services rendered and it does not take into account the employee's service to be rendered in later years up to retirement. The gratuity, which is calculated based either on length of service and basic salary as at the reporting date or on the basis of emoluments earned in the immediate past three years, is a vested benefit when the employee reaches retirement age.

The present value of the retirement gratuities is determined by discounting the amount payable by reference to market yields at the balance sheet date on high quality corporate bonds which have terms to maturity approximating the terms of the related liability. Employee turnover is also factored in arriving at the level of the retirement gratuities payable. The differences arising from the application of such discounting as well as any past service costs and the effects of any curtailments or settlements, if any, are recognised immediately in the income statement.

Such retirement gratuities payable are classified as current liabilities where it is probable that a payment will be made within the next twelve months and also provided that the amount has been approved for payment by the Board of Directors.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Employee Benefits (cont'd)

d) Share-based compensation

The Company together with its listed subsidiaries, each operate an equity-settled, share-based compensation plan, where share options are issued by the respective companies to their respective eligible executives and executive directors.

The fair value of employee services rendered in exchange for the grant of the share options is recognised as an expense over the vesting period. The total amount to be expensed in the income statement over the vesting period is determined by reference to the fair value of each share option granted at the grant date and the number of share options vested by vesting date, with a corresponding increase in equity. At each balance sheet date, the respective companies will revise its estimates of the number of share options that are expected to become exercisable. The option reserves in respect of options which have lapsed are transferred to retained earnings.

The proceeds received net of any directly attributable transaction costs are credited to share capital and share premium when the options are exercised.

Revenue Recognition

Sales are recognised upon delivery of products or performance of services, net of sales tax and discounts, and after eliminating sales within the Group.

The sales relating to property development projects are recognised progressively as the project activity progresses and are in respect of sales where agreements have been finalised. The recognition of sales is based on the percentage of completion method and is consistent with the method adopted for profit recognition.

Sales of short term investments are accounted for when the contracts are executed.

Casino revenue represents net house takings. The casino licence in Malaysia is renewable every three months.

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

Dividends

Dividends on ordinary shares are accrued as a liability in the financial year in which the obligation to pay is established.

Interest income

Interest income is recognised on an accrual basis, when it is determined that such income will accrue to the Group.

Foreign currency translation

a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities 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 the Company's functional and presentation currency.

b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. At the balance sheet date, non-monetary items are translated at balance sheet date using historical rates or rates prevailing when the fair value of the assets are determined. Monetary items are translated at the closing rate. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities at the closing rate are recognised in the income statement. However, the exchange differences arising on monetary items that form part of the net investment in the foreign operations are recognised directly in equity in the consolidated financial statements until the disposal of the foreign operations in which case they are recognised as gain or loss in the consolidated income statement.

c) Group companies

On consolidation the results and financial position of all the Group's entities which have a functional currency different from that of the Group's presentation currency are translated into the Group's presentation currency as follows:

i) assets and liabilities, including goodwill and fair value adjustments arising from business combinations completed on/after 1 January 2006, for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and

iii) all resulting exchange differences are recognised as a separate component of equity.

Financial Instruments

A financial instrument is any contract that gives rise to both a financial asset of one enterprise and a financial liability or equity instrument of another enterprise.

A financial asset is any asset that is cash, a contractual right to receive cash or another financial asset from another enterprise, a contractual right to exchange financial instruments with another enterprise under conditions that are potentially favourable, or an equity instrument of another enterprise.

A financial liability is any liability that is a contractual obligation to deliver cash or another financial asset to another enterprise, or to exchange financial instruments with another enterprise under conditions that are potentially unfavourable.

a) Financial instruments recognised on the balance sheet

The recognition method adopted for financial instruments that are recognised on the balance sheet are disclosed separately in the individual policy statements associated with the relevant financial instrument.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial Instruments (cont'd)

b) Financial instruments not recognised on the balance sheet

The Group, in managing its interest and currency exposures, enters into foreign currency forward contracts, interest rate swap and currency swap agreements. These instruments are not recognised in the financial statements on inception.

As foreign currency forward contracts are entered into to cover the Group's commitments in foreign currencies, the closing rates are used to translate the underlying foreign currency transactions into Ringgit Malaysia.

The related interest differentials under the swap agreements for interest rate swaps are recognised over the terms of the agreements in interest expense.

The underlying foreign currency assets or liabilities, which are effectively hedged by currency swap agreements, and designated as a hedge, are translated in the respective hedged currencies, at their closing rates.

c) Fair value estimation for disclosure purpose

The fair value of publicly traded securities is based on quoted market prices at the balance sheet date. For non-traded financial instruments, the Group uses various methods and makes assumptions that are based on market conditions. Comparisons are made to similar instruments that are publicly traded and estimates based on discounted cash flow techniques are also used. For other long term financial assets and liabilities, fair value is estimated by discounting future contractual cash flows at appropriate interest rates.

The book values of financial assets and liabilities with maturities of less than one year are assumed to approximate their fair values.

Segmental Reporting

The Group adopts business segment analysis as its primary reporting format and geographical segment analysis as its secondary reporting format.

Revenues are attributed to geographical segments based on location of customers where sale is transacted. Assets are allocated based on location of assets.

Segment revenues and expenses are those directly attributable to the segments and include any joint revenue and expenses where a reasonable basis of allocation exists. Segment assets include all assets used by the segment and consist principally of property, plant and equipment net of accumulated depreciation, amortisation and impairment loss, plantation development, investment properties, leasehold land use rights, land held for property development, property development costs, inventories and receivables. Segment liabilities comprise operating liabilities. Both segment assets and liabilities do not include income tax assets and liabilities and interest bearing instruments.

4. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's overall financial risk management objective is to optimise the value creation for shareholders. The Group seeks to minimise the potential adverse impacts arising from fluctuations in foreign currency exchange and interest rates and the unpredictability of the financial markets.

The Group operates within clearly defined guidelines that are approved by the Board of Directors and do not trade in financial instruments. Financial risk management is carried out through risk reviews conducted at all significant operational units. This process is further enhanced by effective internal controls, a group-wide insurance programme and adherence to the financial risk management policies.

The main areas of financial risks faced by the Group are as follows:

Foreign currency exchange risk

The Group is exposed to foreign currency exchange risk when subsidiaries enter into transactions that are not denominated in their functional currencies. The Group attempts to significantly limit its exposure for committed transactions by entering into forward foreign currency exchange contracts within the constraints of market and government regulations.

Interest rate risk

Interest rate risks mainly arise from the Group's borrowings. The Group manages this risk through the use of fixed and floating rate debt and derivative financial instruments. Derivative financial instruments are used, where appropriate, to generate the desired interest rate profile.

Market risk

The Group, in the normal course of business, is exposed to market risks in respect of its equity investments and volatility in market prices of palm products. The Group manages its risk through established guidelines and policies.

Credit risk

Exposure to credit risk arises mainly from sales made on deferred credit terms. Credit terms offered by the Group range from 7 days to 120 days from date of transaction. Risks arising therefrom are minimised through effective monitoring of receivables and suspension of sales to customers which accounts exceed the stipulated credit terms. Credit limits are set and credit history are reviewed to minimise potential losses.

The Group avoids, where possible, any significant exposure to a single customer. However, in the ordinary course of business, certain subsidiaries in the Group's Power Division has trade receivables that are solely from their offtakers, the provincial or national electricity utility companies. As such, the counter party risk is considered to be minimal.

The Group also seeks to invest cash assets safely and profitably and buys insurance to protect itself against insurable risks. In this regard, counterparties are assessed for credit risk and limits are set to minimise any potential losses.

Liquidity risk

The Group practices prudent liquidity risk management to minimise the mismatch of financial assets and liabilities. The Group's cash flow is reviewed regularly to ensure that the Group is able to settle its commitments when they fall due.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

5. SEGMENT ANALYSIS

a) Primary segment - by activity:

2007	Leisure & Hospitality	Plantation	Property	Oil & Gas	Power	Others	Eliminations	Continuing operations	Discontinued operations (Manufacturing)	Total
Revenue										
External	**5,889.0**	**845.7**	**81.7**	**142.9**	**1,491.6**	**32.9**	**-**	**8,483.8**	**-**	**8,483.8**
Inter segment	**3.3**	**-**	**14.6**	**-**	**-**	**62.8**	**(80.7)**	**-**	**-**	**-**
	5,892.3	**845.7**	**96.3**	**142.9**	**1,491.6**	**95.7**	**(80.7)**	**8,483.8**	**-**	**8,483.8**
Results										
Segment profit	**2,019.1**	**431.0**	**23.0**	**49.0**	**505.9**	**54.0**	**48.1**	**3,130.1**	**40.1**	**3,170.2**
Net gain on disposal/ deemed disposal/ dilution of shareholdings	**-**	**-**	**-**	**-**	**-**	**989.3**	**-**	**989.3**	**-**	**989.3**
Gain on disposal of investment in associate	**337.1**	**-**	**-**	**-**	**-**	**-**	**-**	**337.1**	**-**	**337.1**
Impairment losses	**(938.4)**	**-**	**-**	**-**	**(40.5)**	**(37.2)**	**-**	**(1,016.1)**	**-**	**(1,016.1)**
Interest income								**289.4**	**1.0**	**290.4**
Finance cost								**(395.4)**	**(4.1)**	**(399.5)**
Share of results in jointly controlled entities	**(11.3)**	**-**	**-**	**-**	**-**	**0.1**	**-**	**(11.2)**	**-**	**(11.2)**
Share of results in associates	**(81.6)**	**3.5**	**0.2**	**-**	**68.2**	**-**	**-**	**(9.7)**	**-**	**(9.7)**
Gain on dilution of investment in associate	**81.0**	**-**	**-**	**-**	**-**	**-**	**-**	**81.0**	**-**	**81.0**
Profit before taxation								**3,394.5**	**37.0**	**3,431.5**
Taxation								**(662.2)**	**(10.0)**	**(672.2)**
Profit for the financial year								**2,732.3**	**27.0**	**2,759.3**
Loss from disposal of paper & packaging businesses								**-**	**(197.0)**	**(197.0)**
Profit/(loss) for the financial year								**2,732.3**	**(170.0)**	**2,562.3**
2006										
Revenue										
External	4,286.9	486.0	107.9	141.3	1,325.8	70.7	-	6,418.6	525.2	6,943.8
Inter segment	5.0	-	15.7	-	12.1	55.6	(88.4)	-	-	-
	4,291.9	486.0	123.6	141.3	1,337.9	126.3	(88.4)	6,418.6	525.2	6,943.8
Results										
Segment profit	1,723.7	193.2	25.7	51.0	458.6	352.9	54.5	2,859.6	43.9	2,903.5
Interest income								219.1	2.0	221.1
Finance cost								(212.6)	-	(212.6)
Share of results in jointly controlled entities	(0.4)	-	-	-	-	-	-	(0.4)	-	(0.4)
Share of results in associates	(196.0)	1.9	(0.1)	-	32.4	-	-	(161.8)	-	(161.8)
Profit before taxation								2,703.9	45.9	2,749.8
Taxation								(500.0)	(7.3)	(507.3)
Profit for the financial year								2,203.9	38.6	2,242.5

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

5. SEGMENT ANALYSIS (cont'd)

a) Primary segment - by activity: (cont'd)

2007	Leisure & Hospitality	Plantation	Property	Manufacturing (Discontinued operations)	Oil & Gas	Power	Others	Eliminations	Total
Other Information:									
Assets									
Segment assets	**14,238.0**	**1,244.5**	**1,050.2**	**-**	**529.1**	**3,508.1**	**1,315.7**	**(1,293.4)**	**20,592.2**
Interest bearing instruments									**8,856.2**
Jointly controlled entities	**12.3**	**1.9**	**-**	**-**	**-**	**-**	**1.2**	**-**	**15.4**
Associates	**334.4**	**8.7**	**2.7**	**-**	**-**	**229.4**	**-**	**-**	**575.2**
Unallocated corporate assets									**139.9**
Total assets									**30,178.9**
Liabilities									
Segment liabilities	**1,424.1**	**67.0**	**133.6**	**-**	**98.4**	**586.7**	**482.2**	**(1,293.4)**	**1,498.6**
Interest bearing instruments									**5,339.2**
Unallocated corporate liabilities									**1,803.8**
Total liabilities									**8,641.6**
Other Disclosures									
Capital expenditure *	**2,740.4**	**66.0**	**3.2**	**-**	**41.0**	**14.6**	**1.0**	**-**	**2,866.2**
Depreciation & amortisation	**332.8**	**22.6**	**6.2**	**-**	**19.5**	**219.6**	**2.3**	**-**	**603.0**
Impairment losses	**938.4**	**-**	**-**	**-**	**-**	**40.5**	**37.2**	**-**	**1,016.1**
Other significant non-cash charges	**22.2**	**3.2**	**1.8**	**-**	**0.1**	**2.6**	**0.7**	**-**	**30.6**
2006									
Other Information:									
Assets									
Segment assets	10,979.8	1,109.4	1,045.8	1,128.6	402.2	3,622.0	541.8	(683.3)	18,146.3
Interest bearing instruments									7,464.2
Jointly controlled entities	0.2	-	-	-	-	-	1.1	-	1.3
Associates	2,331.0	10.1	2.9	-	-	149.9	-	-	2,493.9
Unallocated corporate assets									119.0
Total assets									28,224.7
Liabilities									
Segment liabilities	1,225.6	57.0	66.0	173.6	302.6	224.9	122.6	(683.3)	1,489.0
Interest bearing instruments									8,172.9
Unallocated corporate liabilities									1,895.9
Total liabilities									11,557.8
Other Disclosures									
Capital expenditure *	539.6	44.2	3.3	35.1	48.2	15.9	0.1	-	686.4
Depreciation & amortisation	252.9	16.5	6.1	44.3	13.6	181.0	1.2	-	515.6
Impairment losses	-	-	-	35.2	-	13.2	-	-	48.4
Other significant non-cash charges	37.4	0.8	0.3	1.6	0.1	0.1	0.7	-	41.0

* Includes capital expenditure in respect of property, plant and equipment, investment properties, plantation development and leasehold land use rights.

b) Secondary segment - by geographical location

	Revenue		Assets		Capital expenditure	
	2007	2006 Restated	**2007**	2006	**2007**	2006
Malaysia	**6,034.6**	5,133.3	**11,790.5**	14,329.9	**448.1**	417.0
Singapore	**-**	27.8	**8,186.0**	1,465.4	**2,030.4**	67.6
Asia Pacific (excluding Malaysia & Singapore)	**882.3**	723.6	**3,543.1**	3,315.5	**71.2**	62.8
Europe	**1,566.9**	533.9	**6,034.7**	6,605.9	**316.5**	139.0
Other countries	**-**	-	**34.0**	12.8	**-**	-
	8,483.8	6,418.6	**29,588.3**	25,729.5	**2,866.2**	686.4
Jointly controlled entities	**-**	-	**15.4**	1.3	**-**	-
Associates	**-**	-	**575.2**	2,493.9	**-**	-
	8,483.8	6,418.6	**30,178.9**	28,224.7	**2,866.2**	686.4

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

5. SEGMENT ANALYSIS (cont'd)

The Group is organised into six main business segments:

Leisure & Hospitality	-	this division includes the hotel, gaming and entertainment businesses, tours & travel related services and other support services.
Plantation	-	this division is involved mainly in oil palm plantations, palm oil milling and related activities.
Property	-	this division is involved in property development activities.
Oil & Gas	-	this division is involved in oil & gas exploration, development, production and sale of crude oil.
Power	-	this division is involved in the generation and supply of electric power.
Manufacturing	-	this division is involved in the manufacturing and trading of paper and paper related products and downstream activities involving packaging. Paper and packaging businesses were disposed off during the financial year.

Further to the disposal of the paper and packaging businesses as disclosed in Note 13, the Manufacturing segment is no longer deemed a material segment for separate disclosure. The businesses which remain therein, including the bio-oil and wood plastic composite businesses are consequently included into "Others".

All other immaterial business segments including investments in equities are aggregated and disclosed under "Others" as they are not of a sufficient size to be reported separately.

Geographically, the Group operates in Asia Pacific and Europe. The main business segments of the Group are concentrated in Malaysia. Included in the Europe region is the Group's casino operations and its investment in shares of quoted corporations. The assets in the Asia Pacific region (excluding Malaysia & Singapore) mainly comprise interest bearing investments and power businesses, whilst the assets in the Europe region mainly comprise gaming and entertainment businesses.

6. REVENUE

	Group		Company	
	2007	2006 Restated	**2007**	2006
Rendering of services:				
Leisure & hospitality	**5,889.0**	4,286.9	**-**	-
Rental and property management income	**24.2**	18.4	**-**	-
Fees from management and licensing services	**-**	-	**481.9**	418.5
Other services	**20.8**	18.3	**8.6**	7.0
Sale of goods:				
Plantation produce	**845.7**	486.0	**-**	-
Properties and progressive sales on property development projects	**59.5**	89.5	**-**	-
Crude oil	**142.9**	141.3	**-**	-
Electricity	**1,473.5**	1,325.8	**-**	-
Others	**19.4**	2.8	**-**	-
Sale of investments	**4.0**	5.6	**-**	-
Investment income	**4.8**	44.0	**1,260.7**	428.9
	8,483.8	6,418.6	**1,751.2**	854.4

7. COST OF SALES

	Group		Company	
	2007	2006 Restated	**2007**	2006
Cost of inventories recognised as an expense	**1,534.1**	1,292.1	**-**	-
Cost of services and other operating costs	**3,471.3**	2,244.3	**65.4**	63.3
	5,005.4	3,536.4	**65.4**	63.3

Included in other operating costs are gaming related expenses amounting to RM1,255.2 million (2006: RM965.3 million) for the Group and Nil (2006: Nil) for the Company.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

8. OTHER EXPENSES

Included in other expenses of the Group are an impairment loss of RM897.3 million (2006: RM Nil) on goodwill arising on the acquisition of Genting Stanley (see Note 21(b)), and gross foreign exchange differences arising from translation of foreign denominated balances.

The Company's other expenses for the current financial year included waiver of amounts due by its wholly owned subsidiaries of RM217.4 million (2006: RM Nil) and a provision for contingent losses amounting to RM85.0 million arising from guarantees issued to financial institutions on borrowings extended to subsidiaries for the purpose of raising finance for the Group's investments.

9. PROFIT BEFORE TAXATION

Profit before taxation has been determined after inclusion of the following charges and credits. The comparative figures have been restated after excluding the charges and credits for discontinued operations. The expenses by nature of the Group are also disclosed in the charges below:

	Group		Company	
	2007	2006 Restated	**2007**	2006
	RM'000	RM'000	**RM'000**	RM'000
Charges:				
Depreciation of property, plant and equipment	**583,802**	455,066	**901**	2,445
Depreciation of investment properties	**1,108**	1,070	**-**	-
Amortisation of plantation development	**7**	7	**-**	-
Amortisation of leasehold land use rights	**6,318**	5,178	**-**	-
Amortisation of intangible assets	**11,729**	11,256	**-**	-
Directors' remuneration excluding estimated money value of benefits-in-kind (see Note 11)	**91,485**	101,341	**44,708**	48,043
Impairment of property, plant and equipment included in:				
- Other expenses	**63,487**	-	**-**	-
Impairment of intangible assets included in:				
- Other expenses	**952,646**	13,200	**-**	-
Impairment of long term investment included in:				
- Other expenses	**-**	342	**-**	-
Property, plant and equipment written off	**1,661**	1,699	**-**	-
Net allowance for diminution in value of investments	**9,647**	-	**-**	-
Net allowances for doubtful debts	**2,356**	-	**-**	-
Bad debts written off	**142,947**	27,820	**-**	-
Replanting expenditure	**5,378**	3,836	**-**	-
Hire of equipment	**30,632**	11,693	**-**	-
Rental of land and buildings	**62,260**	13,249	**-**	-
Finance cost	**395,419**	212,625	**-**	-
Net exchange losses - realised	**-**	8,103	**-**	-
Auditors' remuneration				
- Payable to auditors	**1,560**	1,234	**43**	36
- Payable to member firms of an organisation to which the auditors is also a member	**2,722**	2,150	**-**	-
Expenditure paid to subsidiaries:				
- Finance cost	**-**	-	**61,451**	73,037
- Rental of land and buildings	**-**	-	**2,037**	1,832
- Rental of equipment	**-**	-	**1,517**	1,416
- Service fees	**-**	-	**1,117**	1,058
Employee benefits expense (see Note 10)	**1,400,291**	814,996	**65,407**	63,308
Repair and maintenance	**131,052**	157,661	**894**	866
Utilities	**63,901**	88,679	**170**	155
Legal and professional fees	**61,293**	63,169	**2,784**	2,173
Transportation costs	**47,579**	61,422	**-**	-

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

9. PROFIT BEFORE TAXATION (cont'd)

	Group		Company	
	2007	2006 Restated	**2007**	2006
	RM'000	RM'000	**RM'000**	RM'000
Credits:				
Interest income	**289,405**	219,102	**78,037**	57,551
Net gain on disposal of property, plant and equipment and plantation development	**1,079**	1,694	**156**	155
Gain on disposal of investment property	**2,019**	458	**-**	-
Net gain on disposal of long term investments	**-**	173,179	**-**	-
Net gain on disposal of short-term investments	**4,064**	5,662	**-**	-
Net write back of allowance for doubtful debts	**-**	601	**-**	-
Bad debts recovered	**143,071**	-	**-**	-
Rental income from land and buildings	**58,397**	54,239	**-**	-
Net write back of allowance for diminution in value of investments	**-**	9,671	**-**	-
Additional compensation arising from acquisition of freehold land	**27**	-	**-**	-
Net exchange gains - realised	**15,309**	-	**-**	-
Net exchange gains - unrealised	**57,809**	188,586	**4,999**	38,057
Dividends (gross) from:				
- Quoted local companies	**4,326**	3,873	**-**	-
- Quoted foreign corporations	**515**	33,737	**-**	-
Income from subsidiaries				
- Gain on disposal of long-term investment	**-**	-	**1,218,741**	-
- Management and licensing fees	**-**	-	**481,768**	418,352
- Gross dividends	**-**	-	**1,260,637**	428,919
- Interest income	**-**	-	**46,215**	49,779
- Shared services fees	**-**	-	**8,596**	7,027
- Royalty	**-**	-	**152**	148
Other information:				
Non statutory audit fees				
- payable to auditors	**3,718**	2,093	**435**	78
- payable to member firms of an organisation to which the auditors is also a member	**1,015**	665	**4**	1

10. EMPLOYEE BENEFITS EXPENSE

	Group		Company	
	2007	2006 Restated	**2007**	2006
	RM'000	RM'000	**RM'000**	RM'000
Wages, salaries and bonuses	**1,196,193**	664,376	**49,463**	43,702
Defined contribution plan	**69,092**	54,457	**6,315**	5,647
Other short-term employee benefits	**111,503**	57,682	**1,916**	1,585
Share-based payments	**1,491**	3,953	**-**	-
Provision for retirement gratuities	**22,012**	34,528	**7,713**	12,374
	1,400,291	814,996	**65,407**	63,308

Employee benefits expense, as shown above, include the remuneration of Executive Directors.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

11. DIRECTORS' REMUNERATION

	Group		Company	
	2007	2006 Restated	**2007**	2006
	RM'000	RM'000	**RM'000**	RM'000
Non-Executive Directors:				
Fees	**726**	373	**463**	287
Executive Directors:				
Fees	**770**	929	**349**	450
Salaries & bonuses	**68,851**	66,322	**32,969**	31,537
Defined contribution plan	**9,006**	8,565	**4,488**	4,281
Other short-term employee benefits	**523**	481	**72**	24
Provision for retirement gratuities	**11,609**	24,671	**6,367**	11,464
	90,759	100,968	**44,245**	47,756
Directors' remuneration excluding estimated money value of benefits-in-kind (see Note 9)	**91,485**	101,341	**44,708**	48,043
Estimated money value of benefits-in-kind (not charged to the income statements) in respect of Executive Directors	**966**	722	**39**	88
	92,451	102,063	**44,747**	48,131

Remuneration of Directors of the Company, in respect of services rendered to the Company and its subsidiaries is in the following bands:

Amounts in RM'000	**2007**	2006
	Number	
Non-Executive Directors:		
Below 50,000	**1**	-
50 - 100	**1**	1
100 - 150	**1**	1
150 - 200	**-**	1
200 - 250	**1**	-
250 - 300	**1**	-
Executive Directors:		
1,150 - 1,200	**-**	1
1,400 - 1,450	**1**	-
1,650 - 1,700	**-**	1
1,800 - 1,850	**1**	-
1,950 - 2,000	**1**	-
2,000 - 2,050	**-**	1
4,200 - 4,250	**-**	1
86,450 - 86,500	**1**	-
92,550 - 92,600	**-**	1

Executive directors of the Company have been granted options under the Employees Share Option Scheme ("Scheme") on the same terms and conditions as those offered to other employees. Details of the Scheme are set out in Note 33. The unissued shares under the Scheme in respect of Directors are as follows:

		Number of shares				
Grant Date	**Subscription price per share RM**	**At 1 January '000**	**Offered and Accepted '000**	**Exercised '000**	**Lapsed '000**	**At 31 December '000**
Financial year ended 31.12.2007						
2 September 2002	**2.868**	**11,380**	**-**	**(4,235)**	**-**	**7,145**
Financial year ended 31.12.2006						
2 September 2002	2.868	12,170	-	(790)	-	11,380

	2007	2006
	'000	'000
Number of share options vested at balance sheet date	**315**	2,820

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

12. TAXATION

	Group		Company	
	2007	2006 Restated	**2007**	2006
Current taxation charge:				
Malaysian taxation	**708.3**	564.8	**476.5**	238.0
Foreign taxation	**69.9**	41.4	**-**	-
	778.2	606.2	**476.5**	238.0
Deferred tax	**(84.1)**	(4.4)	**(1.5)**	(3.1)
	694.1	601.8	**475.0**	234.9
Prior years' taxation:				
Income tax (over)/under provided	**(13.5)**	(105.7)	**0.2**	-
Deferred tax (over)/under provided	**(18.4)**	3.9	**-**	-
	662.2	500.0	**475.2**	234.9

The reconciliation between the average effective tax rate and the Malaysian tax rate is as follows:

	Group		Company	
	2007	2006 Restated	**2007**	2006
	%	%	**%**	%
Malaysian tax rate	**27.0**	28.0	**27.0**	28.0
Tax effects of:				
- expenses not deductible for tax purposes	**11.4**	0.8	**3.7**	2.5
- over provision in prior years	**(0.9)**	(3.8)	**-**	-
- different tax regime	**(1.2)**	(2.6)	**-**	-
- tax incentive	**(2.1)**	(3.4)	**-**	-
- income not subject to tax	**(11.7)**	(1.1)	**(13.0)**	(3.3)
- effect of change in income tax rate on deferred tax	**(2.5)**	(1.3)	**-**	0.1
- others	**(0.5)**	1.9	**-**	-
Average effective tax rate	**19.5**	18.5	**17.7**	27.3

Taxation is calculated at the Malaysian statutory tax rate of 27% (2006: 28%) on the estimated chargeable profit for the year of assessment 2007. The Malaysian statutory tax rate will reduce to 26% for the year of assessment 2008 and with further reduction to 25% for the year of assessment 2009. Accordingly, the deferred tax assets and deferred tax liabilities have been remeasured at the tax rate of 25%.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

13. DISCONTINUED OPERATIONS

On 16 March 2007, the Company had announced the disposal of the Group's entire paper and packaging businesses which was subsequently completed on 24 July 2007. Consequently, the Group has recognised a loss arising from disposal of RM197.0 million for the current financial year ended 31 December 2007. Details of the disposal are set out in Note 43(b).

The comparative consolidated income statement has been re-presented to show the discontinued operations separately from continuing operations.

a) Profit attributable to the discontinued operations were as follows:

	2007	2006
Revenue	**315.4**	531.6
Cost of sales	**(257.4)**	(418.6)
Gross profit	**58.0**	113.0
Other income	**2.9**	4.5
Selling and distribution costs	**(6.8)**	(11.6)
Administration expenses	**(11.8)**	(16.2)
Other expenses	**(1.2)**	(37.4)
Dividend on preference shares to the Company	**-**	(6.4)
Finance cost	**(4.1)**	-
Profit before taxation of discontinued operations	**37.0**	45.9
Taxation	**(10.0)**	(7.3)
Profit after taxation of discontinued operations	**27.0**	38.6
Loss arising from disposal	**(197.0)**	-
(Loss)/profit for the year from discontinued operations	**(170.0)**	38.6
Attributable to:		
Equity holder of the Company	**(166.1)**	37.7
Minority interest	**(3.9)**	0.9
	(170.0)	38.6

b) The following charges and credits have been included in arriving at profit before taxation of discontinued operations:

	Group	
	2007 RM'000	2006 RM'000
Charges:		
Property, plant and equipment		
- depreciation	**22,622**	42,927
- impairment loss	**-**	35,138
- written off	**58**	845
Allowance for doubtful debts	**730**	395
Hire of plant and machinery	**1,858**	2,805
Rental of premises	**72**	48
Exchange loss		
- realised	**-**	128
- unrealised	**532**	329
Auditors' remuneration	**75**	132
Employee benefits expenses	**27,547**	45,071
Credits:		
Interest income from short term deposits	**957**	1,986
Rental income	**107**	160
Exchange gain		
- realised	**208**	-

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

14. EARNINGS PER SHARE

The basic and diluted earnings per share of the Group are computed as follows:

a) Basic earnings per share

Basic earnings per share of the Group is calculated by dividing the profit for the financial year by the weighted average number of ordinary shares in issue during the financial year.

	2007			2006		
	Continuing operations	**Discontinued operations**	**Total**	Continuing operations	Discontinued operations	Total
Profit/(loss) for the financial year (RM'million)	**2,155.0**	**(166.1)**	**1,988.9**	1,466.5	37.7	1,504.2
Weighted average number of ordinary shares in issue ('000)			**3,696,235**			3,533,214
Basic earnings/(loss) per share (sen)	**58.30**	**(4.49)**	**53.81**	41.50	1.07	42.57

b) Diluted earnings per share:

For the diluted earnings per share calculation, the Group's profit for the financial year is reduced by the lower consolidated earnings from subsidiaries arising from the potential dilution of the Group's shareholdings in those subsidiaries that have issued potential ordinary shares that are dilutive. The weighted average number of ordinary shares in issue of the Company is also adjusted to assume conversion of all dilutive potential ordinary shares issued by the Company.

	2007			2006		
	Continuing operations	**Discontinued operations**	**Total**	Continuing operations	Discontinued operations	Total
Earnings adjusted as follows:						
Profit/(loss) for the financial year (RM'million)	**2,155.0**	**(166.1)**	**1,988.9**	1,466.5	37.7	1,504.2
Net impact on earnings on potential exercise of Employees Share Options awarded to executives of the Company's subsidiaries (RM'million)	**(3.3)**	**-**	**(3.3)**	(8.3)	-	(8.3)
Adjusted earnings/(loss) for the financial year (RM'million)	**2,151.7**	**(166.1)**	**1,985.6**	1,458.2	37.7	1,495.9
Weighted average number of ordinary shares adjusted as follows:						
Weighted average number of ordinary shares in issue ('000)			**3,696,235**			3,533,214
Adjustment for share options granted to executives of the Company ('000)			**8,108**			9,999
Adjusted weighted average number of ordinary shares in issue ('000)			**3,704,343**			3,543,213
Diluted earnings per share (sen)	**58.09**	**(4.49)**	**53.6**	41.15	1.07	42.22

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

15. DIVIDENDS

	2007		2006	
	Gross dividend per share Sen	**Amount of dividend, net of tax RM million**	Gross dividend per share Sen	Amount of dividend, net of tax RM million
Interim dividend paid	**2.7**	**72.8**	2.4	60.9
Special dividend paid	**30.0**	**810.9**	-	-
Proposed final dividend	**4.3**	**117.8**	4.0	107.9
	37.0	**1,001.5**	6.4	168.8

The comparative figures were recomputed based on the enlarged number of ordinary shares in issue after the share split exercise which was completed on 16 April 2007.

On 22 November 2007, the Board of Directors of the Company had declared a special dividend of 30.0 sen per ordinary share of 10 sen each, less 27% tax, in memory of the late Founder and Honorary Life Chairman of the Company, Tan Sri (Dr.) Lim Goh Tong. This special dividend was paid on 21 December 2007.

At the forthcoming Annual General Meeting, a final dividend in respect of the financial year ended 31 December 2007 of 4.3 sen less 26% tax (2006: 4.0 sen less 27% tax) per ordinary share of 10 sen each amounting to RM117.8 million (2006: RM107.9 million) will be proposed for shareholders' approval. These financial statements do not reflect this final dividend which will be accrued as a liability upon approval by shareholders.

16. PROPERTY, PLANT AND EQUIPMENT

2007 Group	**Freehold land**	**Long leasehold land**	**Freehold buildings and improvements**	**Leasehold buildings and improvements**	**Plant, equipment and vehicles**	**Construction in progress**	**Total**
Net Book Value:							
At 1 January 2007	**370.3**	**383.1**	**3,356.6**	**884.2**	**4,182.4**	**195.8**	**9,372.4**
Effects of adoption of - FRS 117	**-**	**(383.1)**	**-**	**-**	**-**	**-**	**(383.1)**
Restated at 1 January 2007	**370.3**	**-**	**3,356.6**	**884.2**	**4,182.4**	**195.8**	**8,989.3**
Additions	**2.0**	**-**	**118.8**	**111.2**	**453.6**	**720.7**	**1,406.3**
Disposals	**-**	**-**	**(7.8)**	**-**	**(3.6)**	**-**	**(11.4)**
Written off	**-**	**-**	**(0.3)**	**-**	**(1.3)**	**-**	**(1.6)**
Depreciation	**-**	**-**	**(83.0)**	**(42.2)**	**(458.6)**	**-**	**(583.8)**
Assets of companies disposed	**(46.1)**	**-**	**(153.6)**	**(93.6)**	**(454.8)**	**(1.0)**	**(749.1)**
Reclassification/transfers	**(2.0)**	**-**	**95.9**	**(1.6)**	**126.6**	**(271.3)**	**(52.4)**
Impairment losses	**-**	**-**	**(1.6)**	**-**	**(61.4)**	**(0.5)**	**(63.5)**
Currency fluctuations	**(0.3)**	**-**	**(19.4)**	**(4.1)**	**(7.8)**	**(0.5)**	**(32.1)**
Others	**-**	**-**	**(0.4)**	**0.6**	**-**	**1.1**	**1.3**
At 31 December 2007	**323.9**	**-**	**3,305.2**	**854.5**	**3,775.1**	**644.3**	**8,903.0**
At 31 December 2007:							
Cost or valuation	**323.9**	**-**	**4,064.3**	**987.1**	**6,354.2**	**644.8**	**12,374.3**
Accumulated depreciation	**-**	**-**	**(757.5)**	**(118.9)**	**(2,512.4)**	**-**	**(3,388.8)**
Accumulated impairment losses	**-**	**-**	**(1.6)**	**(13.7)**	**(66.7)**	**(0.5)**	**(82.5)**
Net book value	**323.9**	**-**	**3,305.2**	**854.5**	**3,775.1**	**644.3**	**8,903.0**
Comprising							
Cost	**63.2**	**-**	**3,868.8**	**953.1**	**6,342.8**	**644.8**	**11,872.7**
At valuation:							
- 1981	**48.3**	**-**	**-**	**-**	**-**	**-**	**48.3**
- 1982	**8.8**	**-**	**76.7**	**-**	**2.9**	**-**	**88.4**
- 1983	**105.1**	**-**	**2.3**	**-**	**-**	**-**	**107.4**
- 1986	**-**	**-**	**-**	**-**	**8.5**	**-**	**8.5**
- 1989	**83.3**	**-**	**115.8**	**-**	**-**	**-**	**199.1**
- 1991	**-**	**-**	**0.7**	**34.0**	**-**	**-**	**34.7**
- 1996	**15.2**	**-**	**-**	**-**	**-**	**-**	**15.2**
	323.9	**-**	**4,064.3**	**987.1**	**6,354.2**	**644.8**	**12,374.3**

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

16. PROPERTY, PLANT AND EQUIPMENT (cont'd)

2006 Group	Freehold land	Long leasehold land	Freehold buildings and improvements	Leasehold buildings and improvements	Plant, equipment and vehicles	Construction in progress	Total
Net Book Value:							
At 1 January 2006	367.6	474.8	2,800.3	247.0	2,538.3	54.8	6,482.8
Effects of adoption of							
- FRS 117	-	(368.0)	-	-	-	-	(368.0)
Restated at 1 January 2006	367.6	106.8	2,800.3	247.0	2,538.3	54.8	6,114.8
Additions	2.4	12.9	45.8	20.1	327.1	261.4	669.7
Disposals	(0.4)	(0.1)	-	-	(2.1)	-	(2.6)
Written off	-	-	(0.2)	(0.2)	(1.4)	(0.8)	(2.6)
Depreciation	-	(16.5)	(82.5)	(14.7)	(384.3)	-	(498.0)
Assets of companies acquired	-	409.6	-	-	1,465.8	3.5	1,878.9
Provisional fair values of property, plant and equipment on Stanley Leisure	-	-	539.3	116.7	270.5	20.8	947.3
Reclassification/transfers	-	(518.1)	48.6	530.0	100.7	(155.3)	5.9
Impairment losses	-	-	-	-	(35.2)	-	(35.2)
Currency fluctuations	0.7	(2.9)	5.4	(14.3)	(83.4)	11.4	(83.1)
Others	-	8.3	(0.1)	(0.4)	(13.6)	-	(5.8)
At 31 December 2006	370.3	-	3,356.6	884.2	4,182.4	195.8	8,989.3
At 31 December 2006:							
Cost or valuation	370.3	-	4,080.2	988.3	6,806.6	195.8	12,441.2
Accumulated depreciation	-	-	(723.6)	(90.2)	(2,581.9)	-	(3,395.7)
Accumulated impairment losses	-	-	-	(13.9)	(42.3)	-	(56.2)
Net book value	370.3	-	3,356.6	884.2	4,182.4	195.8	8,989.3
Comprising							
Cost	108.4	-	3,884.7	954.3	6,795.2	195.8	11,938.4
At valuation:							
- 1981	48.3	-	-	-	-	-	48.3
- 1982	8.8	-	76.7	-	2.9	-	88.4
- 1983	106.3	-	2.3	-	-	-	108.6
- 1986	-	-	-	-	8.5	-	8.5
- 1989	83.3	-	115.8	-	-	-	199.1
- 1991	-	-	0.7	34.0	-	-	34.7
- 1996	15.2	-	-	-	-	-	15.2
	370.3	-	4,080.2	988.3	6,806.6	195.8	12,441.2

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

16. PROPERTY, PLANT AND EQUIPMENT (cont'd)

Group

Fixed assets have been revalued by the Directors based upon valuations carried out by independent firms of professional valuers using the fair market value basis except for assets revalued in 1991, which were based on the values determined by a regulatory authority in connection with a restructuring exercise. The net book value of the revalued assets of the Group would have amounted to RM239.8 million (2006: RM264.6 million) had such assets been stated in the financial statements at cost.

On 22 December 2005, a legal charge was created on the freehold land and buildings of a subsidiary of GIPLC with a carrying value of RM39.1 million (2006: RM40.8 million) equivalent for all monies due or that become due to a mortgagee. The facility for which the legal charge had been created was not utilised as at 31 December 2007.

Property, plant and equipment and leasehold land use rights that have been pledged as collateral as at 31 December 2007 amounted to RM1.7 billion (2006: RM1.8 billion) equivalent and RM5.3 million (2006: RM5.6 million) equivalent respectively, for certain borrowings in the Group's power plant business.

The Group recognised an impairment loss of RM63.5 million (2006: RM35.2 million) during the financial year mainly due to a decline in the recoverable value of RM30.2 million (2006: RM Nil) of a power generation plant owned by an indirect subsidiary, and an impairment loss of RM33.3 million (2006: RM35.2 million) was recognised in relation to certain under-performing and idle plant and machineries in the Group's manufacturing business.

2007 **Company**	**Freehold buildings and improvements**	**Plant, equipment and vehicles**	**Construction in progress**	**Total**
Net book value:				
At 1 January 2007	**1.3**	**3.7**	**0.1**	**5.1**
Additions	**-**	**1.7**	**-**	**1.7**
Depreciation	**(0.1)**	**(0.8)**	**-**	**(0.9)**
Reclassification/transfer	**-**	**(0.4)**	**-**	**(0.4)**
At 31 December 2007	**1.2**	**4.2**	**0.1**	**5.5**
At 31 December 2007:				
Cost	**8.8**	**14.4**	**0.1**	**23.3**
Accumulated depreciation	**(7.6)**	**(10.2)**	**-**	**(17.8)**
Net book value	**1.2**	**4.2**	**0.1**	**5.5**

2006 **Company**				
Net book value:				
At 1 January 2006	3.0	3.2	0.1	6.3
Additions	-	1.2	-	1.2
Depreciation	(1.7)	(0.7)	-	(2.4)
At 31 December 2006	1.3	3.7	0.1	5.1
At 31 December 2006:				
Cost	8.8	14.9	0.1	23.8
Accumulated depreciation	(7.5)	(11.2)	-	(18.7)
Net book value	1.3	3.7	0.1	5.1

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

17. PROPERTY DEVELOPMENT ACTIVITIES

			Group	
		2007		2006
(a) Land held for property development:				
Freehold land		**352.3**		354.3
Development cost		**143.0**		134.5
		495.3		488.8
Beginning of the financial year				
- freehold land	**354.3**		356.6	
- development costs	**134.5**	**488.8**	131.4	488.0
Costs incurred during the financial year				
- freehold land	**2.2**		-	
- development costs	**15.4**	**17.6**	8.6	8.6
Costs transferred to property development costs (see Note 17(b))				
- freehold land	**(4.2)**		(2.3)	
- development costs	**(6.9)**	**(11.1)**	(5.5)	(7.8)
End of the financial year		**495.3**		488.8
(b) Property development costs:				
Freehold land		**31.0**		31.2
Development costs		**116.8**		152.5
Accumulated costs charged to income statement		**(36.7)**		(79.5)
		111.1		104.2
Beginning of the financial year				
- freehold land	**31.2**		29.7	
- development costs	**152.5**		132.5	
- accumulated costs charged to income statement	**(79.5)**	**104.2**	(50.8)	111.4
Costs incurred during the financial year				
- transfer from land held for property development (see Note 17(a))	**11.1**		7.8	
- freehold land at cost	**0.1**		-	
- development costs	**33.7**	**44.9**	47.1	54.9
Costs charged to income statement		**(28.6)**		(57.3)
Costs transferred to inventories				
- freehold land	**(4.5)**		(0.8)	
- development costs	**(76.3)**		(32.6)	
- accumulated costs charged to income statement	**71.4**	**(9.4)**	28.6	(4.8)
End of the financial year		**111.1**		104.2

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

18. INVESTMENT PROPERTIES

	Group	
	2007	2006
Net Book Value:		
At 1 January	**30.1**	28.9
Additions	**0.1**	0.9
Disposals	**(3.0)**	(0.5)
Depreciation	**(1.1)**	(1.1)
Reclassifications/transfers	**-**	1.9
At 31 December	**26.1**	30.1
At 31 December:		
Cost	**39.4**	43.9
Accumulated depreciation	**(13.3)**	(13.8)
Net book value	**26.1**	30.1
Fair value at end of the financial year	**55.9**	54.1

The aggregate rental income and direct operating expenses arising from investment properties that generated rental income which was recognised during the financial year amounted to RM4.7 million and RM1.3 million respectively (2006: RM4.3 million and RM0.9 million).

The fair value of the properties was estimated based on the last transacted price of other units in the same properties.

19. PLANTATION DEVELOPMENT

	Group	
	2007	2006
Net Book Value:		
At 1 January	**445.3**	429.7
Additions	**24.3**	12.9
Disposals	**-**	(0.2)
Written-off	**(0.1)**	-
Assets of companies acquired	**-**	2.9
At 31 December	**469.5**	445.3
At 31 December:		
Cost	**469.5**	445.3
Accumulated amortisation	**-**	-
Net book value	**469.5**	445.3

20. LEASEHOLD LAND USE RIGHTS

	Group	
	2007	2006
Net Book Value:		
At 1 January	**-**	-
Effect of adoption of FRS 117	**383.1**	368.0
Restated at 1 January	**383.1**	368.0
Additions	**1,435.7**	2.9
Assets of companies acquired	**-**	25.1
Amortisation	**(6.3)**	(5.2)
Reclassifications/transfers	**(44.6)**	(7.4)
Currency fluctuations	**-**	(0.3)
At 31 December	**1,767.9**	383.1
At 31 December:		
Cost	**1,828.7**	417.0
Accumulated amortisation	**(60.8)**	(33.9)
Net book value	**1,767.9**	383.1
Analysed by:		
- unexpired period more than 50 years	**1,741.5**	354.5
- unexpired period less than 50 years	**26.4**	28.6
	1,767.9	383.1

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

21. INTANGIBLE ASSETS

Group	Goodwill	Casino licence	Rights	Trademark	Royalty	Other intangibles	Total
Net book value:							
At 1 January 2007	**1,816.5**	**3,332.7**	**81.2**	**96.5**	**4.0**	**41.7**	**5,372.6**
Exchange differences	**(29.7)**	**(92.3)**	**0.2**	**(2.9)**	**-**	**(0.5)**	**(125.2)**
Additions	**372.1**	**17.4**	**-**	**-**	**-**	**26.2**	**415.7**
Disposals	**(6.2)**	**(2.2)**	**-**	**-**	**-**	**-**	**(8.4)**
Amortisation charge	**-**	**(1.0)**	**(11.6)**	**-**	**(0.1)**	**-**	**(12.7)**
Impairment charge	**(906.5)**	**-**	**(1.1)**	**-**	**(3.9)**	**(41.1)**	**(952.6)**
At 31 December 2007	**1,246.2**	**3,254.6**	**68.7**	**93.6**	**-**	**26.3**	**4,689.4**
At 31 December 2007:							
Cost	**2,130.9**	**3,255.6**	**95.7**	**93.6**	**4.3**	**66.7**	**5,646.8**
Accumulated amortisation	**-**	**(1.0)**	**(22.6)**	**-**	**(0.4)**	**(0.1)**	**(24.1)**
Accumulated impairment losses	**(884.7)**	**-**	**(4.4)**	**-**	**(3.9)**	**(40.3)**	**(933.3)**
Net book value	**1,246.2**	**3,254.6**	**68.7**	**93.6**	**-**	**26.3**	**4,689.4**
Net book value:							
At 1 January 2006	91.4	-	-	6.5	3.2	-	101.1
Exchange differences	12.4	16.1	(0.8)	0.8	-	2.0	30.5
Additions	1,722.6	3,316.6	96.4	89.2	0.9	39.8	5,265.5
Amortisation charge	-	-	(11.1)	-	(0.1)	(0.1)	(11.3)
Impairment charge	(9.9)	-	(3.3)	-	-	-	(13.2)
At 31 December 2006	1,816.5	3,332.7	81.2	96.5	4.0	41.7	5,372.6
At 31 December 2006:							
Cost	1,826.4	3,332.7	95.6	96.5	4.3	41.8	5,397.3
Accumulated amortisation	-	-	(11.1)	-	(0.3)	(0.1)	(11.5)
Accumulated impairment losses	(9.9)	-	(3.3)	-	-	-	(13.2)
Net book value	1,816.5	3,332.7	81.2	96.5	4.0	41.7	5,372.6

The other intangibles include internally generated development cost on the genomics based techniques to increase the yields and potential profit streams from the oil palm where it is reasonably anticipated that the costs will be recovered through future commercial activity. Amortisation of these internally generated development cost will only commence when the asset is available for use.

The remaining amortisation periods for royalty and rights at balance sheet date range from 1 to 18 years (2006: 1 to 20 years).

a) Completion of Purchase Price Allocation ("PPA") exercise

On 15 September 2006, the Group through its indirect subsidiary, Genting International Investment (UK) Limited made a recommended cash offer for the entire issued and to be issued ordinary share capital of Genting Stanley at a price of 860 pence per share. As at 6 October 2006, the offer became unconditional in all respects. Genting Stanley subsequently became an indirect subsidiary of the Group.

The value of assets (including intangible assets) and liabilities of Genting Stanley ensuing from the acquisition had initially been determined based on provisional fair values assigned to identifiable assets and liabilities on acquisition date and were not allocated to the Group's cash generating units ("CGUs") pending finalisation of the PPA exercise. Any adjustments to these provisional values upon finalisation of the PPA exercise were to be recognised within 12 months from acquisition date as permitted by FRS 3, Business Combinations.

The Group engaged an independent valuation firm to assist in the PPA exercise and the said exercise has been completed. The value of casino licences were determined using the profit gap approach or Greenfield approach which are both income based valuation methodologies. The value of tradenames from the acquisition was determined using the relief for royalty method. The effects of the PPA exercise is summarised in Note 46. These adjustments have been accounted for as if they had been recognised on acquisition date and adjusted in the comparative financial statements.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

21. INTANGIBLE ASSETS (cont'd)

b) Impairment tests for goodwill and other intangible assets with indefinite useful lives

Goodwill and other intangible assets with indefinite useful lives are allocated to the Group's cash-generating units ("CGU") identified according to geographical area and business segments.

A segment-level summary of the GIPLC Group's net book value of goodwill and other intangible assets with indefinite useful lives allocation is as follows:

Group	**2007**	2006
Europe		
- London, United Kingdom	**1,865.2**	2,106.5
- Provincial, United Kingdom	**2,251.0**	3,168.6
Singapore	**181.1**	-
Others	**2.5**	2.7

Goodwill and other intangible assets with indefinite useful lives - United Kingdom ("UK")

Goodwill and other intangible assets with indefinite useful lives that have been allocated to the UK Group were tested for impairment using the value-in-use method.

The recoverable amount of CGUs in the United Kingdom were determined based on value-in-use calculations. Cash flow projections used in these calculations were based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period were extrapolated using the estimated growth rates stated below. The growth rate did not exceed the long-term average growth rate for the leisure & hospitality business in which the CGUs operate.

Key assumptions used for value-in-use calculations:

	Leisure and hospitality	
	London	**Provincial**
Growth rate	3.00%	3.00%
Weighted average cost of capital ("WACC")	8.83%	8.05%
Cost of debt	6.00%	6.00%

The above assumptions were used in the review of both the London and Provincial CGUs within the leisure and hospitality business segment in the Europe. The growth rates used were consistent with the forecasts included in industry reports. The WACC used is post-tax and is assumed to reflect specific risks relating to the relevant segments.

The review indicated that the Group suffered an impairment loss of RM897.3 million (2006: RM Nil) on goodwill arising on the acquisition of Genting Stanley in 2006. The impairment loss is included within "Other operating expenses" in the income statement. The impairment charge largely attributable to the increase in gaming duty rates by the UK government effective from April 2007. The increase in gaming duty rates took the UK gaming industry by surprise as it was made without any prior consultation and indication.

If the cost of debt used to compute WACC is 1% higher for both London and Provincial (2006: Nil) with all other variables including tax rate being held constant, the results after tax for the Group will be lower by RM298.3 million (2006: RM Nil) as a result of higher impairment loss.

If the cost of debt used to compute WACC is 1% lower for both London and Provincial (2006: Nil) with all other variables including tax rate being held constant, the results after tax for the Group will be higher by RM335.5 million (2006: RM Nil) as a result of lower impairment loss.

Goodwill - Singapore

The goodwill attributed to the Singapore CGU mainly arises from the acquisition of 25% equity interest in Resorts World at Sentosa Pte Ltd ("RWS") which is developing the Sentosa Integrated Resort in Singapore. The impairment test for goodwill relating to the Singapore CGU was mainly determined using an implied market valuation determined by independent financial advisor.

Based on the impairment test, no impairment is required for goodwill attributed to the Singapore CGU.

c) Others

Included in other intangible assets is an option owned by Stanley Genting Casinos (Leeds) Limited, which is a wholly owned subsidiary of Stanley Genting Casinos Limited ("SGCL"), to purchase land at Elland Road, Leeds, United Kingdom and other licenses.

The abovementioned option expired on 16 July 2007 and an impairment loss of RM41.1 million was made in the current financial year to "Other operating expenses" in the income statement.

d) Impairment loss – Meizhou Wan Plant

In the current year, an amount of RM40.5 million was recognised as impairment charge mainly due to an impairment charge of RM30.2 million in respect of property, plant and equipment and an impairment charge of RM10.3 million for the goodwill and intangible assets of FPEC arising from a deterioration in cash flow projections caused primarily by rising fuel costs.

In the previous year, the impairment charge in respect of goodwill and other intangibles relates to the following: (a) goodwill arising from the acquisition of Genting Power (Putian) Management Company, Ltd ("GPP"), an indirect wholly owned subsidiary, on 26 May 2006, and (b) the Amended & Restated Project Management & Operational Services Contract ("PMOSC") signed between FPEC and GPP. These intangible assets are subsequently impaired, as FPEC and GPP have mutually agreed to terminate the PMOSC on 15 December 2006.

e) Amortisation charge included in the income statement is analysed as follows:

	Group	
	2007	2006
Cost of sales	**11.6**	11.2
Administration expenses	**0.1**	0.1
	11.7	11.3

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

22. EXPLORATION COSTS

	Group	
	2007	2006
Net book value:		
At 1 January	**219.8**	39.6
Exchange differences	**(11.5)**	(2.6)
Additions	**104.2**	182.8
At 31 December	**312.5**	219.8
At 31 December:		
Cost/net book value	**312.5**	219.8

Exploration costs comprised capitalised exploration drilling costs. These costs remain capitalised as firm exploration/appraisal wells or seismic data acquisition are planned in the near future, and/or firm development activities are being progressed with a final investment decision expected in the future.

23. SUBSIDIARIES

	Group	
	2007	2006
Investment in subsidiaries:		
Quoted shares in Malaysia - at cost	**742.0**	813.1
Unquoted shares - at cost	**5,300.9**	2,554.8
	6,042.9	3,367.9
Market value of quoted shares	**14,364.3**	10,871.4
Amounts due from subsidiaries are unsecured and comprise:		
Current:		
Interest bearing	**11.2**	22.4
Interest free	**518.0**	423.7
	529.2	446.1
Non-current:		
Interest bearing	**854.9**	855.2
Interest free	**1.1**	-
	856.0	855.2
	1,385.2	1,301.3
Amounts due to subsidiaries are unsecured and comprise:		
Current:		
Interest bearing	**9.3**	19.6
Interest free	**1.8**	76.5
	11.1	96.1
Non-current:		
Interest bearing	**1,005.8**	1,843.2
	1,016.9	1,939.3

The subsidiaries are listed in Note 47.

(a) The interest free portion of the amount due from/to subsidiaries has no fixed repayment terms. During the financial year, the Company waived certain amounts due from its wholly owned subsidiaries, amounting to RM217.4 million (2006: RM Nil).

The interest bearing portion of the amount due from subsidiaries bears interest at rates ranging from 5.9% to 7.0% (2006: 5.9% to 7.0%) per annum.

Included in the interest bearing amount due to subsidiaries are US Dollar loans obtained by the Company from the following subsidiaries:

(i) USD2.8 million (RM9.3 million) (2006: USD8.3 million (RM29.4 million)) loan from Genting Sanyen Power (Labuan) Limited, a wholly owned indirect subsidiary of the Company. The loan bears interest at 3.6% (2006: 3.6%) per annum and is repayable in full over ten half yearly installments maturing in the year 2008.

(ii) The loan from Prime Venture (Labuan) Limited ("PVLL"), a wholly owned subsidiary of the Company, has been fully settled during the year (2006: outstanding balance of USD300.1 million (RM1,060.9 million)). The loan bears an effective interest rate of 3.6% (2006: 3.6%) per annum.

(iii) USD300.0 million (RM1,005.8 million) (2006: USD218.5 million (RM772.5 million)) loan from Prime Holdings (Labuan) Limited ("PHLL"), a wholly owned subsidiary of the Company. The loan bears an effective interest rate of 5.9% (2006: 5.9%) per annum. Repayment terms for this loan are similar to the terms on the fixed rate notes facility obtained by PHLL.

The above loans are used to finance the Group's investments in overseas projects.

(b) As at 31 December 2007, the Company's percentage shareholding in RWB has decreased to 48.7% compared to 57.6% as at 31 December 2006 due to the combined effects of RWB's purchase of its own shares, exchange of part of the Exchangeable Notes issued by PVLL for existing RWB ordinary shares and conversion of part of the Notes issued by RWB into new RWB ordinary shares.

RWB's financial results continue to be consolidated with those of the Company as its subsidiary notwithstanding the Company's shareholding of less than 50% in RWB as the Company has control over RWB by virtue of its ability to manage the financial and operating policies of RWB pursuant to a 30 year Resort Management Agreement ("RMA") entered into in 1989 between the Company's wholly owned subsidiary, Genting Hotel & Resorts Management Sdn Bhd ("GHRM") and RWB. The RMA which cannot be unilaterally terminated by either party, (except in limited circumstances, generally relating to default by a party continuing after a cure period or insolvency related events affecting a party) is renewable under the original terms and conditions at the end of the original term for 3 consecutive terms of 20 years each. Under the RMA, GHRM is appointed as the operator and manager of the gaming, hotel and resort-related operations of RWB and which includes the supply of senior management and other personnel deemed necessary or appropriate by GHRM for the operation of RWB. A fee based on the gross revenue and the net operating income before fixed charges and taxation of RWB is payable by RWB to GHRM for services under the RMA.

In addition, the Company is the single largest shareholder of RWB and RWB also continues to regard the Company as its holding company by virtue of the Company being able to manage the financial and operating policies of RWB.

(c) GIPLC changed its functional currency from United States Dollars to Singapore Dollars with effect from 1 April 2007, being its currency of primary funding and expenditure.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

24. JOINTLY CONTROLLED ENTITIES

	Group	
	2007	2006
Unquoted - at cost:		
Shares in foreign corporations	**28.2**	2.3
Shares in a Malaysian company	**1.0**	1.0
Group's share of post acquisition reserves	**(13.8)**	(2.0)
	15.4	1.3
Amounts due from jointly controlled entities	**93.4**	17.2
Less: Balance included in long term receivables (see Note 30)	**(91.8)**	-
Balance included in current assets	**(1.6)**	(17.2)
	-	-
	15.4	1.3

The Group's aggregate share of the income, expenses, assets and liabilities of the jointly controlled entities is as follows:

	2007	2006
Income	**15.1**	11.6
Expenses	**(26.3)**	(12.0)
Net loss	**(11.2)**	(0.4)
Non-current assets	**353.0**	1.5
Current assets	**38.7**	5.2
Current liabilities	**(102.3)**	(5.4)
Non-current liabilities	**(275.8)**	-
Net assets	**13.6**	1.3

There are no capital commitments or contingent liabilities relating to the Group's interest in jointly controlled entities at the financial year end (2006: Nil).

Details of jointly controlled entities are as follows:

Names of Jointly Controlled Entities	**Effective percentage of ownership**		**Country of incorporation**	**Principal activities**
	2007	2006		
Gemstones Investments Pte Ltd	**17.8**	19.5	Singapore	Investment holding
Kensington Hotel Pte Ltd	**17.8**	19.5	Singapore	Investment holding
Kensington Residential Pte Ltd	**17.8**	19.5	Singapore	Investment holding
KHS Management Limited	**17.8**	19.5	United Kingdom	Property management services
WorldCard International Limited	**26.7**	29.3	Isle of Man	Investment holding
WCI Management Limited	**26.7**	29.3	Isle of Man	Investment holding
WorldCard (Hong Kong) Limited	**26.7**	29.3	Hong Kong	Provision of loyalty programme management services
WorldCard (Singapore) Pte Ltd	**26.7**	29.3	Singapore	Provision of loyalty programme management services
808 Holdings Pte Ltd	**17.8**	19.5	Singapore	Investment holding
818 Pte Ltd	**17.8**	19.5	Singapore	Investment holding
828 Pte Ltd	**17.8**	19.5	Singapore	Investment holding
838 Pte Ltd	**17.8**	19.5	Singapore	Investment holding
Genting INTI Education Sdn Bhd	**17.1**	20.2	Malaysia	Managing a college for education, tourism, leisure and hospitality
SGSI-Asiatic Limited	**27.4**	-	British Virgin Islands	Genomics research and development
WCI Intellectual Limited	**26.7**	29.3	Isle of Man	Dormant

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

25. ASSOCIATES

	Group	
	2007	2006
Quoted - at cost:		
Shares in foreign corporations	**-**	2,353.1
Shares in Malaysian companies	**299.7**	230.9
Negative goodwill arising from acquisition	**13.8**	13.8
Group's share of post acquisition reserves	**20.9**	(266.8)
	334.4	2,331.0
Unquoted - at cost:		
Shares in foreign corporations	**133.8**	125.3
Shares in Malaysian companies	**2.1**	2.1
Group's share of post acquisition reserves	**104.9**	35.5
	240.8	162.9
Amounts due from associates	**0.2**	4.3
Less: Balance included in long term receivables (see Note 30)	**-**	(2.5)
Balance included in current assets	**(0.2)**	(1.8)
	-	-
	575.2	2,493.9
Market value of quoted shares	**434.2**	2,981.7

The Group's aggregate share of revenue, profit, assets and liabilities of associates are as follows:

	Group	
	2007	2006
Revenue	**1,747.5**	3,476.5
Net loss	**(9.7)**	(161.8)
Total assets	**949.0**	8,236.2
Total liabilities	**294.2**	5,703.3

The associates are listed in Note 47.

With effect from 31 July 2007, the Group ceased to have significant influence over SCL, and pursuant to Financial Reporting Standard ("FRS") 128, Investments in Associates, SCL has been derecognised as an associate.

Consequently, SCL has been accounted for in accordance with the requirements of FRS 139, Financial Instruments: Recognition and Measurement, and reclassified as "Available-for-sale Financial Asset ("AFS")".

There are no contingent liabilities relating to the Group's interest in associates at the financial year end. There are capital commitments of RM0.6 million relating to property, plant and equipment of an associate.

26. AVAILABLE-FOR-SALE FINANCIAL ASSET

	Group	
	2007	2006
At 1 January	**-**	-
Initial recognition, at cost	**1,195.1**	-
Fair value at date of designation	**1,473.9**	-
	2,669.0	-
Foreign exchange differences	**(39.2)**	-
Fair value movement transfer to equity	**(1,124.4)**	-
At 31 December	**1,505.4**	-
Investment in foreign corporation		
- Quoted	**1,505.4**	-

During the financial year, the Group ceased to have significant influence over SCL. The carrying amount of the investment at the date it ceases to be an associate is regarded as its cost on initial measurement as an AFS. After the initial measurement, the Group measures AFS at its fair value.

There were no disposal or impairment provision on AFS during the current financial year.

The currency profile of the AFS as at the financial year end are as follows:

	Group	
	2007	2006
Denominated in:		
- Hong Kong Dollars	**338.3**	-
- United States Dollars	**1,167.1**	-
At 31 December	**1,505.4**	-

27. OTHER LONG TERM INVESTMENTS

	Group	
	2007	2006
Quoted shares in foreign corporations, at cost	**202.0**	197.7
Unquoted shares in Malaysian companies, at cost	**4.1**	4.1
Less: Amounts written down to-date	**(1.0)**	(1.0)
	3.1	3.1
Other unquoted investments outside Malaysia, at cost	**62.7**	58.0
	62.7	58.0
	267.8	258.8

The market value of the Group's investments in foreign quoted shares amounted to RM241.9 million (2006: RM210.4 million). It was not practicable within the constraints of cost to estimate reliably the fair values of the balance of unquoted shares which are carried in the financial statements as there are no comparable securities that are traded.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

28. DEFERRED TAXATION

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred tax relates to the same tax authority. The following amounts, determined after appropriate offsetting, are shown in the balance sheet:

	Group		Company	
	2007	2006 Restated	**2007**	2006
Deferred tax assets				
- subject to income tax (see (i) below)	**23.9**	12.9	**7.8**	6.3
- subject to real property gains tax (see (iii) below)	**-**	0.2	**-**	-
	23.9	13.1	**7.8**	6.3
Deferred tax liabilities				
- subject to income tax (see (ii) below)	**(1,545.7)**	(1,712.2)	**-**	-
- subject to real property gains tax (see (iv) below)	**-**	(8.4)	**-**	-
	(1,545.7)	(1,720.6)	**-**	-
Net deferred tax (liability)/asset	**(1,521.8)**	(1,707.5)	**7.8**	6.3
At 1 January:				
As reported previously	**(1,717.0)**	(537.8)	**6.3**	3.2
Prior year adjustment (see Note 46)	**9.5**	-	**-**	-
As restated	**(1,707.5)**	(537.8)	**6.3**	3.2
Credited/(charged) to income statement (see Note 12)				
- property, plant and equipment	**23.9**	(13.0)	**-**	-
- provisions	**0.8**	4.7	**1.5**	3.1
- change in tax rate	**84.2**	9.6	**-**	-
- others (including discontinued operations)	**(6.4)**	(7.3)	**-**	-
	102.5	(6.0)	**1.5**	3.1
Disposal/(acquisition) of subsidiaries	**53.5**	(1,158.2)	**-**	-
Currency translation differences	**29.7**	(5.5)	**-**	-
At 31 December	**(1,521.8)**	(1,707.5)	**7.8**	6.3

Subject to income tax:

	Group		Company	
	2007	2006 Restated	**2007**	2006
i) Deferred tax assets (before offsetting)				
- property, plant and equipment	**30.4**	10.2	**-**	-
- land held for property development	**2.8**	2.1	**-**	-
- provisions	**30.3**	29.4	**8.2**	6.7
- tax losses	**0.2**	4.2	**-**	-
- others	**13.1**	24.6	**-**	-
	76.8	70.5	**8.2**	6.7
- offsetting	**(52.9)**	(57.6)	**(0.4)**	(0.4)
Deferred tax assets (after offsetting)	**23.9**	12.9	**7.8**	6.3
ii) Deferred tax liabilities (before offsetting)				
- property, plant and equipment	**(461.2)**	(747.5)	**(0.4)**	(0.4)
- land held for property development	**(39.7)**	(39.5)	**-**	-
- intangible assets	**(1,079.9)**	(947.7)	**-**	-
- equity (including revaluation reserve)	**-**	(1.0)	**-**	-
- others	**(17.8)**	(34.1)	**-**	-
	(1,598.6)	(1,769.8)	**(0.4)**	(0.4)
- offsetting	**52.9**	57.6	**0.4**	0.4
Deferred tax liabilities (after offsetting)	**(1,545.7)**	(1,712.2)	**-**	-

Subject to real property gains tax:

	Group		Company	
	2007	2006 Restated	**2007**	2006
iii) Deferred tax assets (before offsetting)				
- property, plant and equipment	**-**	0.7	**-**	-
	-	0.7	**-**	-
- offsetting	**-**	(0.5)	**-**	-
Deferred tax assets (after offsetting)	**-**	0.2	**-**	-
iv) Deferred tax liabilities (before offsetting)				
- property, plant and equipment	**-**	(7.6)	**-**	-
- land held for property development	**-**	(1.3)	**-**	-
	-	(8.9)	**-**	-
- offsetting	**-**	0.5	**-**	-
Deferred tax liabilities (after offsetting)	**-**	(8.4)	**-**	-

The amount of unutilised tax losses and deductible temporary differences on property, plant and equipment for which no deferred tax asset is recognised in the balance sheet are as follows:

	Group		Company	
	2007	2006	**2007**	2006
Unutilised tax losses	**80.2**	87.1	**-**	-
Property, plant and equipment	**98.2**	115.4	**-**	-
Provision	**1.4**	1.1	**-**	-
	179.8	203.6	**-**	-

On 15 June 2007, MASB issued FRS 112 "Income Taxes" to revise the existing FRS 112_{2004} and which will be effective for financial statements covering periods beginning on or after 1 July 2007.

The revised FRS 112 suggests that companies can now recognise deferred tax asset on its unutilised reinvestment allowances or other tax allowances including Investment Tax Allowance ("ITA").

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

28. DEFERRED TAXATION (cont'd)

Consequently, the possible impact in recognising deferred tax asset on the Group's unutilised ITA, provided that future taxable profits are available to offset the unused tax credits, on a retrospective basis for the financial year ending 31 December 2008 is as follows:

	Group
Increase in retained earnings as at 1 January 2007	281.9
Decrease in taxation for the financial year ended 31 December 2007	(2.1)
Increase in retained earnings as at 31 December 2007	284.0
Increase in deferred tax asset as at 31 December 2007	284.0

29. INVENTORIES

	Group	
	2007	2006
Stores and spares	**153.8**	199.3
Food, beverages and other hotel supplies	**18.9**	18.8
Produce stocks and finished goods	**9.6**	27.1
Completed properties	**129.1**	130.8
Raw materials	**-**	70.6
	311.4	446.6

30. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2007	2006	**2007**	2006
Current:				
Trade debtors	**441.3**	481.5	**-**	-
Other debtors	**114.7**	132.4	**0.2**	0.2
Less: Allowance for doubtful debts	**(3.6)**	(26.1)	**(0.1)**	(0.1)
	552.4	587.8	**0.1**	0.1
Accrued billings in respect of property development	**7.6**	13.4	**-**	-
Deposits	**55.0**	91.2	**0.6**	0.6
Prepayments	**95.8**	56.8	**-**	-
	710.8	749.2	**0.7**	0.7
Non-current:				
Trade debtors	**9.2**	9.6	**-**	-
Amount due from joint controlled entities (see Note 24)	**91.8**	-	**-**	-
Amount due from associates (see Note 25)	**-**	2.5	**-**	-
Other debtors	**27.3**	9.2	**-**	-
	128.3	21.3	**-**	-
	839.1	770.5	**0.7**	0.7

The maturity profile for non-current receivables are as follows:

	Group	
	2007	2006
More than one year and less than two years	**95.0**	8.3
More than two years and less than five years	**17.8**	6.4
More than 5 years	**15.5**	6.6
	128.3	21.3

The currency profile of trade and other receivables as at the financial year end is as follows:

	Group		Company	
	2007	2006	**2007**	2006
Ringgit Malaysia	**429.9**	469.6	**0.7**	0.7
US Dollars	**45.5**	52.2	**-**	-
Singapore Dollars	**45.9**	2.3	**-**	-
Sterling Pound	**128.2**	121.4	**-**	-
Renminbi	**182.5**	112.2	**-**	-
Other currencies	**7.1**	12.8	**-**	-
	839.1	770.5	**0.7**	0.7

Included in other debtors of the Group are housing and other loans extended to certain executive directors of the Group amounting to RM Nil (2006: RM0.6 million). The loans consist of an interest free loan amounting to RM Nil (2006: RM0.1 million) and interest bearing loans amounting to RM Nil (2006: RM0.5 million). The interest bearing loans carry interest rates of approximately 4% (2006: 4%) per annum.

Credit terms offered by the Group in respect of trade receivables range from 7 days to 120 days (2006: 7 days to 120 days) from date of invoice.

The amount due from associates represents outstanding amounts arising from inter-company sales and purchases, advances and payments made on behalf of associates. The amounts due are unsecured and interest free and those amounts included under long term receivables are not repayable within the next twelve months.

The fair values of the Group's non-current trade and other receivables amounted to approximately RM122.2 million (2006: RM21.3 million).

31. SHORT TERM INVESTMENTS

	Group		Company	
	2007	2006	**2007**	2006
Quoted - at cost:				
Shares in Malaysian companies	**12.4**	27.0	**-**	-
Shares in foreign corporations	**275.7**	16.0	**-**	-
	288.1	43.0	**-**	-
Less: Allowance for diminution in value of investments	**(10.3)**	(0.2)	**-**	-
	277.8	42.8	**-**	-
Unquoted - at cost:				
Money market instruments (see Note 32)	**1,511.3**	2,542.7	**295.1**	1,568.2
	1,789.1	2,585.5	**295.1**	1,568.2
Market value of quoted shares:				
- Malaysian companies	**16.9**	26.8	**-**	-
- Foreign corporations	**266.8**	17.0	**-**	-
	283.7	43.8	**-**	-

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

31. SHORT TERM INVESTMENTS (cont'd)

Investment in money market instruments comprises negotiable certificates of deposit and bankers' acceptances. The money market instruments of the Group and the Company have maturity periods ranging between overnight and two months (2006: overnight and two months).

As at 31 December 2007, Palomino Limited, a wholly owned subsidiary of the GIPLC Group, has acquired approximately 10.5% of the total issued and paid-up share capital of Rank Group plc, a company listed on the London Stock Exchange. Rank Group plc is the second largest bingo and casino operator in the UK and it also operates online gaming operations.

32. CASH AND CASH EQUIVALENTS

	Group		Company	
	2007	2006	**2007**	2006
Deposits with licensed banks	**7,330.4**	4,792.0	**242.2**	1,338.5
Cash and bank balances	**625.8**	700.8	**6.9**	2.6
Bank balances and deposits	**7,956.2**	5,492.8	**249.1**	1,341.1
Less: Restricted cash	**(155.3)**	(106.8)	**-**	-
	7,800.9	5,386.0	**249.1**	1,341.1
Add: Money market instruments (see Note 31)	**1,511.3**	2,542.7	**295.1**	1,568.2
	9,312.2	7,928.7	**544.2**	2,909.3
Bank overdrafts	**-**	(1.6)	**-**	-
Cash and cash equivalents	**9,312.2**	7,927.1	**544.2**	2,909.3

The currency profile and weighted average interest rates of the bank balances, deposits and money market instruments as at the financial year end are as follows:

	Group				Company			
	Currency Profile		Interest rates		Currency Profile		Interest rates	
	2007	2006	**2007**	2006	**2007**	2006	**2007**	2006
			%	%			**%**	%
Ringgit Malaysia	**3,984.6**	5,569.9	**3.37**	3.28	**544.1**	2,909.3	**3.36**	3.27
US Dollars	**1,269.6**	926.9	**4.55**	4.50	**-**	-	**-**	-
Singapore Dollars	**3,683.2**	230.8	**1.71**	2.83	**-**	-	**-**	-
Chinese Renminbi	**168.9**	257.3	**2.15**	2.01	**-**	-	**-**	-
Sterling Pound	**136.1**	824.4	**3.81**	4.65	**0.1**	-	**-**	-
Other foreign currencies	**69.8**	117.8	**-**	-	**-**	-	**-**	-
	9,312.2	7,927.1			**544.2**	2,909.3		

The deposits of the Group and Company as at 31 December 2007 have maturity periods ranging from overnight to sixteen months (2006: overnight to one year). Cash and bank balances of the Group and Company are held at call.

Included in deposits with licensed banks for the Group is an amount of RM14.7 million (2006: RM12.7 million) deposited by an indirect subsidiary into various Housing Development Accounts in accordance with Section 7(A) of the Housing Developers (Control and Licensing) Act 1966. This amount is available for use by the said subsidiary for the payment of property development expenditure.

Restricted cash relates to the deposits pledged with licensed banks to secure certain bank facilities, mainly denominated in RMB and GBP. These deposits have weighted average interest rates ranging from 2.8% to 5.5% per annum.

33. SHARE CAPITAL

	2007	2006
Authorised:		
8,000.0 million ordinary shares of 10 sen each	**800.0**	800.0
Issued and fully paid:		
Ordinary shares of 10 sen each		
At beginning of the financial year		
- 3,694.2 million (2006: 3,526.7 million)	**369.4**	352.7
Issue of shares:		
- pursuant to The Private Placement: 165.0 million	**-**	16.5
- pursuant to the Scheme: 9.4 million (2006: 2.455 million)	**1.0**	0.2
At end of the financial year		
- 3,703.6 million (2006: 3,694.2 million)	**370.4**	369.4

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

33. SHARE CAPITAL (cont'd)

a) Share Split

On 16 April 2007, the Company completed a share split involving the subdivision of each of the existing ordinary shares of RM0.50 each in the Company into 5 ordinary shares of RM0.10 each in the Company.

b) Executive Share Option Scheme

During the financial year and before the Share Split, 93,000 ordinary shares of 50 sen each fully paid at the subscription price of RM14.34 per share and 1,000 ordinary shares of 50 sen each fully paid at the subscription price of RM13.08 per share were issued by virtue of the exercise of options to take up unissued ordinary shares of the Company by executive employees pursuant to The Executive Share Option Scheme for Eligible Executives of Genting Berhad and its subsidiaries ("Scheme"). After the Share Split, 8,863,000 new ordinary shares of 10 sen each fully paid at the subscription price of RM2.868 per share and 49,000 new ordinary shares of 10 sen fully paid at the subscription price of RM2.616 per share were issued by virtue of the exercise of options to take up unissued ordinary shares of the Company by executive employees pursuant to the Scheme.

During the financial year, a total of 9,328,000 and 54,000 ordinary shares of 10 sen each fully paid at the subscription prices of RM2.868 per share and RM2.616 per share respectively were issued pursuant to the Scheme. The Scheme had become effective on 12 August 2002 for a duration of 10 years terminating on 11 August 2012. These ordinary shares rank pari passu with the then existing ordinary shares of the Company.

At an Extraordinary General Meeting ("EGM") of the Company held on 21 February 2002, the shareholders of the Company had approved the Scheme.

At another EGM held on 25 June 2002, the draft Bye-Laws of the Scheme was further amended such that the total number of new shares to be offered under the Scheme shall not exceed 2.5% of the issued and paid-up share capital of the Company at any time of the offer but the shareholders of the Company may at any time during the tenure of the Scheme, by ordinary resolution increase the total number of new shares to those offered under the Scheme up to 5% of the issued and paid up share capital of the Company at the time of the offer.

The main features of the Scheme are as follows:

i) The Scheme shall be in force from the Date of Commencement and continue for a period of ten years from the Date of Commencement.

ii) Eligible Executives are employees of the Group (including Executive Directors) or persons under an employment contract of the Group for a period of at least twelve full months of continuous service before the Date of Offer. The eligibility for participation in the Scheme shall be at the discretion of the Remuneration, Compensation and Benefits ("RCB") Committee which is established by the Board of Directors.

iii) In the event of cessation of employment of a Grantee with the Group prior to the full exercise of the options, such options shall cease without any claim against the Company provided always that subject to the written approval of the RCB Committee in its discretion where the Grantee ceases his employment with the Group by reason of:

- his retirement at or after attaining retirement age;
- ill-health or accident, injury or disability;
- redundancy; and/or
- other reasons or circumstances which are acceptable to the RCB Committee.

The Grantee may exercise his unexercised options within the Option Period subject to such conditions that may be imposed by the RCB Committee.

iv) The total number of new shares to be offered under the Scheme shall not exceed 2.5% of the issued and paid-up share capital of the Company at any time of the offer but the shareholders of the Company may at any time during the tenure of the Scheme, by ordinary resolution increase the total number of new shares to be offered under the Scheme up to 5% of the issued and paid-up share capital of the Company at the time of the offer.

v) Not more than 50% of the shares available under the Scheme would be allocated, in aggregate, to the Executive Directors and Senior Management. In addition, not more than 10% of the shares available under the Scheme would be allocated to any individual Eligible Executive who, either singly or collectively through persons connected, holds 20% or more in the issued and paid-up share capital of the Company.

vi) The price at which the Grantee is entitled to subscribe upon exercise of his rights under the options shall be based on the weighted average market price of the shares as shown in the Daily Official List of the Bursa Malaysia Securities Berhad for the five (5) Market Days immediately preceding the Date of Offer. Notwithstanding this, the Option Price per share shall in no event be less than the nominal value of the shares.

vii) No options shall be granted for less than 1,000 shares and not more than 7,500,000 shares to any Eligible Executive.

viii) The options granted can only be exercised by the Grantee in the third year from the Date of Offer and the number of new shares comprised in the option which a Grantee can subscribe for from the third year onwards shall at all times be subject to the following maximum percentage of new shares comprised in the options:

Year 1	**Year 2**	**Year 3**	**Year 4**	**Year 5**
-	-	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares
Year 6	**Year 7**	**Year 8**	**Year 9**	**Year 10**
12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% or balance of all options allotted

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

33. SHARE CAPITAL (cont'd)

b) Executive Share Option Scheme (cont'd)

ix) All new ordinary shares issued upon exercise of the options granted under the Scheme will rank pari passu in all respects with the existing ordinary shares of the Company other than their entitlements to dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the new shares and will be subject to all provisions of the Articles of Association of the Company relating to transfer, transmission and otherwise.

x) The options shall not have any right to vote at general meeting of the Company and the Grantees shall not be entitled to any dividends, right or other entitlements in respect of their unexercised options.

Set out below are details of options over the ordinary shares of the Company granted under the Scheme:

Date granted	Exercisable period	Subscription price * RM	At start of financial year '000	Offered and accepted '000	Exercised '000	Lapsed '000	At end of financial year '000
Financial year ended 31.12.2007:							
Scheme							
2.9.2002	2.9.2004 to 11.8.2012	**2.868**	**25,590**	**-**	**(9,328)**	**(270)**	**15,992**
29.11.2002	29.11.2004 to 11.8.2012	**2.616**	**105**	**-**	**(54)**	**-**	**51**
			25,695	**-**	**(9,382)**	**(270)**	**16,043**
Financial year ended 31.12.2006:							
Scheme							
2.9.2002	2.9.2004 to 11.8.2012	2.868	28,130	-	(2,415)	(125)	25,590
29.11.2002	29.11.2004 to 11.8.2012	2.616	145	-	(40)	-	105
			28,275	-	(2,455)	(125)	25,695

	2007 '000	2006 '000
Number of share options vested at balance sheet date	**1,113**	6,300

* After adjusted for share split.

Details relating to options exercised during the current financial year are as follows:

Exercise date	Fair value of shares at share issue date (RM/share)	Subscription price (RM/share)	Number of shares issued **2007**	2006
January - March	6.45 – 8.19 / 4.22 – 4.92	2.868	**460,000**	175,000
January - March	6.45 – 8.19 / 4.22 – 4.92	2.616	**-**	5,000
April - June	7.85 – 9.37 / 4.34 – 5.15	2.868	**1,890,000**	35,000
April - June	7.85 – 9.37 / 4.34 – 5.15	2.616	**5,000**	5,000
July - September	6.75 – 8.68 / 4.62 – 5.12	2.868	**272,000**	885,000
July - September	6.75 – 8.68 / 4.62 – 5.12	2.616	**5,000**	10,000
October - December	7.53 – 8.44 / 4.75 – 6.63	2.868	**6,706,000**	1,320,000
October - December	7.53 – 8.44 / 4.75 – 6.63	2.616	**44,000**	20,000
			9,382,000	2,455,000

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

33. SHARE CAPITAL (cont'd)

b) Executive Share Option Scheme (cont'd)

	2007 RM'000	2006 RM'000
Ordinary share capital - at par	**938.2**	245.5
Share premium	**25,955.8**	6,785.4
Proceeds received on exercise of share options	**26,894.0**	7,030.9
Fair value at exercise date of shares issued	**74,802.0**	12,873.6

34. TREASURY SHARES

At the Annual General Meeting of the Company held on 21 June 2007, the shareholders of the Company approved the renewal of the authority for the Company to purchase its own shares of up to 10% of the issued and paid-up share capital of the Company.

During the current financial year, the Company had repurchased a total of 1,000,000 ordinary shares of RM0.10 each of its issued share capital from the open market at an average price of RM7.22. The total consideration paid for the repurchase, including transaction costs, was RM7.22 million and was financed by internally generated funds. The repurchased shares are held as treasury shares in accordance with the requirements of Section 67A (as amended) of the Companies Act, 1965. As treasury shares, the rights attached as to voting, dividends and participation in other distribution are suspended.

During the financial year, of the total 3,703,556,770 issued and fully paid ordinary shares, 1,000,000 are held as treasury shares by the Company. As at 31 December 2007, the number of outstanding ordinary shares in issue after the offset is therefore 3,702,556,770 ordinary shares of RM0.10 each.

Details relating to the repurchase during the current financial year are as follows:

2007	Total shares repurchased in units 'million	Total consideration paid RM'million	Highest price RM	Lowest price RM	Average price * RM
At 1 January 2007	-	-	-	-	-
Shares repurchased during the financial year					
- August	1.0	7.22	7.20	7.20	7.22
At 31 December 2007	1.0	7.22	7.20	7.20	7.22

* Average price includes stamp duty, brokerage and clearing fees.

The directors of the Company are committed to enhance the value of the Company to its shareholders and believe that the repurchase plan would be applied in the best interests of the Company and its shareholders.

35. RESERVES

	Group		Company	
	2007	2006	**2007**	2006
Share premium	**1,151.4**	1,125.5	**1,151.4**	1,125.5
Revaluation reserves	**305.6**	307.0	**-**	-
Fair value reserve	**170.3**	-	**-**	-
Exchange differences	**(143.0)**	(42.6)	**-**	-
Share of associate's other reserves	**-**	11.2	**-**	-
Retained earnings	**10,507.5**	9,524.2	**5,253.3**	4,041.5
	11,991.8	10,925.3	**6,404.7**	5,167.0

Under the single-tier tax system which came into effect from the year of assessment 2008, companies are not required to have tax credits under Section 108 of the Income Tax Act 1967 for dividend payment purposes. Dividends paid under this system are tax exempt in the hands of shareholders.

Companies with Section 108 credits as at 31 December 2007 may continue to pay franked dividends until the Section 108 credits are exhausted or 31 December 2013 whichever is earlier unless they opt to disregard the Section 108 credits to pay single-tier dividends under the special transitional provisions of the Finance Act 2007. As at 31 December 2007, subject to agreement with the tax authorities, the Company has sufficient Section 108 tax credits to pay RM3,933.2 million (2006: RM3,281.0 million) of the retained earnings of the Company as franked dividends.

In addition, the Company has tax exempt income as at 31 December 2007, available to frank as tax exempt dividends arising from the Promotions of Investment Act, 1986 and the Income Tax (Amendment) Act 1999, relating to tax on income earned in 1999 being waived, amounting to approximately RM525.2 million (2006: RM525.2 million). The estimated tax credit and tax exempt income are subject to agreement by the Inland Revenue Board. Based on the foregoing, the extent of the retained earnings of the Company not covered by available tax credit and tax exempt income, if all the retained earnings of the Company were to be distributed as dividends, would amount to RM794.9 million (2006: RM235.3 million).

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

36. BORROWINGS

	Group	
	2007	2006
Current		
Secured:		
Term loan - RMB	**110.7**	91.8
Finance lease liabilities	**6.2**	10.8
Working capital loan - RMB	**-**	60.2
Unsecured:		
Term loans - GBP	**843.8**	2,553.4
Term loans - US Dollar	**9.2**	107.3
Zero coupon convertible notes	**175.1**	-
Redeemable exchangeable notes - US Dollar	**147.7**	-
Bank overdrafts	**-**	1.6
	1,292.7	2,825.1
Non-current		
Secured:		
Term loan - RMB	**986.7**	1,262.3
Working capital loan - RMB	**60.4**	-
Loan notes - GBP	**57.7**	-
Finance lease liabilities	**0.9**	4.2
Unsecured:		
Convertible bonds - SGD	**1,171.6**	-
Fixed rate notes - US Dollar	**975.8**	1,025.3
Term loan - GBP	**776.3**	729.1
Term loans - US Dollar	**-**	50.7
Zero coupon convertible notes	**-**	1,085.9
Redeemable exchangeable notes - US Dollar	**-**	1,147.5
	4,029.4	5,305.0
	5,322.1	8,130.1

a) The weighted average interest rates (%) per annum before and after interest rate swaps ("IRS") are as follows:

	2007		2006	
	Before IRS	**After IRS**	Before IRS	After IRS
Effective during the year:				
US Dollar term loans	**6.2**	**4.4**	5.8	5.1
GBP term loans	**6.5**	**6.5**	5.8	5.8
RMB term loan	**6.1**	**6.1**	5.8	5.8
RMB working capital loan	**5.6**	**5.6**	5.1	5.1
US Dollar redeemable exchangeable notes	**3.6**	**3.6**	3.6	3.6
US Dollar fixed rate notes	**5.9**	**5.9**	5.9	5.9
SGD convertible bonds	**2.0**	**2.0**	-	-
GBP loan notes	**5.4**	**5.4**	-	-
Finance lease liabilities	**5.7**	**5.7**	6.1	6.1
As at 31 December:				
US Dollar term loans	**5.8**	**3.6**	6.2	4.5
GBP term loans	**7.0**	**7.0**	5.8	5.8
RMB term loan	**6.5**	**6.5**	5.8	5.8
RMB working capital loan	**5.7**	**5.7**	5.1	5.1
US Dollar redeemable exchangeable notes	**3.6**	**3.6**	3.6	3.6
US Dollar fixed rate notes	**5.9**	**5.9**	5.9	5.9
SGD convertible bonds	**2.0**	**2.0**	-	-
GBP loan notes	**5.6**	**5.6**	-	-
Finance lease liabilities	**5.7**	**5.7**	6.1	6.1

b) The maturity profile and exposure of borrowings of the Group to interest rate risk are as follows:

	Borrowings	
	Floating interest rate	**Fixed interest rate**
As at 31 December 2007:		
Before interest rate swaps:		
Less than one year	**963.7**	**329.0**
More than one year and less than two years	**126.1**	**0.3**
More than two years and less than five years	**1,282.9**	**1,172.0**
More than five years	**472.1**	**976.0**
After interest rate swaps:		
Less than one year	**954.5**	**338.2**
More than one year and less than two years	**126.1**	**0.3**
More than two years and less than five years	**1,282.9**	**1,172.0**
More than five years	**472.1**	**976.0**
As at 31 December 2006:		
Before interest rate swaps:		
Less than one year	2,823.5	1.6
More than one year and less than two years	157.6	2,233.4
More than two years and less than five years	1,110.4	-
More than five years	778.3	1,025.3
After interest rate swaps:		
Less than one year	2,763.0	62.1
More than one year and less than two years	106.9	2,284.1
More than two years and less than five years	1,110.4	-
More than five years	778.3	1,025.3

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

36. BORROWINGS (cont'd)

c) The exposure of the borrowings of the Group to interest rate changes and the periods in which the borrowings reprice are as follows:

		Repricing periods				
	Total	**1 to 3 months**	**More than 3 months & less than 1 year**	**More than 1 year & less than 2 years**	**More than 2 years & less than 5 years**	**More than 5 years**
As at 31 December 2007:						
Total borrowings	**5,322.1**	**1,629.3**	**1,544.5**	**0.3**	**1,172.0**	**976.0**
Movements in repricing periods due to interest rate swaps	**-**	**(9.2)**	**9.2**	**-**	**-**	**-**
	5,322.1	**1,620.1**	**1,553.7**	**0.3**	**1,172.0**	**976.0**
As at 31 December 2006:						
Total borrowings	8,130.1	3,410.3	1,461.1	2,233.4	-	1,025.3
Movements in repricing periods due to interest rate swaps	-	(111.2)	60.5	50.7	-	-
	8,130.1	3,299.1	1,521.6	2,284.1	-	1,025.3

d) Redeemable Exchangeable Notes

On 12 December 2003 ("Issue Date"), the Company through its wholly owned subsidiary, Prime Venture (Labuan) Limited ("PVLL"), issued USD300.0 million nominal value 5-year redeemable exchangeable notes ("Exchangeable Notes") which are guaranteed by the Company and are exchangeable into existing ordinary shares of RM0.10 each ("Resorts Shares") in RWB held by the Company. The purpose of the issue is to fund the Group's future overseas investments.

The main features of the Exchangeable Notes are as follows:

i) the Exchangeable Notes bear coupon interest from the Issue Date at 1% per annum payable in arrear on 12 June and 12 December each year commencing 12 June 2004;

ii) unless previously redeemed, exchanged or purchased and cancelled, the Exchangeable Notes will be redeemed on 12 December 2008 at 113.82% of their principal amount. The Yield to Maturity of the Exchangeable Notes is 3.55% per annum calculated on a semi-annual basis;

iii) the Noteholder of each Exchangeable Note has the right to exchange such Exchangeable Note into Resorts Shares, at the election of the Noteholder at any time on or after 21 January 2004 to the close of business on 2 December 2008 (10 days to maturity). The initial exchange ratio is 2,849.644 Resorts Shares for each USD10,000 principal amount of the Exchangeable Notes, subject to adjustment in accordance with the terms of the issue; and

iv) the Exchangeable Notes may be redeemed at the option of the Issuer at the early redemption amount on the date fixed for redemption in whole or in part after 12 December 2005 and up to but excluding the maturity date being 12 December 2008.

During the current financial year ended 31 December 2007, a total of USD260.3 million (2006: Nil) of these Exchangeable Notes were exchanged for 370.9 million (2006: Nil) existing Resorts Shares. The exchange gave rise to a gain on dilution of RM811.0 million (2006: Nil) and finance cost of RM300.7 million (2006: Nil), thus resulting in a net gain of RM510.3 million (2006: Nil) for the current financial year.

The Exchangeable Notes is recognised in the balance sheet as follows:

	2007		2006	
	USD (Mil)	**Equivalent RM (Mil)**	USD (Mil)	Equivalent RM (Mil)
Face value	**39.7**	**133.0**	300.0	1,060.7
Premium amortised	**4.4**	**14.7**	24.6	86.8
	44.1	**147.7**	324.6	1,147.5

The balance of the Exchangeable Notes which remains outstanding as at 31 December 2007 is USD39.7 million (2006: USD300.0 million).

e) Fixed Rate Notes

On 22 September 2004 ("Issue Date"), the Company through its wholly owned subsidiary, Prime Holdings (Labuan) Limited, issued USD300.0 million Guaranteed Notes ("Notes") of up to 10 years. The Notes which are guaranteed by the Company, were offered outside the United States in accordance with Regulation S. The Notes were only offered for subscription or sale outside Malaysia (except the Federal Territory of Labuan) to non-residents of Malaysia. The purpose of the issue is to fund the Group's future overseas investments.

The main features of the Notes are as follows:

i) the Notes bear coupon interest from Issue Date at 5.375% per annum payable in arrears on 22 March and 22 September each year commencing on 22 March 2005; and

ii) unless previously purchased and cancelled, the Notes will be redeemed on 22 September 2014 at their principal amount.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

36. BORROWINGS (cont'd)

e) Fixed Rate Notes (cont'd)

The Fixed Rate Notes are recognised in the balance sheet as follows:

	2007		2006	
	USD (Mil)	**Equivalent RM (Mil)**	USD (Mil)	Equivalent RM (Mil)
Face value including hedge loss	**289.6**	**971.0**	289.6	1,024.0
Discount	**(1.8)**	**(6.1)**	(1.8)	(6.4)
Amortisation of hedge loss and discount	**3.2**	**10.9**	2.2	7.7
	291.0	**975.8**	290.0	1,025.3

f) Zero Coupon Convertible Notes

On 21 September 2006, RWB issued RM1.1 billion nominal value zero coupon convertible notes due 2008 ("Notes"). The Notes are convertible into ordinary shares of RM0.50 each ("Resorts World Shares") in RWB, in accordance with the terms and conditions of the Notes ("Terms"). The purpose of the issue is for working capital and/or investments or acquisitions in areas related to RWB's principal businesses, as and when such opportunities arise.

The main features of the Notes are as follows:

i) The Notes are convertible at the option of the holders of the Notes ("Noteholders") into Resorts World Shares, at a conversion price of RM2.55 (adjusted following the share split of ordinary shares of RM0.50 each into 5 ordinary shares of RM0.10 each) per Resorts World share. The conversion price will be adjusted on the reset dates as stipulated in the Terms;

ii) RWB may at its option, satisfy its obligation following a conversion, in whole or in part, by paying the Noteholders in cash. Any Note which is not redeemed, converted or purchased and cancelled before the maturity date will be redeemed in cash at 99% of their principal amount on the maturity date; and

iii) The new Resorts World Shares to be issued upon conversion of the Notes will, upon issue and allotment, rank equal in all respects with the then existing Resorts World Shares except that they will not entitle their holders to any dividend, right, allotment and or other distributions, the entitlement date of which is before the date of allotment of the new Resorts World Shares. The Resorts World Shares will be listed and quoted on Bursa Malaysia Securities Berhad.

During the current financial year ended 31 December 2007, a total of RM872.2 million (2006: Nil) of Notes were converted into 342.0 million (2006: Nil) new Resorts World Shares and RM51.1 million (2006: Nil) was cash-settled. The conversion gave rise to a gain on dilution of RM235.4 million (2006: Nil) whilst a finance cost of RM26.5 million (2006: Nil) arose from the cash settlement.

The Zero Coupon Convertible Notes are recognised in the balance sheet as follows:

	Group	
	2007	2006
Current:		
Nominal value	**176.7**	-
Unamortised issuance cost	**(1.6)**	-
Non-current:		
Nominal value	**-**	1,100.0
Unamortised issuance cost	**-**	(14.1)
	175.1	1,085.9

The balance of the Notes which remains outstanding as at 31 December 2007 is RM176.7 million (2006: RM1,100.0 million).

g) GIPLC had on 12 January 2007 issued SGD425.0 million convertible bonds due 2012 ("First Convertible Bonds") which were initially convertible into approximately 673.7 million fully paid-up new ordinary shares of USD0.10 each of GIPLC at a conversion price of SGD0.6308 per share, and are convertible from 7 February 2007 to 31 December 2011. The new ordinary shares, upon issue, shall rank pari passu with the existing ordinary shares of GIPLC. The First Convertible Bonds were listed and quoted on the Singapore Exchange Securities Trading Limited ("SGX-ST") with effect from 15 January 2007.

As a result of GIPLC's rights issue on the basis of 3 rights shares for every 5 existing ordinary shares held by the GIPLC shareholders as at 17 August 2007, adjustments have been made to the conversion price, from SGD0.6308 per share to SGD0.55 per share with effect from 17 September 2007.

During the current financial year ended 31 December 2007, a total of SGD364.4 million of these First Convertible Bonds were converted into 577.7 million new GIPLC shares. The conversion gave rise to a gain on dilution of RM243.6 million.

The balance of the First Convertible Bonds which remains outstanding as at 31 December 2007 is SGD60.6 million.

h) GIPLC had on 26 April 2007 issued SGD450.0 million convertible bonds due 2012 ("Second Convertible Bonds") which were initially convertible into approximately 363.4 million fully paid-up new ordinary shares of USD0.10 each of GIPLC at a conversion price of SGD1.2383 per share, and are convertible from 22 May 2007 to 16 April 2012. The new ordinary shares, upon issue, shall rank pari passu with the existing ordinary shares of GIPLC. The Second Convertible Bonds were listed and quoted on the SGX-ST with effect from 27 April 2007.

As a result of GIPLC's rights issue as mentioned above, adjustments have been made to the conversion price, from SGD1.2383 per share to SGD1.08 per share with effect from 17 September 2007.

None of the Second Convertible Bonds have been converted into new GIPLC shares during the current financial year ended 31 December 2007.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

36. BORROWINGS (cont'd)

i) Fair values of the borrowings as at the financial year ended 31 December 2007 are as follows:

	Group	
	2007	2006
Current	**1,453.3**	2,825.1
Non-current	**4,022.5**	5,396.4

37. PROVISIONS

	Group		Company	
	2007	2006	**2007**	2006
Provision for Retirement Gratuities (see (a) below)	**112.5**	97.9	**32.8**	25.5
Provision for Contingent Losses (see (b) below)	**-**	-	**137.3**	52.3
Other provision	**2.5**	-	**-**	-
	115.0	97.9	**170.1**	77.8

a) Provision for Retirement Gratuities

Beginning of the financial year	**97.9**	65.8	**25.5**	13.2
Charge for the financial year	**22.9**	35.5	**7.9**	12.6
Write-back of provision	**(0.9)**	(1.3)	**(0.2)**	(0.3)
Disposal of subsidiaries	**(1.5)**	-	**-**	-
Payments during the financial year	**(5.9)**	(2.1)	**(0.4)**	-
End of the financial year	**112.5**	97.9	**32.8**	25.5
Analysed as follows:				
Current (see Note 39)	**11.3**	0.4	**4.5**	-
Non-current	**101.2**	97.5	**28.3**	25.5
	112.5	97.9	**32.8**	25.5

The fair value of provision for retirement gratuities closely approximate its book value.

b) Provision for Contingent Losses

	Company	
	2007	2006
Beginning of the financial year	**52.3**	59.0
Charge/(reversal) for the financial year	**85.0**	(6.7)
End of the financial year	**137.3**	52.3

As at the end of the current financial year, the Company has established a provision for contingent losses of RM137.3 million (2006: RM52.3 million). The contingent losses arise from guarantees issued to financial institutions on borrowings extended to subsidiaries for the purpose of raising finance for the Group's investments.

38. OTHER LIABILITIES

	Group	
	2007	2006
Advance membership fees	**30.4**	31.0
Accruals and other payables	**12.5**	29.7
Deferred income	**-**	22.7
	42.9	83.4

The advance membership fees relate to fees received on sale of timeshare units by an indirect subsidiary offering a timeshare ownership scheme. These fees are recognised as income over the next twenty four years from commencement of membership.

39. TRADE AND OTHER PAYABLES

	Group		Company	
	2007	2006	**2007**	2006
Trade creditors	**415.6**	418.6	**-**	-
Accruals (restated, see Note 46)	**592.9**	662.0	**14.7**	24.3
Retirement gratuities (see Note 37(a))	**11.3**	0.4	**4.5**	-
Interest payable	**20.7**	21.6	**-**	-
Deposits	**32.1**	31.3	**-**	-
Other creditors	**296.5**	226.6	**0.2**	0.2
	1,369.1	1,360.5	**19.4**	24.5

The currency profile of trade and other payables as at the financial year end is as follows:

	Group		Company	
	2007	2006	**2007**	2006
Ringgit Malaysia	**786.9**	803.5	**19.4**	24.5
US Dollars	**70.6**	124.8	**-**	-
Sterling Pound	**242.2**	246.5	**-**	-
Singapore Dollars	**105.6**	30.1	**-**	-
Renminbi	**154.5**	141.5	**-**	-
Other currencies	**9.3**	14.1	**-**	-
	1,369.1	1,360.5	**19.4**	24.5

Included in other creditors and accruals of the Group are progress billings payable and accruals for capital expenditure relating to construction of a hotel, upgrading of resorts infrastructure and balance of purchase consideration for land acquisition amounting to RM54.0 million (2006: RM76.1 million).

Credit terms available to the Group range from 7 days to 90 days (2006: 7 days to 90 days) from date of invoice.

The carrying amounts of the Group's trade and other payables approximate their fair values.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

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40. FINANCIAL INSTRUMENTS

As at the end of the current financial year, the Group has the following financial instruments:

a) Currency Hedge

The Group has the following foreign currency borrowings as mentioned below which have not been hedged into Ringgit Malaysia. These foreign currency borrowings form part of the total borrowings as disclosed in Note 36:

As at 31 December 2007:

Currency	Start date	Maturity dates	Foreign currency (Mil)			Equivalent RM (Mil)
			Hedged	Unhedged	Total	Total
US Dollar	29/05/2003	29/05/2008	-	2.8	2.8	**9.2**
US Dollar	12/12/2003	12/12/2008	-	44.1	44.1	**147.7**
US Dollar	22/09/2004	22/09/2014	-	291.0	291.0	**975.8**
Chinese Renminbi	28/06/2004	20/03/2008 to 20/03/2019	-	2,415.6	2,415.6	**1,097.4**
Chinese Renminbi	12/03/2007	18/01/2010	-	133.0	133.0	**60.4**
Sterling Pound	19/10/2006	10/03/2008	-	125.0	125.0	**843.8**
Sterling Pound	31/12/2006	01/05/2010	-	115.0	115.0	**776.3**
Total						**3,910.6**

As at 31 December 2006:

Currency	Start date	Maturity dates	Foreign currency (Mil)			Equivalent RM (Mil)
			Hedged	Unhedged	Total	Total
US Dollar	27/11/2002	27/11/2007	-	13.2	13.2	46.8
US Dollar	29/05/2003	29/05/2007 to 29/05/2008	-	8.3	8.3	29.3
US Dollar	24/11/2003	24/11/2007 to 24/11/2008	-	18.0	18.0	63.6
US Dollar	11/12/2003	11/12/2007 to 11/12/2008	-	5.2	5.2	18.3
US Dollar	12/12/2003	12/12/2008	-	324.6	324.6	1,147.5
US Dollar	22/09/2004	22/09/2014	-	290.0	290.0	1,025.3
Chinese Renminbi	28/06/2004	20/03/2007 to 20/03/2019	-	2,993.6	2,993.6	1,354.1
Chinese Renminbi	07/07/2004	18/01/2007	-	133.0	133.0	60.2
Sterling Pound	19/10/2006	10/09/2007	-	366.4	366.4	2,544.5
Sterling Pound	31/12/2006	01/05/2010	-	105.0	105.0	729.1
Total						7,018.7

b) Interest Rate Swaps ("IRS")

The Group has entered into IRS contracts to manage the exposure of its borrowings to interest rate risks. With the IRS agreements, the Group receives interest at floating rate based on three months LIBOR and pays interest either at fixed rates or floating LIBOR in arrears capped at a maximum of 5% per annum on the agreed notional principal amounts.

As at the financial year end, the terms and notional principal amounts of the outstanding interest rate swap contracts of the Group are as follows:

	USD (Mil)	Equivalent RM (Mil)
As at 31 December 2007:		
Within one year	**2.8**	**9.2**
More than one year and less than 5 years	**-**	**-**
	2.8	**9.2**
As at 31 December 2006:		
Within one year	30.4	107.3
More than one year and less than 5 years	14.3	50.7
	44.7	158.0

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

40. FINANCIAL INSTRUMENTS (cont'd)

b) Interest Rate Swaps ("IRS") (cont'd)

The effect of the above interest rate swaps is to effectively hedge the interest rate payable on part of the foreign currencies borrowings mentioned in Note (a) above.

The fair value of the outstanding interest rate swap contracts of the Group which has not been recognised at the balance sheet date was a favourable net position of RM0.1 million (2006: a favourable net position of RM3.2 million).

c) Forward Foreign Exchange Contracts

As at the end of the current financial year, the Group does not have any outstanding forward foreign exchange contracts.

As at 31 December 2006:

Currency	Transaction dates	Expiry Dates	Contract Amounts (Mil)	Equivalent RM(Mil)
EUR	15/12/2006 to 28/12/2006	01/01/2007 to 28/02/2007	0.8	3.5
CHF	28/12/2006	30/03/2007	0.2	0.6

As these foreign currency contracts are entered into to cover the Group's commitments in foreign currencies, the closing rates will be used to translate the underlying foreign currency transactions into Ringgit Malaysia. The above contracts are entered into with licensed banks.

The fair value of the forward foreign currency contracts of the Group which has not been recognised at the balance sheet date was an unfavourable net position of RM0.01 million in 2006.

41. CONTINGENCIES

a) Contingent Liabilities

Group

Asiatic Development Berhad ("ADB"), a 54.8% owned subsidiary of the Company and Asiatic Tanjung Bahagia Sdn Bhd ("ATBSB") a wholly owned subsidiary of ADB, had vide previous announcements informed ADB's shareholders on the status of the legal suit filed in the High Court of Sabah and Sarawak at Kota Kinabalu Suit No. K22-245 of 2002 wherein ADB and ATBSB were named as the Second and Third Defendants respectively ("the Suit"). The Suit was instituted by certain natives ("the Plaintiffs") claiming Native Customary Rights over the agricultural land or part thereof held under title number CL095330724 measuring approximately 8,830 hectares situated at Sungai Tongod, District of Kinabatangan, Sandakan, Sabah ("the Tongod Land") which was acquired by ATBSB from Hap Seng Consolidated Berhad ("HSCB").

Subsequently, the Plaintiffs had also applied for an interlocutory injunction to restrain ADB and ATBSB from entering, trespassing, clearing, using or occupying the Tongod Land or part thereof ("the Injunction"). However, no injunction has been granted to date. The Court has still to deliver its ruling on a preliminary objection made against the injunction application.

ADB's solicitors maintain their opinion that the Plaintiffs' action is misconceived and unsustainable.

There have been no material changes to the status of the aforesaid litigation as at the date of this report.

b) Contingent Assets

Group

i) The disposal of the Group's 45% interest in the Muturi Production Sharing Contract ("PSC") via Laila Limited in July 2001 for USD106.8 million and a deferred share of future pre-tax income from this PSC (the "Deferred Consideration"), enables the Group to retain rights to long-term future cash flows from the Tangguh Project. The Deferred Consideration has not been recognised in the financial statements as the economic benefits arising from the long term future cash flows are not certain as at the end of the financial year and therefore cannot be quantified.

ii) On 22 March 2007, Genting Stanley completed the disposal of its 50% interest in its international betting operations for a cash consideration of GBP1.0 million. In addition to this basic consideration, Genting Stanley is entitled to a share of the after tax profits from this disposed unit over the next three years, subject to a maximum aggregate of GBP5.0 million. For 2007, the share of profits will be one-third followed by 25% and 20% of the after tax profits respectively for 2008 and 2009. The impact of the 2007 share of profits have not been accounted for in the current financial year as it will be determined upon finalisation of the disposed international betting operations' year-end after tax results.

42. CAPITAL COMMITMENTS

	Group	
	2007	2006
Authorised capital expenditure not provided for in the financial statements:		
- contracted	**1,512.2**	295.4
- not contracted	**11,525.4**	12,472.5
	13,037.6	12,767.9
Analysed as follows:		
- Development expenditure (see Note 43(f))	**11,688.2**	11,866.3
- Property, plant and equipment	**1,045.2**	753.3
- Investments	**59.1**	60.3
- Drilling and exploration costs	**91.4**	49.7
- Plantation development	**78.8**	36.9
- Intellectual property development	**49.3**	-
- Investment properties	**25.6**	1.4
	13,037.6	12,767.9

43. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

a) On 12 January 2007, GIPLC had issued SGD425.0 million convertible bonds due 2012 ("First Convertible Bonds") which were initially convertible into approximately 673.7 million fully paid-up new ordinary shares of USD0.10 each of GIPLC at a conversion price of SGD0.6308 per share, and are convertible from 7 February 2007 to 31 December 2011. The First Convertible bonds were listed and quoted on the Singapore Exchange Securities Trading Limited ("SGX-ST") with effect from 15 January 2007. See Note 36(g). As a result of the rights issue (see Note 43(i)), adjustments have been made to the conversion price, from SGD0.6308 per share to SGD0.55 per share with effect from 17 September 2007.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

43. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR (cont'd)

b) On 16 March 2007, the Company announced the disposal of:

- Genting Sanyen (Malaysia) Sdn Bhd's ("GSM"), a 97.7% owned subsidiary of the Company, entire equity interests in GSM's subsidiaries which are involved in the paper and packaging businesses; and

- the Company's 25.0 million 14% redeemable non-convertible cumulative preference shares in Genting Sanyen Industrial Paper Sdn Bhd, a wholly owned subsidiary of GSM, (jointly, the "Divestments").

On 24 July 2007, the Company completed the Divestments to Paperbox Holdings Limited for a total cash consideration of RM745.0 million.

c) On 27 March 2007, GIPLC had entered into an agreement with SCL whereby GIPLC had, through its wholly owned subsidiary, Star Eagle Holdings Limited ("Star Eagle"), agreed to acquire SCL's 25% equity interest in RWS for a purchase consideration of SGD255.0 million. GIPLC now has full control over the integrated resort project, *Resorts World at Sentosa* in Singapore. The acquisition was completed on 29 May 2007. As a result of the acquisition, RWS is currently a wholly owned subsidiary of Star Eagle.

d) On 26 April 2007, GIPLC had issued SGD450.0 million convertible bonds due 2012 ("Second Convertible Bonds") which were initially convertible into approximately 363.4 million fully paid-up new ordinary shares of USD0.10 each of GIPLC at a conversion price of SGD1.2383 per share, and are convertible from 22 May 2007 to 16 April 2012. The new ordinary shares, upon issue, shall rank pari passu with the existing ordinary shares of GIPLC. The Second Convertible Bonds were listed and quoted on the SGX-ST with effect from 27 April 2007. See Note 36(h).

e) On 13 July 2007, RWB through CIMB Investment Bank Berhad ("CIMB"), announced that Resorts World Limited ("RWL") (an indirect wholly owned subsidiary of the Company) had accepted an offer made by CMY Capital (L) Ltd ("CMYL") to purchase 1.01 billion ordinary shares of USD0.10 each in SCL from RWL ("Proposed Disposal"), for a total cash consideration of HKD2.6462 billion (approximately RM1.172 billion).

The Proposed Disposal which was completed on 30 July 2007 has resulted in a net gain of RM337.1 million for the RWB Group.

f) On 6 November 2007, GIPLC announced that in anticipation of the bullish tourism outlook for Singapore and Asia in the next few years, RWS will be adding six new attractions to its Resort. To account for these enhancements, the rising costs of construction as well as a further contingency provision of SGD250 million, RWS has revised its original budget of SGD5.2 billion for the development of the Resort to SGD6.0 billion. This represents a 15% increase to the original budget. The projected returns to the Resort, despite the higher budget, are unlikely to be affected.

g) On 28 December 2007, RWB through CIMB announced a proposal by RWL to undertake a non-renounceable offer for sale ("OFS") of its entire equity interest of 593,719,711 ordinary shares of USD0.10 each in GIPLC ("Offer Shares") to the shareholders of RWB ("Proposed OFS") on a pro-rata basis of 1 Offer Share for every 10 existing ordinary shares of RM0.10 each in RWB held by the shareholders of RWB.

The Proposed OFS is conditional upon the following approvals being obtained:

i) The Securities Commission ("SC"); and
ii) Bank Negara Malaysia ("BNM"), on behalf of the shareholders of RWB.

All of the above were subsequently obtained. RWB through CIMB announced that both the SC and BNM have approved the Proposed OFS subject to the following SC's conditions:

i) CIMB to fully disclose in the prospectus to RWB shareholders on the impairment loss of SGD454.6 million suffered by the GIPLC group in 2007 and its effect on the financial performance of the GIPLC group;
ii) CIMB/RWL to inform the SC upon completion of the Proposed OFS; and
iii) CIMB/RWL to fully comply with all the relevant requirements pertaining to the implementation of the Proposed OFS as specified in the SC's Policies and Guidelines on Issue/Offer of Securities.

On 28 February 2008, RWB together with RWL have fixed the offer price of the Offer Share at RM0.88 per offer share. The offer price was arrived at after taking into consideration the RM-equivalent of RWL's average cost of investment in GIPLC, the estimated expenses relating to the OFS and fees for the transfer of shares chargeable by The Central Depository (Pte) Limited. The entitlement date to determine the shareholders of RWB who are entitled to participate in the OFS has been fixed on 17 March 2008.

Barring any unforeseen circumstances, RWL expects to complete the Proposed OFS by end of May 2008.

h) In relation to the Exchangeable Notes as set out in Note 36(d), a total of USD206.3 million of the Exchangeable Notes were exchanged into 370.9 million existing RWB shares held by the Company during the current financial year. The net gain on dilution arising from this exchange amounted to RM510.3 million.

In relation to the Notes as set out in Note 36(f), a total of RM872.2 million of the Notes were converted into 342.0 million new RWB shares. The gain on dilution arising from this conversion amounted to RM235.4 million.

In relation to First Convertible Bonds as set out in Note 36(g), a total of SGD364.4 million of the First Convertible Bonds were converted into 577.7 million new GIPLC shares. The gain on dilution arising from this conversion amounted to RM243.6 million.

The total net gain on dilution arising from the above transactions amounted to RM989.3 million.

i) GIPLC undertook a renounceable underwritten Rights Issue (which was announced on 28 June 2007) on the basis of 3 rights shares for every 5 existing ordinary shares held by the GIPLC shareholders as at 17 August 2007. The rights issue, which was completed on 18 September 2007, was oversubscribed and raised gross proceeds of approximately SGD2.17 billion.

As at 31 December 2007, GIPLC has utilised SGD630.4 million of its rights issue proceeds to repay part of an outstanding bridging loan of GBP297.0 million taken by the GIPLC Group for the acquisition of Genting Stanley in 2006 and for working capital.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

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44. SUBSEQUENT EVENTS

a) As at 21 February 2008, the Company's percentage shareholding in RWB has decreased marginally to 48.6% compared to 48.7% as at 31 December 2007 due to the combined effects of RWB's purchase of its own shares (see Note b) below), exchange of part of the Exchangeable Notes issued by PVLL for existing RWB ordinary shares and conversion of part of the Notes issued by RWB into new RWB ordinary shares.

Although the Company's shareholding in RWB has fallen below 50%, RWB is consolidated as a subsidiary of the Company as the Company continues to have control over RWB within the definition of "control" set out in FRS 127: "Consolidated and Separate Financial Statements".

b) At the Annual General Meeting of RWB held on 21 June 2007, the shareholders of RWB had approved the renewal of the authority for RWB to purchase its own shares of up to 10% of the issued and paid-up share capital of RWB.

Subsequent to the end of the current financial year ended 31 December 2007 and up to 21 February 2008, RWB had repurchased a total of 230,000 ordinary shares of RM0.10 each of its issued share capital from the open market for a total consideration of RM0.92 million. The repurchased shares are held as treasury shares in accordance with the requirements of Section 67A (as amended) of the Companies Act, 1965.

c) On 6 February 2008, GIPLC announced that Resorts World at Sentosa Pte Ltd ("RWS"), an indirect wholly owned subsidiary of GIPLC, obtained SGD4.0 billion credit facilities for its integrated resort development in Singapore, subject to final documentation. The credit facilities would fund two-thirds of the estimated project costs with the remaining to be funded through equity raised by GIPLC from internal funds and proceeds received from its Rights Issue in 2007.

d) On 13 February 2008, ADB and Asiatic SDC Sdn Bhd, a wholly owned subsidiary of ADB, entered into a Sale and Purchase Agreement for the sale and purchase of approximately 27,952 acres of plantation land and other assets located in Sabah for a total cash consideration of RM470.5 million ("the Proposed Exercise"). The Proposed Exercise was transacted at market values determined by an independent firm of professional valuers and has no financial impact at Group level. The objective of the Proposed Exercise is to streamline operation and rationalise assets backing of the Group.

The Proposed Exercise is subject to the approval from Foreign Investment Committee.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

45. SIGNIFICANT RELATED PARTY TRANSACTIONS AND BALANCES

In the normal course of business, the Company and the Group undertakes on agreed terms and prices, transactions with its related companies and other related parties.

In addition to related party disclosures mentioned elsewhere in the financial statements, set out below are other significant related party transactions and balances. The related party transactions listed below were carried out on terms and conditions obtainable in transactions with unrelated parties unless otherwise stated.

	Group		Company	
	2007	2006	**2007**	2006
a) Transactions with subsidiaries				
i) Licensing fees from the subsidiaries to the Company for the use of name and accompanying logo of "Genting" and "Awana" owned by the Company.	**-**	-	**143.4**	123.2
ii) Management fees from Genting Hotel & Resorts Management Sdn Bhd ("GHRM"), a wholly owned subsidiary of the Company, to the Company for the provision of the necessary resort management services to enable GHRM to perform its various obligations under the Resort Management Agreement with RWB.	**-**	-	**337.9**	295.2
iii) Interest income earned by the Company from its subsidiaries on the interest bearing portion of the amount due from subsidiaries.	**-**	-	**46.2**	49.8
iv) Finance cost charged by subsidiaries to the Company on the interest bearing portion of the amount due to subsidiaries.	**-**	-	**61.5**	73.0
b) Transactions with associates				
i) Air ticketing and transportation services rendered by Resorts World Tours Sdn Bhd, a wholly owned subsidiary of RWB, to SCL and its subsidiaries, an associate of the Group until 31 July 2007. With effect from 31 July 2007, the Group ceased to has significant interest over SCL, and SCL has been derecognised as an associate.	**1.6**	4.0	**-**	-
ii) Provision of genomics research services by SGSI-Asiatic Limited to Asiatic Centre for Genome Technology Sdn Bhd ("ACGT"), a wholly owned subsidiary of ADB, where Tan Sri Lim Kok Thay is a director and shareholder as well as a director, shareholder and option holder of the Company. SGSI-Asiatic Limited is a jointly controlled entity in which Tan Sri Lim Kok Thay is a beneficiary of a trust which has 13.6% equity interest in Synthetic Genomics Inc, which in turn has 50% interest in SGSI-Asiatic Limited.	**41.1**	-	**-**	-
c) Transactions with other related parties				
i) Rental of premises and provisions of connected services by RWB to Oriregal Creations Sdn Bhd ("Oriregal"). Puan Sri Lim (Nee Lee) Kim Hua, mother of Tan Sri Lim Kok Thay, is a director and substantial shareholder of Oriregal.	**1.3**	1.0	**-**	-
ii) Progress payments made by Asiatic Land Development Sdn Bhd, a wholly owned subsidiary of ADB to the contractor, Kien Huat Development Sdn Bhd, a company in which Datuk Lim Chee Wah, a brother of Tan Sri Lim Kok Thay, is a director and has deemed substantial financial interest, for the development of properties in Kulai, Johor. The progress payments include fees and reimbursables totalling RM Nil million (2006: RM1.4 million).	**0.1**	37.5	**-**	-
iii) Design and consultancy services rendered to GIPLC, by International Resort Management Services Pte Ltd, a company in which Tan Sri Lim Kok Thay has substantial financial interest in relation to the submission of the bids for the proposed integrated resorts at Marina Bay and Sentosa respectively.	**13.8**	3.7	**-**	-
d) Directors and key management personnel				
The remuneration of Directors and other key management personnel is as follows:				
Fees, salaries and bonuses	**72.2**	68.6	**35.7**	33.2
Defined contribution plan	**9.2**	8.7	**4.7**	4.4
Other short term employee benefits	**0.5**	0.5	**-**	-
Provision for retirement gratuities	**11.9**	24.9	**6.7**	11.7
Estimated money value of benefits-in-kind (not charged to the income statements)	**1.0**	0.8	**0.1**	0.1
e) The significant outstanding balances with other related parties as at 31 December 2007 were as follows:				
i) Amount receivables from related parties:				
Other related parties	**28.1**	13.8	**-**	-
ii) Amount payables from related parties:				
Other related parties	**46.9**	46.2	**-**	-

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

46. COMPARATIVES

The following tables disclose the adjustments that have been made in accordance with the adoption of FRS 117, Leases, and finalisation of the PPA exercise as mentioned in Note 2(ii), to each of the line items in the Group's balance sheets as at 31 December 2006:

Restatement of Balance Sheets as at 31 December 2006

	As previously stated	Change in accounting policy FRS 117 (See Note 2)	Finalisation of PPA exercise (See Note 2 (ii))	As restated
Property, Plant and Equipment ("PPE")	9,511.3	(383.1)	(138.9)	8,989.3
Included in the following line items:				
Long leasehold land				
- Reclassification to Leasehold land use rights	383.1	(383.1)	-	-
Freehold buildings & improvements				
- Provisional fair values of PPE on acquisition of Stanley Leisure	677.6	-	(138.3)	539.3
- Currency fluctuations	6.0	-	(0.6)	5.4
Leasehold land use rights	-	383.1	-	383.1
Included in the following line items:				
Effects of adoption of FRS 117				
- Reclassification from PPE	-	383.1	-	383.1
Intangible Assets *	5,438.2	-	154.2	5,592.4
Included in the following line items:				
Goodwill and other intangibles (including casino licence)				
- Additions	5,014.7	-	64.3	5,079.0
- Exchange differences	30.2	-	0.3	30.5
Trademark				
- Additions	-	-	89.2	89.2
- Exchange differences	0.4	-	0.4	0.8
Deferred Tax	(1,730.1)	-	9.5	(1,720.6)
Included in the following line items:				
Deferred tax liabilities				
- Acquisition of subsidiaries	(1,167.7)	-	9.5	(1,158.2)
Subject to income tax				
- Deferred tax liabilities (before offsetting)	(1,721.7)	-	9.5	(1,712.2)
- Intangible assets	(957.2)	-	9.5	(947.7)
Trade & Other Payables	(1,335.7)	-	(24.8)	(1,360.5)
Included in the following line items:				
Accruals	(637.2)	-	(24.8)	(662.0)

* Includes Exploration cost of RM219.8 million.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

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47. SUBSIDIARIES AND ASSOCIATES

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2007	2006		
Direct Subsidiaries				
Asiatic Development Berhad	**54.8**	55.2	Malaysia	Investment holding and management services
GB Credit & Leasing Sdn Bhd	**69.5**	69.5	Malaysia	Leasing and money lending
+ Genting Equities (Hong Kong) Limited	**100.0**	100.0	Hong Kong, SAR	Investments
Genting Highlands Tours and Promotion Sdn Bhd	**100.0**	100.0	Malaysia	Letting of land and premises
Genting Hotel & Resorts Management Sdn Bhd	**100.0**	100.0	Malaysia	Provision of resort management services
+ Genting Investment Holdings Limited	**100.0**	100.0	Isle of Man	Investment holding
Genting (Labuan) Limited	**100.0**	100.0	Labuan, Malaysia	Rent-A-Captive Offshore insurance business
Genting Management and Consultancy Services Sdn Bhd	**100.0**	100.0	Malaysia	Management services
Genting Oil & Gas Sdn Bhd	**100.0**	100.0	Malaysia	Provision of advisory, technical and administrative services to oil and gas companies
+ Genting Overseas Holdings Limited	**100.0**	100.0	Isle of Man	Investment holding
Genting Risk Solutions Sdn Bhd	**100.0**	100.0	Malaysia	Provision of risk and insurance management consultancy
+ Logan Rock Limited	**100.0**	100.0	Isle of Man	Investments
Maxitage Sdn Bhd	**100.0**	100.0	Malaysia	Investments
Oakwood Sdn Bhd	**100.0**	100.0	Malaysia	Property investment and management
Phoenix Spectrum Sdn Bhd	**100.0**	100.0	Malaysia	Investments
Prime Venture (Labuan) Limited	**100.0**	100.0	Labuan, Malaysia	Offshore financing
Prime Holdings (Labuan) Limited	**100.0**	100.0	Labuan, Malaysia	Offshore financing
Resorts World Bhd (see Note 23)	**48.7**	57.6	Malaysia	Resort, hotel and gaming operations
+ Resorts World Bhd (Hong Kong) Limited	**100.0**	100.0	Hong Kong, SAR	Dormant
+ Resorts World (Singapore) Pte Ltd	**100.0**	100.0	Singapore	Dormant
+ Genting Bhd (Hong Kong) Limited	**100.0**	100.0	Hong Kong, SAR	Pre-operating
Genting Digital Sdn Bhd	**100.0**	100.0	Malaysia	Pre-operating
Genting Permata Sdn Bhd	**100.0**	100.0	Malaysia	Pre-operating
Genting Sanyen Newsprint Sdn Bhd	**100.0**	100.0	Malaysia	Pre-operating
+ Genting (Singapore) Pte Ltd	**100.0**	100.0	Singapore	Pre-operating
Genting Strategic Holdings Sdn Bhd	**100.0**	100.0	Malaysia	Pre-operating
Genting Strategic Sdn Bhd	**100.0**	100.0	Malaysia	Pre-operating
+ Resorts World Limited	**100.0**	100.0	Hong Kong, SAR	Pre-operating
Sri Highlands Express Sdn Bhd	**100.0**	100.0	Malaysia	Pre-operating
Indirect Subsidiaries				
ADB (Sarawak) Palm Oil Mill Management Sdn Bhd	**54.8**	55.2	Malaysia	Provision of palm oil mill management services
+ Adriana Limited	**53.4**	58.5	Isle of Man	Sales co-ordinator
ALD Construction Sdn Bhd	**54.8**	55.2	Malaysia	Provision of project management services
Ascend International Holdings Limited	**53.4**	-	Hong Kong	Provision of IT related services, marketing and investment holding
Asiatic Center For Genome Technology Sdn Bhd	**54.8**	55.2	Malaysia	Genomics research and development
Asiatic Golf Course (Sg. Petani) Berhad	**54.8**	55.2	Malaysia	Golf course operation
Asiatic Indahpura Development Sdn Bhd	**54.8**	55.2	Malaysia	Property development
Asiatic Land Development Sdn Bhd	**54.8**	55.2	Malaysia	Property development
Asiatic Oil Mills (WM) Sdn Bhd	**54.8**	55.2	Malaysia	Fresh fruit bunches processing
Asiatic Plantations (WM) Sdn Bhd	**54.8**	55.2	Malaysia	Plantation

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

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47. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2007	2006		
Asiatic Properties Sdn Bhd	**54.8**	55.2	Malaysia	Property Investment
Asiatic SDC Sdn Bhd	**54.8**	55.2	Malaysia	Plantation
Asiatic Tanjung Bahagia Sdn Bhd	**54.8**	55.2	Malaysia	Plantation
Asiaticom Sdn Bhd	**54.8**	55.2	Malaysia	Plantation
Awan Ria (M) Sdn Bhd	**97.7**	97.7	Malaysia	Investment holding
Awana Hotels & Resorts Management Sdn Bhd	**100.0**	100.0	Malaysia	Provision of hotels and resorts management services
+ Awana International Limited	**100.0**	100.0	Isle of Man	Investments
Awana Vacation Resorts Development Berhad	**48.7**	57.6	Malaysia	Proprietary timeshare ownership scheme
Bandar Pelabuhan Sdn Bhd	**29.2**	34.6	Malaysia	Investment holding
Calidone Limited	**53.4**	58.5	Isle of Man	Investment holding
Coastal Gusu Heat & Power Ltd	**100.0**	100.0	Cayman Islands	Investment holding
Coastal Nanjing Power Ltd	**100.0**	100.0	Cayman Islands	Investment holding
Coastal Suzhou Power Ltd	**100.0**	100.0	Cayman Islands	Investment holding
Coastal Wuxi Power Ltd	**100.0**	100.0	Cayman Islands	Investment holding
+ Coastbright Limited	**53.4**	58.5	United Kingdom	Casino owner and operator
Degan Limited	**54.8**	55.2	Isle of Man	Investment holding
Delquest Sdn Bhd	**48.7**	57.6	Malaysia	Investments
Eastern Wonder Sdn Bhd	**48.7**	57.6	Malaysia	Support services
E-Genting Holdings Sdn Bhd	**53.4**	58.5	Malaysia	Investment, management services and IT consultancy
E-Genting Sdn Bhd	**53.4**	58.5	Malaysia	IT/Data centre and consultancy
E-Genting Services Sdn Bhd	**53.4**	58.5	Malaysia	Management services and IT consultancy services
First World Hotels & Resorts Sdn Bhd	**48.7**	57.6	Malaysia	Hotel business
+ Freeany Enterprises Limited	**53.4**	58.5	United Kingdom	Trading
Fujian Electric (Hong Kong) LDC	**100.0**	100.0	Cayman Islands	Investment holding
+ Fujian Pacific Electric Company Limited	**100.0**	100.0	China	Generation and supply of electric power
Genasa Sdn Bhd	**48.7**	57.6	Malaysia	Sale and letting of apartment units
Genmas Sdn Bhd	**48.7**	57.6	Malaysia	Sale and letting of land and property
Gensa Sdn Bhd	**48.7**	57.6	Malaysia	Sale and letting of land and property
+ Genting (NSW) Pty Ltd	**53.4**	58.5	Australia	Investment and management services
Genting Administrative Services Sdn Bhd	**48.7**	57.6	Malaysia	Investment holding
Genting Bio-Fuels Asia Pte Ltd	**100.0**	-	Singapore	Investment holding
Genting Bio-Oil Sdn Bhd	**97.7**	97.7	Malaysia	Manufacturing and trading of bio-oil
Genting Centre of Excellence Sdn Bhd	**48.7**	57.6	Malaysia	Provision of training services
Genting Entertainment Sdn Bhd	**48.7**	57.6	Malaysia	Show agent
Genting Golf Course Bhd	**48.7**	57.6	Malaysia	Condotel and hotel business, golf resort and property development
Genting Highlands Berhad	**48.7**	57.6	Malaysia	Land and property development
+ Genting India Travel Services Private Limited	**53.4**	58.5	India	Tour promotion
+ Genting Industrial Holdings Limited	**97.7**	97.7	Isle of Man	Investment holding
Genting Information Knowledge Enterprise Sdn Bhd	**53.4**	58.5	Malaysia	Research and development of software and consultancy services
+ Genting International (Singapore) Pte Ltd	**53.4**	58.5	Singapore	Tour promotion
+ Genting International (Thailand) Limited	**48.6**	53.3	Thailand	Tour promotion
+ Genting International (UK) Limited	**53.4**	58.5	United Kingdom	Investment holding
+ Genting International Industries (Singapore) Pte Ltd	**97.7**	97.7	Singapore	Investment holding
+ Genting International Investment (UK) Limited	**53.4**	58.5	United Kingdom	Investment holding
+ Genting International Management Limited	**53.4**	58.5	Isle of Man	Investment holding and sales coordinator
+ Genting International Management Services Pte Ltd	**53.4**	58.5	Singapore	Investment holding
+ Genting International P.L.C.	**53.4**	58.5	Isle of Man	Investment holding

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

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47. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2007	2006		
Genting International Paper Limited	**100.0**	100.0	Isle of Man	Investment holding
Genting International Properties Limited	**53.4**	58.5	Isle of Man	Investment holding
Genting International Services Sdn Bhd	**53.4**	58.5	Malaysia	Provision of services
Genting International Services Singapore Pte Ltd	**53.4**	-	Singapore	Provision of services
Genting Irama Sdn Bhd	**48.7**	57.6	Malaysia	Investment holding
+ Genting Lanco Power (India) Pvt Ltd	**74.0**	74.0	India	Provision of operation and maintenance services for power plant
Genting Leisure Sdn Bhd	**48.7**	57.6	Malaysia	Investment holding
+ Genting Oil & Gas (China) Limited	**95.0**	95.0	Isle of Man	Oil & gas development and production
+ Genting Oil & Gas Limited	**95.0**	95.0	Isle of Man	Investment holding
+ Genting Oil Morocco Limited	**95.0**	95.0	Isle of Man	Oil & gas exploration
+ Genting Oil Natuna Pte Ltd	**95.0**	95.0	Singapore	Oil & gas exploration
+ Genting Oil Salawati Pte Ltd	**95.0**	95.0	Singapore	Oil & gas exploration
Genting Overseas Management Limited	**100.0**	100.0	Isle of Man	Investment holding
Genting Power China Limited	**100.0**	100.0	Bermuda	Investment holding
+ Genting Power Holdings Limited	**100.0**	100.0	Isle of Man	Investment holding
+ Genting Power (India) Limited	**100.0**	100.0	Mauritius	Investment holding
+ Genting Power (M) Limited	**100.0**	100.0	Isle of Man	Investment holding
Genting Power Meizhou Wan Holding Company	**100.0**	100.0	Cayman Islands	Investment holding
Genting Sanyen (Malaysia) Sdn Bhd	**97.7**	97.7	Malaysia	Property management services and investment holding
Genting Sanyen Power (Labuan) Limited	**100.0**	100.0	Labuan, Malaysia	Investments
Genting Sanyen Power Sdn Bhd	**58.6**	58.6	Malaysia	Generation and supply of electric power
Genting Skyway Sdn Bhd	**48.7**	57.6	Malaysia	Provision of cable car management services
+ Genting Stanley plc (formerly known as Stanley Leisure plc)	**53.4**	58.5	United Kingdom	Investment holding
Genting Utilities & Services Sdn Bhd	**48.7**	57.6	Malaysia	Provision of utilities services and the collection and disposal of garbage at Genting Highlands Resort
Genting World Sdn Bhd	**48.7**	57.6	Malaysia	Leisure and entertainment business
Genting Worldcard Services Sdn Bhd	**53.4**	58.5	Malaysia	Management of loyalty programme services
Gentinggi Sdn Bhd	**48.7**	57.6	Malaysia	Investment holding
Geremi Limited	**53.4**	58.5	Isle of Man	Investment holding
GHR Risk Management (Labuan) Limited	**48.7**	57.6	Labuan, Malaysia	Offshore captive insurance
+ Harbour House Casino Limited	**53.4**	58.5	United Kingdom	Casino operator
Kijal Facilities Services Sdn Bhd	**48.7**	57.6	Malaysia	Property upkeep services
Kijal Resort Sdn Bhd	**48.7**	57.6	Malaysia	Property development and property management
Kinavest Sdn Bhd	**54.8**	55.2	Malaysia	Plantation
Lafleur Limited	**48.7**	57.6	Isle of Man	Investment holding
Landworthy Sdn Bhd	**46.0**	46.4	Malaysia	Plantation
Leisure & Cafe Concept Sdn Bhd	**48.7**	57.6	Malaysia	Karaoke business
Mastika Lagenda Sdn Bhd	**97.7**	97.7	Malaysia	Investment holding
Mastika Utilities & Services Sdn Bhd	**97.7**	97.7	Malaysia	Provision and sale of utilities consisting of treatment and supply of water
Mediglove Sdn Bhd	**54.8**	55.2	Malaysia	Investment holding
Medo Investment Pte Ltd	**53.4**	58.5	Singapore	Investment holding
Medo Limited	**53.4**	58.5	Isle of Man	Investment holding
Meizhou Wan Power Production Holding Co, Ltd	**100.0**	100.0	Cayman Islands	Investment holding
Meizhou Wan Generating Company Ltd	**100.0**	100.0	Cayman Islands	Investment holding

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

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47. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2007	2006		
MZW Holdings, Ltd	**100.0**	100.0	Cayman Islands	Investment holding
+ MLG Investments Limited	**53.4**	58.5	United Kingdom	Investment holding
* Nanjing Coastal Xingang Cogeneration Power Plant	**80.0**	80.0	China	Generation and supply of electric power
+ Nedby Limited	**53.4**	58.5	Isle of Man	Investment holding
Orient Wonder International Limited	**48.7**	-	Bermuda	Ownership and operation of aircraft
+ Palomino Holdings Limited	**53.4**	58.5	Isle of Man	Investment holding
Palomino Limited	**53.4**	58.5	Isle of Man	Investments
+ Palomino Star Limited	**53.4**	58.5	Isle of Man	Investment holding
Palomino Sun Limited	**53.4**	58.5	Isle of Man	Investment holding
Palomino Sun (UK) Limited	**53.4**	58.5	United Kingdom	Investment holding
Palomino World Limited	**53.4**	58.5	Isle of Man	Investment holding
Papago Sdn Bhd	**48.7**	57.6	Malaysia	Resorts & hotel business
PT Sepanjang Intisurya Mulia	**38.4**	38.6	Indonesia	Plantation
Resorts Facilities Services Sdn Bhd	**48.7**	57.6	Malaysia	Property upkeep services
Resorts International (Labuan) Limited	**48.7**	57.6	Labuan, Malaysia	Offshore financing
Resorts Tavern Sdn Bhd	**48.7**	57.6	Malaysia	Land and property development
Resorts World (Labuan) Limited	**48.7**	57.6	Labuan, Malaysia	Offshore financing
+ Resorts World at Sentosa Pte Ltd	**53.4**	43.9	Singapore	Developer and operator of an integrated resort
+ Resorts World Limited	**48.7**	57.6	Isle of Man	Investment holding and investment trading
Resorts World Properties Sdn Bhd	**48.7**	57.6	Malaysia	Investment holding
Resorts World Tours Sdn Bhd	**48.7**	57.6	Malaysia	Provision of tour and travel related services
Roundhay Limited	**95.0**	95.0	Isle of Man	Investment holding
RWB (Labuan) Limited	**48.7**	57.6	Labuan, Malaysia	Offshore financing
R.W. Investments Limited	**48.7**	57.6	Isle of Man	Investment holding
+ Sanyen Oil & Gas Pte Ltd	**95.0**	95.0	Singapore	Oil & gas exploration
Sawit Sukau Usahasama Sdn Bhd	**30.6**	30.9	Malaysia	Plantation
Sedby Limited	**53.4**	58.5	Isle of Man	Investment holding
Seraya Mayang Sdn Bhd	**48.7**	57.6	Malaysia	Investment holding
Setiabahagia Sdn Bhd	**48.7**	57.6	Malaysia	Property development
Setiacahaya Sdn Bhd	**77.4**	77.6	Malaysia	Property investment
Setiamas Sdn Bhd	**54.8**	55.2	Malaysia	Plantation and property development
Setiaseri Sdn Bhd	**48.7**	57.6	Malaysia	Renting of its apartment
Sierra Springs Sdn Bhd	**48.7**	57.6	Malaysia	Investment holding
+ Spielers Casino (Southend) Limited	**53.4**	58.5	United Kingdom	Casino operator
Sri Nangatayap Pte Ltd	**54.8**	55.2	Singapore	Investment holding
Stake Excellent Sdn Bhd	**48.7**	57.6	Malaysia	Support services
+ Stanley Casinos Holdings Limited	**53.4**	58.5	United Kingdom	Investment holding
+ Stanley Casinos Limited	**53.4**	58.5	United Kingdom	Casino operator
+ Stanley Genting Casinos Limited	**53.4**	58.5	United Kingdom	Investment holding
+ Stanley Interactive Limited	**53.4**	58.5	United Kingdom	Internet sports betting
+ Stanley Leisure Quest Trustees Limited	**53.4**	58.5	United Kingdom	Trustee company
+ Stanley Overseas Holdings Limited	**53.4**	58.5	United Kingdom	Investment holding
+ Star Eagle Holdings Limited	**53.4**	58.5	British Virgin Islands	Investment holding
* Suzhou Coastal Cogeneration Power Company Ltd	**60.0**	60.0	China	Generation and supply of electric power
Sweet Bonus Sdn Bhd	**29.2**	34.6	Malaysia	Renting part of its leasehold land

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

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47. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2007	2006		
+ Tameview Properties Limited	**53.4**	58.5	United Kingdom	Property company
Technimode Enterprises Sdn Bhd	**54.8**	55.2	Malaysia	Property investment
Torrens Limited	**97.7**	97.7	Isle of Man	Investment holding
+ Triangle Casino (Bristol) Limited	**53.4**	58.5	United Kingdom	Casino operator
Trushidup Plantations Sdn Bhd	**54.8**	55.2	Malaysia	Investment holding
Vestplus Sdn Bhd	**48.7**	57.6	Malaysia	Sale and letting of completed apartment units
Wawasan Land Progress Sdn Bhd	**54.8**	55.2	Malaysia	Plantation
+ WEB Energy Ltd	**100.0**	100.0	Mauritius	Investments
Westcliff Casinos Limited	**53.4**	58.5	United Kingdom	Casino operator
+ Westcliff (CG) Limited	**53.4**	58.5	United Kingdom	Trading
+ Widuri Pelangi Sdn Bhd	**48.7**	57.6	Malaysia	Golf resort and hotel business
WorldCard Overseas Holdings Limited	**53.4**	-	Isle of Man	Investment holding
WorldCard Services Sdn Bhd (formerly known as Genting WorldCard Sdn Bhd)	**53.4**	58.5	Malaysia	Management of loyalty programme services
* Wuxi Huada Gas Turbine Electric Power Company	**60.0**	60.0	China	Generation and sale of electric power
Azzon Limited	**54.8**	55.2	Isle of Man	Dormant
+ Advanced Technologies Limited	**53.4**	58.5	Dominica	Dormant
Amalgamated Rubber (Penang) Sdn Bhd	**54.8**	55.2	Malaysia	Dormant
+ Annabel's Casino Limited	**53.4**	58.5	United Kingdom	Dormant
AR Property Development Sdn Bhd	**54.8**	55.2	Malaysia	Dormant
Asiatic Green Tech Sdn Bhd	**54.8**	55.2	Malaysia	Dormant
Asiatic Overseas Limited	**54.8**	55.2	Isle of Man	Dormant
+ Baychain Limited	**53.4**	58.5	United Kingdom	Dormant
+ C C Derby Limited	**53.4**	58.5	United Kingdom	Dormant
+ Capital Casinos Group Limited	**53.4**	58.5	United Kingdom	Dormant
+ Capital Clubs Limited	**53.4**	58.5	United Kingdom	Dormant
+ Capital Corporation (Holdings) Limited	**53.4**	58.5	United Kingdom	Dormant
+ Capital Corporation Limited	**53.4**	58.5	United Kingdom	Dormant
+ Cascades Casinos Limited	**53.4**	58.5	United Kingdom	Dormant
+ Cascades Clubs Limited	**53.4**	58.5	United Kingdom	Dormant
+ Castle Casino Limited	**53.4**	58.5	United Kingdom	Dormant
Cengkeh Emas Sdn Bhd	**54.8**	55.2	Malaysia	Dormant
+ Churchstirling Limited	**53.4**	58.5	United Kingdom	Dormant
+ Cotedale Limited	**53.4**	58.5	United Kingdom	Dormant
+ Crockfords Club Limited	**53.4**	58.5	United Kingdom	Dormant
+ Crockfords Investments Limited	**53.4**	58.5	Guernsey	Dormant
+ Cromwell Sporting Enterprises Limited	**53.4**	58.5	United Kingdom	Dormant
Dasar Pinggir (M) Sdn Bhd	**97.7**	97.7	Malaysia	Dormant
+ Dealduo Limited	**53.4**	58.5	United Kingdom	Dormant
Dianti Plantations Sdn Bhd	**54.8**	55.2	Malaysia	Dormant
Drawlink Limited	**53.4**	58.5	United Kingdom	Dormant
Equarius Pte Ltd	**53.4**	43.9	Singapore	Dormant
+ Gameover Limited	**53.4**	58.5	United Kingdom	Dormant
Genting International Paper (Netherlands) B.V.	**100.0**	100.0	Netherlands	Dormant
Genting Newsprint Sdn Bhd	**100.0**	100.0	Malaysia	Dormant
+ Genting Property Limited (formerly known as Genting Overseas Investments Limited)	**100.0**	100.0	Isle of Man	Dormant
+ Genting Sanyen Paper Pte Ltd	**97.7**	97.7	Singapore	Dormant
Genting Studio Sdn Bhd	**48.7**	57.6	Malaysia	Dormant
Glugor Development Sdn Bhd	**54.8**	55.2	Malaysia	Dormant

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47. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2007	2006		
+ Hazelman Limited	**53.4**	58.5	United Kingdom	Dormant
+ Incomeactual Limited	**53.4**	58.5	United Kingdom	Dormant
Infomart Sdn Bhd	**100.0**	100.0	Malaysia	Dormant
+ International Sporting Club (London) Limited	**53.4**	58.5	United Kingdom	Dormant
Jamberoo Limited	**95.0**	95.0	Isle of Man	Dormant
Kenyalang Borneo Sdn Bhd	**54.8**	55.2	Malaysia	Dormant
Kituva Plantations Sdn Bhd	**54.8**	55.2	Malaysia	Dormant
+ L Stanley (Bermuda) Ltd	**18.7**	20.5	Bermuda	Dormant
+ Laila Limited	**95.0**	95.0	Isle of Man	Dormant
+ Langway Limited	**53.4**	58.5	United Kingdom	Dormant
+ Metro Leisure Group Limited	**53.4**	58.5	United Kingdom	Dormant
+ Palm Beach Club Limited	**53.4**	58.5	United Kingdom	Dormant
+ Pellanfayre Limited	**53.4**	58.5	United Kingdom	Dormant
Plantation Latex (Malaya) Sdn Bhd	**54.8**	55.2	Malaysia	Dormant
Resorts Overseas Investments Limited	**48.7**	57.6	Isle of Man	Dormant
Sahabat Alam Sdn Bhd	**97.7**	97.7	Malaysia	Dormant
Sorona Limited	**100.0**	100.0	Isle of Man	Dormant
+ Sportcrest Limited	**53.4**	58.5	United Kingdom	Dormant
+ St Aubin Properties Limited	**53.4**	58.5	United Kingdom	Dormant
+ Stanley Leisure (Canada) Limited	**53.4**	58.5	Canada	Dormant
+ Stanley Leisure Group (Malta) Limited	**53.4**	58.5	Malta	Dormant
+ Stanley Leisure Holdings (Malta) Limited	**53.4**	58.5	Malta	Dormant
+ Stanley Leisure (Ireland)	**53.4**	58.5	Ireland	Dormant
+ Stanley Leisure Trading (Malta) Limited	**53.4**	58.5	Malta	Dormant
+ Stanley Online Limited	**53.4**	58.5	United Kingdom	Dormant
+ Stanleybet Limited	**53.4**	58.5	United Kingdom	Dormant
+ Stanley Snooker Clubs Limited	**53.4**	58.5	United Kingdom	Dormant
+ Star City Casino Limited	**53.4**	58.5	United Kingdom	Dormant
+ The Colony Club Limited	**53.4**	58.5	United Kingdom	Dormant
+ The Kings Casino (Yarmouth) Limited	**53.4**	58.5	United Kingdom	Dormant
+ The Midland Wheel Club Limited	**53.4**	58.5	United Kingdom	Dormant
+ Tower Casino Group Limited	**53.4**	58.5	United Kingdom	Dormant
+ Tower Clubs Management Limited	**53.4**	58.5	United Kingdom	Dormant
+ TV-AM (News) Limited	**53.4**	58.5	United Kingdom	Dormant
+ TV-AM Enterprises Limited	**53.4**	58.5	United Kingdom	Dormant
+ TV-AM Limited	**53.4**	58.5	United Kingdom	Dormant
Waxwood Sdn Bhd	**29.2**	34.6	Malaysia	Dormant
+ William Crockford Limited	**53.4**	58.5	United Kingdom	Dormant
+ Worthchance Limited	**53.4**	58.5	United Kingdom	Dormant
Aliran Tunas Sdn Bhd	**48.7**	-	Malaysia	Pre-operating
Asiatic Awanpura Sdn Bhd	**54.8**	55.2	Malaysia	Pre-operating
Asiatic Commodities Trading Sdn Bhd	**54.8**	55.2	Malaysia	Pre-operating
Asiatic Equities (S'pore) Pte Ltd	**54.8**	55.2	Singapore	Pre-operating
Asiatic Vegetable Oils Refinery Sdn Bhd	**54.8**	55.2	Malaysia	Pre-operating
Awana Hotels & Resorts Sdn Bhd	**100.0**	100.0	Malaysia	Pre-operating
Awana Vacation Resorts Management Sdn Bhd	**100.0**	100.0	Malaysia	Pre-operating
Cosmo-Jupiter Berhad (formerly known as Cosmo-Jupiter Sdn Bhd)	**54.8**	-	Malaysia	Pre-operating
Duta Rancak Sdn Bhd	**97.7**	97.7	Malaysia	Pre-operating
EGenting Singapore Pte Ltd (formerly known as S.E.E.D Resort Pte Ltd)	**53.4**	29.3	Singapore	Pre-operating
Equarius Resort Sdn Bhd	**53.4**	29.3	Malaysia	Pre-operating

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47. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2007	2006		
Gecoun Limited	**100.0**	100.0	Isle of Man	Pre-operating
Genas Sdn Bhd	**48.7**	57.6	Malaysia	Pre-operating
Genawan Sdn Bhd	**48.7**	57.6	Malaysia	Pre-operating
Gentas Sdn Bhd	**48.7**	57.6	Malaysia	Pre-operating
Gentasa Sdn Bhd	**48.7**	57.6	Malaysia	Pre-operating
Genting Biofuels Sdn Bhd	**97.7**	97.7	Malaysia	Pre-operating
Genting International Corp	**53.4**	58.5	United States of America	Pre-operating
Genting Investments Corp	**100.0**	-	United States of America	Pre-operating
+ Genting Oil Kasuri Pte Ltd	**95.0**	-	Singapore	Pre-operating
Genting Petroleum Ventures Limited	**95.0**	95.0	Isle of Man	Pre-operating
Genting Power Indonesia Limited	**100.0**	100.0	Isle of Man	Pre-operating
Genting Power International Limited	**100.0**	100.0	Isle of Man	Pre-operating
Genting Power Philippines Limited	**100.0**	100.0	Isle of Man	Pre-operating
Genting Risk Management (Labuan) Limited	**100.0**	100.0	Labuan, Malaysia	Pre-operating
Genting Sanyen Incineration Sdn Bhd	**97.7**	97.7	Malaysia	Pre-operating
Genting Sanyen Indonesia Limited	**95.0**	95.0	Isle of Man	Pre-operating
Genting Stanley Alderney Limited	**53.4**	-	Alderney Channel Islands	Pre-operating
Genting Star (Macau) Limited	**53.4**	58.5	Macau	Pre-operating
Genting Star Limited	**53.4**	58.5	British Virgin Islands	Pre-operating
Genting Theme Park Sdn Bhd	**48.7**	57.6	Malaysia	Pre-operating
Gentinggi Quarry Sdn Bhd	**48.7**	57.6	Malaysia	Pre-operating
Green Synergy Limited	**97.7**	-	Hong Kong	Pre-operating
GP China Limited	**100.0**	100.0	Isle of Man	Pre-operating
Highlands Exploration Limited	**95.0**	95.0	Isle of Man	Pre-operating
Highlands Power Development Limited	**100.0**	100.0	Isle of Man	Pre-operating
Hitechwood Sdn Bhd	**29.2**	34.6	Malaysia	Pre-operating
Infinity At TheBay Sdn Bhd	**53.4**	29.3	Malaysia	Pre-operating
Ikhlas Tiasa Sdn Bhd	**48.7**	57.6	Malaysia	Pre-operating
Jomara Sdn Bhd	**29.2**	34.6	Malaysia	Pre-operating
Ketapang Holdings Pte Ltd	**54.8**	55.2	Singapore	Pre-operating
Laserwood Sdn Bhd	**29.2**	34.6	Malaysia	Pre-operating
+ Lestari Listrik Pte Ltd	**100.0**	100.0	Singapore	Pre-operating
Lingkaran Cergas Sdn Bhd	**48.7**	-	Malaysia	Pre-operating
Maxims Casinos Limited	**53.4**	58.5	United Kingdom	Pre-operating
+ Maxims Clubs Pte Ltd	**53.4**	58.5	Singapore	Pre-operating
Maxims Clubs Sdn Bhd	**53.4**	58.5	Malaysia	Pre-operating
Merriwa Sdn Bhd	**48.7**	57.6	Malaysia	Pre-operating
Nature Base Sdn Bhd	**48.7**	-	Malaysia	Pre-operating
Neutrino Space Sdn Bhd	**29.2**	34.6	Malaysia	Pre-operating
Orbit Crescent Sdn Bhd	**54.8**	55.2	Malaysia	Pre-operating
Oxalis Limited	**97.7**	97.7	Isle of Man	Pre-operating
Palomino World (UK) Limited	**53.4**	58.5	United Kingdom	Pre-operating
Phoenix Track Sdn Bhd	**48.7**	-	Malaysia	Pre-operating
Possible Affluent Sdn Bhd	**29.2**	34.6	Malaysia	Pre-operating
Rapallo Sdn Bhd	**29.2**	34.6	Malaysia	Pre-operating
Resorts World Spa Sdn Bhd	**48.7**	57.6	Malaysia	Pre-operating
R.W. Overseas Investments Limited	**48.7**	57.6	Isle of Man	Pre-operating
Sandai Maju Pte Ltd	**54.8**	55.2	Singapore	Pre-operating
Space Fair Sdn Bhd	**29.2**	34.6	Malaysia	Pre-operating
Sri Kenyalang Pte Ltd	**54.8**	55.2	Singapore	Pre-operating

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

47. SUBSIDIARIES AND ASSOCIATES (cont'd)

	Effective Percentage of Ownership		Country of incorporation	Principal activities
	2007	2006		
+ Stanley Genting Casinos (Leeds) Limited	**53.4**	58.5	United Kingdom	Pre-operating
+ Swallow Creek Limited	**95.0**	95.0	Isle of Man	Pre-operating
Tamanaco Limited	**100.0**	-	Isle of Man	Pre-operating
Tetha Limited	**95.0**	95.0	Isle of Man	Pre-operating
Tullamarine Sdn Bhd	**29.2**	34.6	Malaysia	Pre-operating
Twinkle Glow Sdn Bhd	**29.2**	34.6	Malaysia	Pre-operating
Twinmatics Sdn Bhd	**48.7**	57.6	Malaysia	Pre-operating
+ Vestplus (Hong Kong) Limited	**48.7**	57.6	Hong Kong, SAR	Pre-operating
Vintage Action Sdn Bhd	**29.2**	34.6	Malaysia	Pre-operating
Yarrawin Sdn Bhd	**29.2**	34.6	Malaysia	Pre-operating
+ Best Track International Limited	**48.7**	57.6	Mauritius	Pending deregistration
+ Genting Power (Swiss) GmbH	**100.0**	100.0	Switzerland	Pending liquidation
* Myanmar Genting Sanyen Limited	**100.0**	100.0	Myanmar	Pending liquidation
Genting Power (Putian) Management Company Ltd	**100.0**	100.0	China	Pending liquidation
Coastal Nanjing Investor Ltd	**-**	100.0	Cayman Islands	Deregistered
Coastal Nanjing Manager Ltd	**-**	100.0	Cayman Islands	Deregistered
Coastal Suzhou Investor Ltd	**-**	100.0	Cayman Islands	Deregistered
Coastal Suzhou Manager Ltd	**-**	100.0	Cayman Islands	Deregistered
Coastal Wuxi Investor Ltd	**-**	100.0	Cayman Islands	Deregistered
Coastal Wuxi New District Ltd	**-**	100.0	Cayman Islands	Deregistered
Coastal Wuxi Manager Ltd	**-**	100.0	Cayman Islands	Deregistered
+ Bolus d.o.o.	**-**	17.5	Croatia	Disposed off
+ Eurototo Limited	**-**	29.3	United Kingdom	Disposed off
Genting Sanyen Industrial Paper Sdn Bhd	**-**	97.7	Malaysia	Disposed off
Genting Sanyen Paperboard Sdn Bhd	**-**	97.7	Malaysia	Disposed off
Genting Sanyen Sales & Marketing Services Sdn Bhd	**-**	97.7	Malaysia	Disposed off
Genting Sanyen Utilities & Services Sdn Bhd	**-**	97.7	Malaysia	Disposed off
GS Packaging Industries (M) Sdn Bhd	**-**	97.7	Malaysia	Disposed off
Ideal Meridian Sdn Bhd	**-**	97.7	Malaysia	Disposed off
Persis Hijau Sdn Bhd	**-**	97.7	Malaysia	Disposed off
+ Stanley International Betting Limited	**-**	29.3	United Kingdom	Disposed off
+ Stanleybet Belgium SA/NV	**-**	29.3	Belgium	Disposed off
+ Stanleybet International Limited	**-**	29.3	United Kingdom	Disposed off
+ Apuestas Deportivas y Competicion 2003SA	**-**	14.6	Spain	Disposed off
+ Europe Betting SA	**-**	29.3	Spain	Disposed off
+ Stanley Lietuva	**-**	29.3	Lituania	Disposed off
+ Stanleybet (Cyprus) Limited	**-**	29.3	Cyprus	Disposed off
+ Stanleybet Deutschland GmbH	**-**	29.3	Germany	Disposed off
+ Stanleybet Sports Limited	**-**	21.9	United Kingdom	Disposed off
Associates				
* Aban Power Company Limited	**36.3**	36.3	India	Generation and supply of electric power
* Asiatic Ceramics Sdn Bhd	**26.9**	27.0	Malaysia	In receivership
+ Lanco Kondapalli Power Pvt Ltd	**30.0**	30.0	India	Generation and supply of electric power
* Landmarks Berhad	**30.3**	25.0	Malaysia	Resort, property investment and property development
Serian Palm Oil Mill Sdn Bhd	**21.9**	22.1	Malaysia	Fresh fruit bunches processing
* Sri Gading Land Sdn Bhd	**26.9**	27.0	Malaysia	Property development
+ Star Cruises Limited (ceased as an associate as set out in Note 25)	**-**	21.0	Isle of Man & continued into Bermuda on 9 October 2000	Cruise and cruise related operations

* The financial statements of these companies are audited by firms other than the auditors of the Company.

\+ The financial statements of these companies are audited by member firms of PricewaterhouseCoopers International Limited which are separate and independent legal entities from PricewaterhouseCoopers, Malaysia.

STATEMENT ON DIRECTORS' RESPONSIBILITY

Pursuant to Paragraph 15.27 (a) of the Listing Requirements of Bursa Malaysia Securities Berhad

As required under the Companies Act, 1965 ("Act"), the Directors of Genting Berhad have made a statement expressing an opinion on the financial statements. The Board is of the opinion that the financial statements have been drawn up in accordance with MASB Approved Accounting Standards in Malaysia for Entities Other Than Private Entities so as to give a true and fair view of the financial position of the Company and the Group for the financial year ended 31 December 2007.

In the process of preparing these financial statements, the Directors have reviewed the accounting policies and practices to ensure that they were consistently applied throughout the financial year. In cases where judgement and estimates were made, they were based on reasonableness and prudence.

Additionally, the Directors have relied on the internal control systems to ensure that the information generated for the preparation of the financial statements from the underlying accounting records is accurate and reliable.

This statement is made in accordance with a resolution of the Board dated 28 February 2008.

STATUTORY DECLARATION

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

I, **CHONG KIN LEONG**, the Officer primarily responsible for the financial management of **GENTING BERHAD**, do solemnly and sincerely declare that the financial statements set out on pages 53 to 113 are, to the best of my knowledge and belief, 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.

Subscribed and solemnly declared by the abovenamed)
CHONG KIN LEONG at KUALA LUMPUR on) **CHONG KIN LEONG**
28 February 2008

Before me,

DATO' NG MANN CHEONG
Commissioner for Oaths
Kuala Lumpur

REPORT OF THE AUDITORS

to the Members of Genting Berhad

We have audited the financial statements set out on pages 53 to 113. These financial statements are the responsibility of the Company's Directors. It is our responsibility to form an independent opinion, based on our audit, on these financial statements and to report our opinion to you, as a body, in accordance with Section 174 of the Companies Act, 1965 and for no other purpose. We do not assume responsibility to any other person for the content of this report.

We conducted our audit in accordance with approved auditing standards in Malaysia. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Directors, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion:

a) the financial statements have been prepared in accordance with the provisions of the Companies Act, 1965 and MASB Approved Accounting Standards in Malaysia for Entities Other Than Private Entities so as to give a true and fair view of:

   i) the matters required by Section 169 of the Companies Act, 1965 to be dealt with in the financial statements; and

   ii) the state of affairs of the Group and the Company as at 31 December 2007 and of the results and cash flows of the Group and the Company for the financial year ended on that date;

and

b) the accounting and other records and the registers required by the Act to be kept by the Company and by the subsidiaries of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.

The names of the subsidiaries of which we have not acted as auditors are indicated in Note 47 to the financial statements. We have considered the financial statements of these subsidiaries and the auditors' reports thereon.

We are satisfied that the financial statements of the subsidiaries that have been consolidated with the Company's financial statements 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.

The auditors' reports on the financial statements of the subsidiaries were not subject to any qualification and did not include any comment made under subsection 3 of section 174 of the Act.

PRICEWATERHOUSECOOPERS
(No. AF: 1146)
Chartered Accountants

LEE TUCK HENG
(No. 2092/09/08 (J))
Partner of the firm

Kuala Lumpur
28 February 2008

TEN-YEAR SUMMARY

Amounts in RM million unless otherwise stated	**2007**	**2006**	**2005**	**2004**	**2003**	**2002**	**2001**	**2000**	**1999**	**1998**
Revenue	**8,483.8**	6,418.6	5,454.1	4,647.0	4,237.1	3,534.7	3,148.4	3,338.6	3,077.4	3,369.8
Profit/(loss) before taxation	**3,394.5**	2,703.9	2,434.3	1,773.5	1,548.4	1,525.4	1,000.0	(373.0)	1,506.1	884.8
Taxation	**(662.2)**	(500.0)	(622.6)	(339.4)	(466.8)	(422.5)	(352.8)	(301.5)	0.5	(338.5)
Profit/(loss) for the financial year	**2,562.3**	2,242.5	1,811.7	1,434.1	1,081.6	1,102.9	647.2	(674.5)	1,506.6	546.3
Profit/(loss) attributable to equity holders of the Company	**1,988.9**	1,504.2	1,247.0	928.0	713.8	756.5	452.1	(246.2)	1,101.6	414.7
Share capital (net of treasury shares)	**363.2**	369.4	352.7	352.3	352.2	352.2	352.2	352.2	352.2	352.2
Retained earnings	**10,507.5**	9,524.2	8,158.6	7,034.3	6,220.1	5,608.2	4,948.9	4,592.6	4,915.7	3,908.0
Other reserves	**1,484.3**	1,401.1	517.9	481.9	472.5	465.8	459.6	464.6	547.1	536.4
	12,355.0	11,294.7	9,029.2	7,868.5	7,044.8	6,426.2	5,760.7	5,409.4	5,815.0	4,796.6
Minority interests	**9,182.3**	5,372.2	4,898.1	3,432.1	3,035.9	2,404.7	2,121.4	2,017.2	2,544.5	2,138.0
Non-current liabilities	**5,721.7**	7,206.5	3,132.1	3,540.7	2,802.5	1,303.5	1,373.0	688.9	359.2	345.2
	27,259.0	23,873.4	17,059.4	14,841.3	12,883.2	10,134.4	9,255.1	8,115.5	8,718.7	7,279.8
Property, plant and equipment	**8,903.0**	8,989.3	6,087.0	5,733.3	5,592.9	4,280.4	4,241.4	3,779.6	3,286.1	3,108.9
Land held for property development	**495.3**	488.8	488.0	495.1	513.7	525.1	621.9	631.2	653.6	631.9
Plantation development	**469.5**	445.3	429.7	414.9	294.9	261.6	209.8	204.3	200.8	197.0
Leasehold land use rights	**1,767.9**	383.1	395.8	374.9	306.4	306.2	236.5	176.3	172.9	185.2
Intangible assets	**4,689.4**	5,372.6	101.1	10.9	-	-	-	-	-	-
Exploration costs	**312.5**	219.8	39.6	2.8	-	-	-	439.2	437.6	399.2
Associates	**575.2**	2,493.9	2,491.5	2,230.1	2,159.1	2,431.2	2,030.6	1,927.2	1,446.2	1,324.4
Available-for-sale financial asset	**1,505.4**	-	-	-	-	-	-	-	-	-
Other non-current assets	**461.5**	324.6	1,318.8	451.9	64.0	92.6	68.5	165.3	213.3	98.2
Total Non-current Assets	**19,179.7**	18,717.4	11,351.5	9,713.9	8,931.0	7,897.1	7,408.7	7,323.1	6,410.5	5,944.8
Net Current Assets	**8,079.3**	5,156.0	5,707.9	5,127.4	3,952.2	2,237.3	1,846.4	792.4	2,308.2	1,335.0
	27,259.0	23,873.4	17,059.4	14,841.3	12,883.2	10,134.4	9,255.1	8,115.5	8,718.7	7,279.8
Basic earnings/(loss) per share (sen) *	**53.81**	42.57	35.39	26.35	20.27	21.48	12.84	(6.99)	31.28	11.78
Net dividend per share (sen) *	**27.05**	4.65	4.18	3.46	3.10	2.95	2.74	2.74	2.74	2.66
Dividend cover (times)	**2.0**	8.9	8.5	7.6	6.5	7.3	4.7	N/A	11.4	4.4
Current ratio	**3.77**	2.18	4.82	3.92	3.98	2.71	2.89	1.66	4.20	2.26
Net assets per share (RM) *	**3.34**	3.06	2.56	2.23	2.00	1.82	1.64	1.54	1.65	1.36
Return/(loss) (after tax and minority interests) on average shareholders' equity (%)	**16.82**	14.80	14.76	12.45	10.60	12.42	8.10	(4.39)	20.76	8.91
Market share price *										
- highest (RM)	**9.37**	6.63	4.34	3.96	3.78	3.30	2.26	3.60	3.14	2.80
- lowest (RM)	**6.45**	4.22	3.34	2.86	2.26	2.08	1.48	1.75	1.57	1.28

Certain figures relating to the previous years have been reclassified/adjusted to conform with the current year's presentation, mainly due to adoption of new/revised FRSs.

* The comparative figures were recomputed based on the enlarged number of ordinary shares in issue after the share split exercise which was completed on 16 April 2007.

N/A - Not Applicable

LIST OF PROPERTIES HELD

as at 31st December 2007

LOCATION	TENURE	APPROXIMATE AREA	DESCRIPTION	NET BOOK VALUE AS AT 31 DEC 2007 (RM'million)	AGE OF BUILDING (Years)	YEAR OF ACQUISITION (A)/ REVALUATION (R)
MALAYSIA						
STATE OF PAHANG DARUL MAKMUR						
1 Genting Highlands, Bentong	Freehold	Built-up : 100,592 sq.metres	18-storey Genting Hotel Complex	207.5	26	1982 (R)
2 Genting Highlands, Bentong	Freehold	Built-up : 95,485 sq.metres	23-storey Resort Hotel & Car Park II	139.2	15	1992 (A)
3 Genting Highlands, Bentong	Freehold	Built-up : 493,750 sq.metres	22-storey First World Hotel & Car Park V	935.8	8	2000 (A)
4 Genting Highlands, Bentong	Freehold	Built-up : 20,516 sq.metres	23-storey Awana Tower Hotel	30.2	14	1993 (A)
5 Genting Highlands, Bentong	Freehold	Built-up : 19,688 sq.metres	10-level Theme Park Hotel	26.7	36	1989 (R)
6 Genting Highlands, Bentong	Freehold	Built-up : 11,902 sq.metres	10-level Theme Park Hotel - Valley Wing	9.7	32	1989 (R)
7 Genting Highlands, Bentong	Freehold	Built-up : 29,059 sq.metres	16-storey Residential Staff Complex I	6.7	24	1989 (R)
8 Genting Highlands, Bentong	Freehold	Built-up : 28,804 sq.metres	19-storey Residential Staff Complex II	16.1	15	1992 (A)
9 Genting Highlands, Bentong	Freehold	Built-up : 89,392 sq.metres	16-storey Residential Staff Complex III & Car Park III	61.6	15	1992 (A)
10 Genting Highlands, Bentong	Freehold	Built-up : 41,976 sq.metres	25-storey Residential Staff Complex V	53.3	11	1996 (A)
11 Genting Highlands, Bentong	Freehold	Built-up : 70,597 sq.metres	25-storey Residential Staff Complex VIII with 5 levels of carpark	71.2	1	2007 (A)
12 Genting Highlands, Bentong	Freehold	Built-up : 4,119 sq.metres	5-storey Ria Staff Residence	0.1	35	1989 (R)
13 Genting Highlands, Bentong	Freehold	Built-up : 4,109 sq.metres	5-storey Sri Layang Staff Residence	20.0	13	1989 (R)
14 Genting Highlands, Bentong	Freehold	Built-up : 18,397 sq.metres	8-level Car Park I	1.9	24	1989 (R)
15 Genting Highlands, Bentong	Freehold	Built-up : 1,086 sq.metres	5-storey Bomba Building	0.7	24	1989 (A)
16 Genting Highlands, Bentong	Freehold	Built-up : 1,503 sq.metres	Petrol Station	2.3	9	1999 (A)
17 Genting Highlands, Bentong	Freehold	Built-up : 4,151 sq.metres	3-storey Lakeside Teahouse	3.4	20	1989 (R)
18 Genting Highlands, Bentong	Freehold	Land : 2 hectares	Man-made Lake	0.7	-	1989 (R)
19 Genting Highlands, Bentong	Freehold	Built-up : 2,769 sq.metres	4-storey Staff Recreation Centre	3.2	15	1992 (A)
20 Genting Highlands, Bentong	Freehold	Built-up : 540 sq.metres	1 unit of Kayangan Apartment	0.1	27	1989 (A)
			1 unit of Kayangan Apartment	0.2	27	1990 (A)
21 Genting Highlands, Bentong	Freehold	Built-up : 7,666 sq.metres	Awana Golf & Country Resort Complex	19.8	21	1989 (R)
22 Genting Highlands, Bentong	Freehold	Built-up : 17,010 sq.metres	174 units of Awana Condominium	22.9	21	1989 (R)
23 Genting Highlands, Bentong	Freehold	Built-up : 8,756 sq.metres	79 units of Ria Apartment (Pahang Tower)	11.5	21	1989 (R)
24 Genting Highlands, Bentong	Freehold	Land : 3,286 hectares	7 plots of land & improvements	253.1	-	1989 (R)
			1 plot of land & improvements	6.0	-	1996 (A)
			10 plots of land & improvements	59.8	-	1989 (R)
			1 plot of land & improvements	0.1	-	1991 (A)
			66 plots of land & improvements	244.5	-	1989 (R)
			3 plots of land & improvements	24.9	-	2002 (A)
			13 plots of land & improvements	9.8	-	1995 (R)
25 Genting Highlands, Bentong	Leasehold (unexpired lease period of 86 years)	Land : 6 hectares	2 plots of land & improvements	0.4	-	1994 (A)
26 Genting Highlands, Bentong	Leasehold (unexpired lease period of 51 years)	Land : 5 hectares	3 plots of land	0.6	-	1995 (A)
27 Genting Highlands, Bentong	Leasehold (unexpired lease period of 83 years)	Land : 3 hectares	1 plot of educational land	1.2	-	2000 (A)
28 Bukit Tinggi, Bentong	Leasehold (unexpired lease period of 87 years)	Built-up : 49 sq.metres	1 unit of Meranti Park Apartment, Bukit Tinggi Resort	0.1	8	1999 (A)
29 Mentakab, Temerloh	Freehold	Land : 84 hectares	Vacant housing development land	4.6	-	1989 (R)
30 Beserah, Kuantan	Freehold	Land : 3 hectares Built-up : 713 sq.metres	2 plots of agriculture land with residential bungalow	1.2	21	1987 (A)
31 Beserah, Kuantan	Freehold	Land : 4 hectares	4 plots of vacant agriculture land	0.9	-	1989/1991 (A)
STATE OF SELANGOR DARUL EHSAN						
1 Genting Highlands, Hulu Selangor	Freehold	Built-up : 149,941 sq.metres	28-storey Highlands Hotel & Car Park IV	409.8	11	1997 (A)
2 Genting Highlands, Hulu Selangor	Freehold	Land : 6 hectares	2 plots of building land	6.1	-	1993 (A)
		Built-up : 47,715 sq.metres	5-storey Genting Skyway Station Complex with 4-level of basement carpark	68.9	11	1997 (A)

LIST OF PROPERTIES HELD (cont'd)

as at 31st December 2007

LOCATION	TENURE	APPROXIMATE AREA	DESCRIPTION	NET BOOK VALUE AS AT 31 DEC 2007 (RM'million)	AGE OF BUILDING (Years)	YEAR OF ACQUISITION (A)/ REVALUATION (R)
3 Genting Highlands, Hulu Selangor	Freehold	Built-up : 3,008 sq.metres	2-storey & 4-storey Gohtong Jaya Security Buildings	5.7	10	1998 (A)
4 Genting Highlands, Hulu Selangor	Freehold	Built-up : 6,073 sq.metres	53 units of Ria Apartment (Selangor Tower)	7.5	21	1989 (R)
5 Genting Highlands, Hulu Selangor	Freehold	Land : 598 hectares	3 plots of building land 18 plots of building land 7 plots of building land	12.3 41.6 10.4	- - -	1989 (R) 1995 (R) 1993 (A)
6 Genting Highlands, Gombak	Freehold	Land : 394 hectares	2 plots of vacant building land	28.8	-	1995 (R)
7 Batang Kali, Hulu Selangor	Freehold	Land : 9 hectares	1 plot of vacant agriculture land	2.1	-	1994 (A)
8 Ulu Yam, Hulu Selangor	Freehold	Land : 38 hectares	1 plot of vacant building land	15.0	-	1994 (A)
9 Ulu Yam, Hulu Selangor	Freehold	Land : 4 hectares	3 plots of vacant agriculture land	1.0	-	1994 (A)
10 Mukim Tanjung Dua Belas, Kuala Langat	Freehold	Land : 19 hectares Built-up : 183,593 sq.metres	1 plot of industrial land with power plant complex	36.9	16	1990 (A)
11 Mukim Tanjung Dua Belas, Kuala Langat	Leasehold (unexpired lease period of 68 years)	Land : 19 hectares	24 plots of industrial land with factory	5.3	7	1994 (A)
12 Mukim Tanjung Dua Belas, Kuala Langat	Leasehold (unexpired lease period of 89 years)	Land : 2 hectares	1 plot of industrial land	1.4	-	1994 (A)
13 Pulau Indah, Klang	Leasehold (unexpired lease period of 88 years)	Land : 47 hectares	13 plots of vacant industrial land & improvements	45.3	-	1997 (A)
14 Bangi Factory, Selangor	Leasehold (unexpired lease period of 79 years)	Land : 12,140 sq.metres Built-up : 5,556 sq.metres	1 plot of industrial land with factory	2.6	26	1990 (A)
FEDERAL TERRITORY OF KUALA LUMPUR						
1 Taman U Thant, Kuala Lumpur	Freehold	Built-up : 178 sq.metres	1 unit of Desa Angkasa Apartment	0.2	21	1988 (A)
2 Jalan Sultan Ismail, Kuala Lumpur	Freehold	Land : 3,940 sq.metres Built-up : 63,047 sq.metres	Wisma Genting - 25-level office building with 6-level basement	97.0	22	1983/1991 (A)
3 Segambut, Kuala Lumpur	Leasehold (unexpired lease period of 67 years)	Land : 4 hectares Built-up : 2,601 sq.metres	Store, helicopter, bus and limousine depot	9.2	32	1982 (A)
STATE OF TERENGGANU DARUL IMAN						
1 Kijal, Kemaman	Leasehold (unexpired lease period of 84 years)	Land : 262 hectares	4 plots of resort/property development land	44.2	-	1996 (A)
		Land : 51 hectares	18-hole Awana Kijal Golf Course	11.6	-	1997 (A)
		Built-up : 35,563 sq.metres	7-storey Awana Kijal Hotel	89.2	11	1997 (A)
		Built-up : 1,757 sq.metres	27 units of Baiduri Apartment	2.5	13	1995 (A)
		Built-up : 7,278 sq.metres	96 units of Angsana Apartment	10.0	12	1996 (A)
	Leasehold (unexpired lease period of 84 years)	Land : 18 hectares	17 plots of resort/property development land	1.5	-	2002 (A)
	Leasehold (unexpired lease period of 94 years)	Land : 10 hectares	1 plot of resort/property development land	1.7	-	1995 (R)
STATE OF KEDAH DARUL AMAN						
1 Tanjung Malai, Langkawi	Leasehold (unexpired lease periof of 80 years)	Land : 14 hectares Built-up : 20,957 sq.metres	5 plots of building land 3-5 storey Awana Langkawi Hotel, Convention Centre, Multipurpose Hall	11.1 58.6	- 10	1997 (A) 1997 (A)
STATE OF JOHORE						
1 Kluang, Johor	Freehold	Built-up : 1,103 sq.metres	1 unit of bio oil factory	1.6	2	2006 (A)
ESTATES/PROPERTY DEVELOPMENT ("PD")						
1 ASIATIC Bukit Sembilan Estate, Baling/Sg. Petani/ Jitra, Kedah	Freehold	Estate : 1,314 hectares PD : 147 hectares	Oil palm estate, property development and golf course & clubhouse	60.0	12	1981 (R)
2 ASIATIC Selama Estate, Serdang & Kulim, Kedah/ Selama, Perak	Freehold	Estate : 1,852 hectares	Oil palm estate	24.5	-	1981 (R)
3 ASIATIC Sepang Estate, Sepang & Ulu Langat, Selangor	Freehold	Estate : 666 hectares	Oil palm estate	14.3	-	1981 (R)
4 ASIATIC Tebong Estate, Jasin & Alor Gajah, Melaka/ Tampin & Kuala Pilah, Negeri Sembilan	Freehold	Estate : 2,321 hectares	Oil palm estate	29.6	-	1981 (R)

LIST OF PROPERTIES HELD (cont'd)

as at 31st December 2007

	LOCATION	TENURE	APPROXIMATE AREA	DESCRIPTION	NET BOOK VALUE AS AT 31 DEC 2007 (RM'million)	AGE OF BUILDING (Years)	YEAR OF ACQUISITION (A)/ REVALUATION (R)
5	ASIATIC Cheng Estate, Melaka Tengah, Alor Gajah & Kuala Linggi, Melaka	Freehold	Estate : 793 hectares PD : 4 hectares	Oil palm estate and property development	22.6	-	1981 (R)
6	ASIATIC Tanah Merah Estate, Tangkak, Johor	Freehold	Estate : 1,801 hectares	Oil palm estate	25.7	-	1981 (R)
7	ASIATIC Sg. Rayat Estate, Batu Pahat, Johor	Freehold	Estate : 1,707 hectares	Oil palm estate	29.6	-	1983 (A)
8	ASIATIC Sri Gading Estate, Batu Pahat, Johor	Freehold	Estate : 3,556 hectares PD : 72 hectares	Oil palm estate and property development	77.6	-	1983 (A)
9	ASIATIC Sing Mah Estate, Air Hitam, Johor	Freehold	Estate : 669 hectares	Oil palm estate and mill	12.9	27	1983 (A)
10	ASIATIC Kulai Besar Estate, Kulai/Simpang Renggam, Johor	Freehold	Estate : 2,763 hectares PD : 103 hectares	Oil palm estate, property development, Asiatic Indahpura Sports City and Car City	357.1	-	1983 (A)
11	ASIATIC Setiamas Estate, Kulai & Batu Pahat, Johor	Freehold	Estate : 134 hectares PD : 100 hectares	Oil palm estate and property development	77.0	-	1996 (A)
12	ASIATIC Sabapalm Estate, Labuk Valley Sandakan, Sabah	Leasehold (unexpired lease period of 78-880 years)	Estate : 4,360 hectares	Oil palm estate and mill	44.1	37	1991 (A)
13	ASIATIC Tanjung Estate, Kinabatangan, Sabah	Leasehold (unexpired lease period of 79-89 years)	Estate : 4,345 hectares	Oil palm estate and mill	44.1	13	1988 & 2001 (A)
14	ASIATIC Bahagia Estate, Kinabatangan, Sabah	Leasehold (unexpired lease period of 78-79 years)	Estate : 4,548 hectares	Oil palm estate	48.4	-	1988 & 2003 (A)
15	ASIATIC Tenegang Estate, Kinabatangan, Sabah	Leasehold (unexpired lease period of 81 years)	Estate : 4,047 hectares	Oil palm estate	33.9	-	1990 (A)
16	ASIATIC Landworthy Estate, Kinabatangan, Sabah	Leasehold (unexpired lease period of 76 years)	Estate : 4,039 hectares	Oil palm estate	36.9	-	1992 (A)
17	ASIATIC Layang Estate, Kinabatangan, Sabah	Leasehold (unexpired lease period of 83 years)	Estate : 1,683 hectares	Oil palm estate	19.8	-	1993 (A)
18	Residential bungalows, Sandakan, Sabah	Leasehold (unexpired lease period of 880 years)	Land : 1,206 sq.metres Built-up : 374 sq.metres	2 units of 2-storey intermediate detached house	0.1	23	1991 (A)
19	ASIATIC Vegetable Oils Refinery, Sandakan, Sabah	Leasehold (unexpired lease period of 73 years)	Land : 8 hectares	Vacant land	2.2	-	1992 (A)
20	ASIATIC Jambongan Estate, Beluran, Sabah	Leasehold (unexpired lease period of 26-93 years)	Land : 3,711 hectares	Oil palm estate	62.4	-	2001 - 2004 (A)
21	ASIATIC Indah & ASIATIC Permai Estate, Kinabatangan, Sabah	Leasehold (unexpired lease period of 89 years)	Land : 8,830 hectares	Oil palm estate	124.9	-	2001 (A)
22	ASIATIC Mewah Estate, Kinabatangan, Sabah	Leasehold (unexpired lease period of 76-883 years)	Land : 5,611 hectares	Oil palm estate and mill	119.1	11	2002 (A)
23	ASIATIC Sekong Estate & ASIATIC Suan Lamba Estate Kinabatangan, Sabah	Leasehold (unexpired lease period of 15-91 years)	Land : 6,755 hectares	Oil palm estate and mill	187.5	11	2004 (A)
24	ASIATIC Regional Office, Wisma Asiatic, Sandakan, Sabah	Leasehold (unexpired lease period of 93 years)	Built-up : 2,023 sq.metres	Office	2.9	5	2004 (A)
INDONESIA							
1	Ketapang, Kalimantan Barat	Leasehold (unexpired lease period of 30 years)	Land : 14,261 hectares	Oil palm estate	38.3	-	2006 (A)
UNITED KINGDOM							
1	Hyde Park, London	Leasehold (unexpired lease period of 969 years)	Built-up : 286 sq.metres	2 units of residential apartment at Hyde Park Towers	1.2	28	1980 / 1996 (A)
2	Maxims Casino Club, Kensington	Freehold	Built-up : 1,445 sq.metres	Casino Club	39.1	145	2005 (A)
3	Newcastle	Freehold	Built-up : 1,464 sq.metres	Casino Club	20.9	13	2006 (A)
4	Salford-Albion	Freehold	Built-up : 1,058 sq.metres	Casino Club	11.5	10	2006 (A)
5	Wirral	Freehold	Built-up : 860 sq.metres	Casino Club	4.4	28	2006 (A)

LIST OF PROPERTIES HELD (cont'd)

as at 31st December 2007

LOCATION	TENURE	APPROXIMATE AREA	DESCRIPTION	NET BOOK VALUE AS AT 31 DEC 2007 (RM'million)	AGE OF BUILDING (Years)	YEAR OF ACQUISITION (A)/ REVALUATION (R)
6 Leicester / East Bond	Freehold	Built-up : 755 sq.metres	Casino Club	1.1	28	2006 (A)
7 Bournemouth	Freehold	Built-up : 860 sq.metres	Casino Club	7.5	108	2006 (A)
8 Southport	Freehold	Built-up : 762 sq.metres	Casino Club	7.7	128	2006 (A)
9 Southampton	Freehold	Built-up : 797 sq.metres	Casino Club	10.5	108	2006 (A)
10 Bolton	Freehold	Built-up : 808 sq.metres	Casino Club	5.7	108	2006 (A)
11 Berk Glasgow	Freehold	Built-up : 3,402 sq.metres	Casino Club	18.1	121	2006 (A)
12 Berk Edin.	Freehold	Built-up : 832 sq.metres	Casino Club	0.1	121	2006 (A)
13 Coventry 2	Freehold	Built-up :1,105 sq.metres	Casino Club	9.5	208	2006 (A)
14 AB Bristol	Freehold	Built-up : 573 sq.metres	Casino Club	8.6	61	2006 (A)
15 AB Coventry	Freehold	Built-up : 771 sq.metres	Casino Club	14.5	71	2006 (A)
16 AB Leicester/ Cank St	Freehold	Built-up : 683 sq.metres	Casino Club	6.4	81	2006 (A)
17 Margate Cascades	Freehold	Built-up : 1,326 sq.metres	Casino Club	20.5	51	2006 (A)
18 Torquay	Freehold	Built-up : 1,495 sq.metres	Casino Club	5.4	18	2006 (A)
19 Crockfords	Freehold	Built-up : 1,907 sq.metres	Casino Club	336.3	237	2006 (A)
20 Luton 2-Park St	Freehold	Built-up : 1,021 sq.metres	Casino Club	1.0	38	2006 (A)
21 Brighton	Freehold	Built-up : 85 sq.metres	Vacant retail building	0.1	41	2006 (A)
22 Liverpool Head Office	Freehold	Built-up : 4,134 sq.metres	Office building	24.7	74	2006 (A)
23 31 Curzon Street next to Crockfords	Freehold	Built-up : 307 sq.metres	Casino Club	40.7	231	2006 (A)
24 Cromwell Mint	Freehold	Built-up : 1,239 sq.metres	Casino Club	106.1	1	2007 (A)
25 Luton- Skimpot	Leasehold (unexpired lease period of 984 years)	Built-up : 984 sq.metres	Casino Club	12.9	26	2006 (A)
26 Portsmouth	Leasehold (unexpired lease period of 117 years)	Built-up : 733 sq.metres	Casino Club	-	71	2006 (A)
27 Leith Cascades	Leasehold (unexpired lease period of 88 years)	Built-up : 1,698 sq.metres	Casino Club	34.2	8	2006 (A)
28 Brighton	Leasehold (unexpired lease period of 968 years)	Built-up : 458 sq.metres	Casino Club	1.9	31	2006 (A)
29 Speilers	Leasehold (unexpired lease period of 4 years)	Built-up : 836 sq.metres	Casino Club	1.6	81	2006 (A)
30 WCG - Southend	Leasehold (unexpired lease period of 4 years)	Built-up : 22 sq.metres	Casino Club	1.1	11	2006 (A)
31 Tameview	Leasehold (unexpired lease period of 66 years)	Built-up : 4,529 sq.metres	Casino Club	39.4	81	2006 (A)
32 Liverpool Renshaw	Leasehold (unexpired lease period of 31 years)	Built-up : 1,498 sq.metres	Casino Club	6.9	106	2006 (A)
SINGAPORE						
1 RWSentosa corporate office	Leasehold (unexpired lease period of 5 years)	Built-up : 4,662 sq.metres	5-storey commercial building	23.2	1	2007 (A)
2 Integrated Resort at Sentosa	Leasehold (unexpired lease period of 59 years)	Land : 49 hectares	4 parcels of land for construction, development and establishment of integrated resort	1,412.2	-	2007 (A)
CHINA						
1 Suzhou	Leasehold (unexpired lease period of 39 years)	Land : 5.6 hectares Built-up : 26,849 sq.metres	Land with Power Plant Complex	22.4	12	2005 (A)
2 Wuxi	Leasehold (unexpired lease period of 4 years)	Land : 6.3 hectares Built-up : 44,539 sq.metres	Land with Power Plant Complex	4.7	12	2005 (A)
3 Nanjing	Leasehold (unexpired lease period of 8 years)	Land : 6.7 hectares Built-up : 12,175 sq.metress	Land with Power Plant Complex	9.5	11	2005 (A)
4 Meizhouwan	Leasehold (unexpired lease period of 17 years)	Land : 75.6 hectares Built-up : 32,624 sq.metres	Land with Power Plant Complex	306.0	7	2006 (A)
	Leasehold (unexpired lease period of 17 years)	Land : 4.2 hectares	Ash storage yard	54.2	-	2006 (A)
	Leasehold (unexpired lease period of 39 years)	Land : 0.1 hectares Built-up : 9,000 sq.metres	Land with building	7.6	8	2006 (A)
	Leasehold (unexpired lease period of 35 years)	Land : 0.2 hectares Built-up : 24,633 sq.metres	Land with building	19.8	7	2006 (A)

ANALYSIS OF SHAREHOLDINGS

as at 28 April 2008

Class of Shares : Ordinary shares of 10 sen each
Voting Rights : One vote per share

Size of Holdings	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Less than 100	3,322	4.722	22,955	0.001
100 - 1,000	26,138	37.155	22,349,839	0.604
1,001 - 10,000	34,290	48.743	135,967,450	3.672
10,001 - 100,000	5,542	7.878	154,052,905	4.161
100,001 to less than 5% of issued shares	1,055	1.500	2,367,614,381	63.944
5% and above of issued shares	2	0.003	1,022,604,240	27.618
GRAND TOTAL	**70,349**	**100.000**	**3,702,611,770**	**100.000**

THIRTY (30) LARGEST SECURITIES ACCOUNT HOLDERS AS PER RECORD OF DEPOSITORS
(without aggregating the securities from different securities accounts belonging to the same depositor)

	Name	No. of Shares	% of Shares
1.	Kien Huat Realty Sdn Berhad	707,604,240	19.111
2.	CIMB Group Nominees (Tempatan) Sdn Bhd *Mandurah Limited for Kien Huat Realty Sdn Berhad (49279 Lint)*	315,000,000	8.508
3.	Kien Huat Realty Sdn Berhad	170,536,020	4.606
4.	UOBM Nominees (Asing) Sdn Bhd *United Overseas Bank Nominees (Pte) Ltd for Golden Hope Limited*	140,728,450	3.801
5.	Cartaban Nominees (Asing) Sdn Bhd *SSBT Fund GB01 for Harbor International Fund*	132,000,000	3.565
6.	UOBM Nominees (Asing) Sdn Bhd *Tinehay Holdings Limited*	122,000,000	3.295
7.	Cartaban Nominees (Asing) Sdn Bhd *SSBT Fund S71U for First Eagle Global Fund*	65,658,435	1.773
8.	Time Life Equity Sdn Bhd	57,619,980	1.556
9.	Citigroup Nominees (Asing) Sdn Bhd *UBS AG*	56,507,295	1.526
10.	Alocasia Sdn Bhd	56,490,000	1.526
11.	Citigroup Nominees (Asing) Sdn Bhd *UBS AG for Prism Offshore Fund Ltd*	39,087,050	1.056
12.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN for J. P. Morgan Bank Luxembourg S.A.*	34,454,009	0.931
13.	World Management Sdn Bhd	33,819,000	0.913
14.	Cartaban Nominees (Asing) Sdn Bhd *SSBT Fund S71V for First Eagle Overseas Fund*	32,980,460	0.891
15.	Citigroup Nominees (Asing) Sdn Bhd *CBNY for Wintergreen Fund Inc*	32,483,001	0.877
16.	Citigroup Nominees (Asing) Sdn Bhd *Exempt AN for Mellon Bank (Abnamro Mellon)*	31,979,572	0.864
17.	Cartaban Nominees (Asing) Sdn Bhd *Government of Singapore Investment Corporation Pte Ltd for Government of Singapore (C)*	30,716,486	0.830
18.	Malaysia Nominees (Tempatan) Sendirian Berhad *Great Eastern Life Assurance (Malaysia) Berhad (Par 1)*	29,722,000	0.803
19.	Citigroup Nominees (Asing) Sdn Bhd *Royal Bank of Scotland as Depository for First State Asia Pacific Leader Fund (CB LDN)*	25,678,200	0.694
20.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN for J. P. Morgan Chase Bank, National Association (U.S.A.)*	25,084,800	0.677
21.	Cartaban Nominees (Asing) Sdn Bhd *Investors Bank and Trust Company for Ishares, Inc.*	24,506,800	0.662
22.	World Management Sdn Bhd	24,474,000	0.661
23.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN for J. P. Morgan Chase Bank, National Association (U.A.E.)*	24,347,610	0.658
24.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN for J. P. Morgan Chase Bank, National Association (Netherlands)*	23,880,950	0.645
25.	Citigroup Nominees (Asing) Sdn Bhd *Exempt AN for American International Assurance Company Limited*	23,014,400	0.622
26.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN for J. P. Morgan Chase Bank, National Association (U.K.)*	21,725,100	0.587
27.	Citigroup Nominees (Tempatan) Sdn Bhd *Exempt AN for Prudential Fund Management Berhad*	20,766,000	0.561
28.	Citigroup Nominees (Asing) Sdn Bhd *Exempt AN for Mellon Bank (Mellon)*	20,240,246	0.547
29.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN for The Hongkong and Shanghai Banking Corporation Limited (HBFS-I CLT ACCT)*	18,164,300	0.491
30.	Lim Chee Wah	16,491,900	0.445
	TOTAL	**2,357,760,304**	**63.678**

ANALYSIS OF SHAREHOLDINGS (cont'd)

as at 28 April 2008

SUBSTANTIAL SHAREHOLDERS AS PER REGISTER OF SUBSTANTIAL SHAREHOLDERS AS AT 28 APRIL 2008

	No. of Shares			
	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital
Kien Huat Realty Sdn Berhad ("Kien Huat")	1,193,140,260	32.22	270,760,000^	7.31
Parkview Management Sdn Bhd	-	-	1,463,900,260*	39.54
Inforex Sdn Bhd	-	-	1,193,140,260+	32.22
Info-Text Sdn Bhd	-	-	1,193,140,260+	32.22
Dataline Sdn Bhd	-	-	1,193,140,260+	32.22

Notes:

^ Deemed interested through its subsidiaries (Alocasia Sdn Bhd, World Management Sdn Bhd, Tinehay Holdings Limited and Inverway Sdn Bhd)
* Deemed interested through Kien Huat and its subsidiaries (Alocasia Sdn Bhd, World Management Sdn Bhd, Tinehay Holdings Limited and Inverway Sdn Bhd)
+ Deemed interested through Kien Huat.

DIRECTORS' SHAREHOLDINGS AS PER REGISTER OF DIRECTORS' SHAREHOLDINGS AS AT 28 APRIL 2008

INTEREST IN THE COMPANY

	No. of Shares			
Name	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital
Tan Sri Lim Kok Thay	10,369,000	0.2800	-	-
Tun Mohammed Hanif bin Omar	201,000	0.0054	-	-
Tan Sri Mohd Amin bin Osman(1)	1,204,600	0.0325	-	-
Mr Quah Chek Tin(2)	5,000	0.0001	-	-
Dato' Dr R Thillainathan(3)	-	-	-	-

INTEREST IN OTHER COMPANIES IN THE GROUP

Resorts World Bhd ("RWB"), a company which is 48.36% owned by the Company

	No. of Shares			
Name	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital
Tan Sri Lim Kok Thay	1,660,000	0.0289	-	-
Tun Mohammed Hanif bin Omar	5,000	0.0001	-	-
Tan Sri Mohd Amin bin Osman(4)	540,000	0.0094	-	-
Tan Sri Dr. Lin See Yan	450,000	0.0078	-	-
Mr Quah Chek Tin	5,000	0.0001	-	-

Asiatic Development Berhad ("ADB"), a 54.77% owned subsidiary of the Company

	No. of Shares			
Name	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital
Tan Sri Lim Kok Thay	369,000	0.0488	-	-
Tan Sri Mohd Amin bin Osman(5)	989,000	0.1308	-	-

Genting International P.L.C. ("GIPLC"), a 56.61% owned subsidiary of the Company

	No. of Shares			
Name	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital
Tan Sri Lim Kok Thay	32,000	0.0003	-	-
Tan Sri Mohd Amin bin Osman(6)	-	-	-	-

Notes:

The following disclosures are made pursuant to Section 134 (12) (c) of the Companies Act, 1965 as amended by the Companies (Amendment) Act 2007 which took effect on 15 August 2007:

(1) Tan Sri Amin's spouse holds 60,000 ordinary shares (0.0016%) in the Company
(2) Mr Quah's spouse holds 630,000 ordinary shares (0.017%) in the Company
(3) Dato' Dr R Thillainathan's spouse and children collectively hold 295,000 ordinary shares (0.008%) in the Company
(4) Tan Sri Amin's spouse and children collectively hold 180,000 ordinary shares (0.0031%) in RWB
(5) Tan Sri Amin's spouse holds 80,000 ordinary shares (0.0106%) in ADB
(6) Tan Sri Amin's spouse holds 400 ordinary shares (Negligible) in GIPLC

AMERICAN DEPOSITORY RECEIPTS – LEVEL 1 PROGRAMME

The Company's American Depository Receipts ("ADR") Level 1 Programme commenced trading in the U.S. over-the-counter market on 13 August 1999. Under the ADR programme, a maximum of 105 million ordinary shares of RM0.10 each representing approximately 2.8% of the total issued and paid-up share capital of the Company will be traded in ADRs. Each ADR represents 25 ordinary shares of RM0.10 each of the Company. The Bank of New York as the Depository Bank has appointed Malayan Banking Berhad as its sole custodian of the shares of the Company for the ADR Programme. As at 31 March 2008, there were 105,000 ADR outstanding representing 2,625,000 ordinary shares of the Company which have been deposited with the sole custodian for the ADR Programme.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fortieth Annual General Meeting of Genting Berhad ("the Company") will be held at Nirwana Ballroom, Lower Lobby, Crowne Plaza Mutiara Kuala Lumpur, Jalan Sultan Ismail, 50250 Kuala Lumpur on Monday, 23 June 2008 at 2.30 p.m.

AS ORDINARY BUSINESSES

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2007 and the Directors' and Auditors' Reports thereon. **(Ordinary Resolution 1)**

2. To sanction the declaration of a final dividend of 4.3 sen less 26% tax per ordinary share of 10 sen each for the financial year ended 31 December 2007. **(Ordinary Resolution 2)**

3. To approve the payment of Directors' fees of RM812,125 for the financial year ended 31 December 2007 (2006: RM736,850). **(Ordinary Resolution 3)**

4. To re-elect the following persons as Directors of the Company pursuant to Article 99 of the Articles of Association of the Company:

   i) Dato' Dr. R. Thillainathan **(Ordinary Resolution 4)**
   ii) Tan Sri Dr. Lin See Yan **(Ordinary Resolution 5)**

5. To re-elect Mr Chin Kwai Yoong as a Director of the Company pursuant to Article 104 of the Articles of Association of the Company. **(Ordinary Resolution 6)**

6. To consider and, if thought fit, pass the following resolutions pursuant to Section 129 of the Companies Act, 1965:

   (i) "That Tan Sri Mohd Amin bin Osman, retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **(Ordinary Resolution 7)**

   (ii) "That Dato' Paduka Nik Hashim bin Nik Yusoff, retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **(Ordinary Resolution 8)**

7. To re-appoint PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 9)**

AS SPECIAL BUSINESSES

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

Special Resolution

8. **Proposed Amendments to the Articles of Association of the Company**

   "That the amendments to the existing Articles of Association of the Company as proposed and set forth under Part C of the Document to Shareholders dated 30 May 2008 be and are approved and adopted by the Company, and that the Directors of the Company be and are authorised to do all acts and things and take all such steps as they may consider necessary and/or desirable to give full effect to these amendments to the Articles of Association of the Company." **(Special Resolution)**

Ordinary Resolutions

9. **Authority to issue and allot shares pursuant to Section 132D of the Companies Act, 1965**

   "That, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Section 132D of the Companies Act, 1965 to issue and allot shares in the Company, at any time 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 issued pursuant to this resolution does not exceed 10% of the issued and paid-up share capital of the Company for the time being, and this authority under this resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company, and that:

   (a) approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) in connection therewith; and

   (b) the Directors of the Company 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." **(Ordinary Resolution 10)**

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

10. **Proposed renewal of the authority for the Company to purchase and/or hold its own shares of an aggregate amount of up to 10% of its prevailing issued and paid-up share capital at any time**

"That, subject to the passing of Ordinary Resolution 12, and subject to compliance with all applicable laws, the Company's Articles of Association, and the regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad ("Bursa Securities") and/or any other relevant regulatory authority:

(a) approval and authority be and are given for the Company to utilise up to the aggregate of the total retained earnings and share premium accounts of the Company based on its latest audited financial statements available up to the date of the transaction, to purchase, from time to time during the validity of the approval and authority under this resolution, such number of ordinary shares of 10 sen each in the Company (as may be determined by the Directors of the Company) on Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company, provided that the aggregate number of shares to be purchased and/or held by the Company pursuant to this resolution does not exceed 10% of the total issued and paid-up ordinary share capital of the Company at the time of purchase and provided further that in the event that the Company ceases to hold all or any part of such shares as a result of (among others) cancellations, resales and/or distributions of any of these shares so purchased, 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 10% of the total issued and paid-up ordinary share capital of the Company at the time of purchase. Based on the audited financial statements of the Company for the financial year ended 31 December 2007, the Company's retained earnings and share premium accounts were approximately RM5,253.3 million and RM1,151.4 million respectively;

(b) approval and authority conferred by this resolution shall commence on the passing of this resolution, and shall remain valid and in full force and effect until:

(i) the conclusion of the next Annual General Meeting of the Company; or
(ii) the expiry of the period within which the next Annual General Meeting is required by law to be held,

unless earlier revoked or varied by ordinary resolution of the members of the Company in general meeting, whichever occurs first;

(c) approval and authority be and are given to the Directors of the Company in their absolute discretion, to deal with any shares purchased and any existing treasury shares ("the said Shares") in the following manner:

(i) cancel the said Shares; and/or
(ii) retain the said Shares as treasury shares; and/or
(iii) distribute all or part of the said Shares as dividends to shareholders, and/or resell all or part of the said Shares on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancel all or part of the said Shares,

or in any other manner as may be prescribed by all applicable laws and/or regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force and that the authority to deal with the said Shares shall continue to be valid until all the said Shares have been dealt with by the Directors of the Company; and

(d) approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by any relevant regulatory authority or Bursa Securities and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company."

(Ordinary Resolution 11)

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

11. **Proposed exemption under Practice Note 2.9.10 of the Malaysian Code on Take-Overs and Mergers, 1998 to Kien Huat Realty Sdn Berhad and persons acting in concert with it from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them, upon the purchase by the Company of its own shares pursuant to the proposed renewal of share buy-back authority ("Proposed Exemption")**

    "That, subject to the passing of Ordinary Resolution 11 and the approval of the Securities Commission ("SC"), approval be and is hereby given for Kien Huat Realty Sdn Berhad ("KHR") and the persons acting in concert with KHR ("PAC") to be exempted from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them under Part II of the Malaysian Code on Take-Overs and Mergers 1998 ("Code"), which may arise upon the future purchase by the Company of its own shares pursuant to Ordinary Resolution 11, in conjunction with the application submitted by KHR and the PACs to the SC under Practice Note 2.9.10 of the Code, and further that approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by any relevant regulatory authority and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company." **(Ordinary Resolution 12)**

12. To transact any other business of which due notice shall have been given.

By Order of the Board

LOH BEE HONG
Secretary

Kuala Lumpur
30 May 2008

NOTES

A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies (but not more than two) to attend and vote instead of him. A proxy need not be a member of the Company but in accordance with Section 149 of the Companies Act, 1965, a member shall not be entitled to appoint a person who is not a member of the Company as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his holding to be represented by each proxy. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.

EXPLANATORY NOTES ON SPECIAL BUSINESSES

(1) Special Resolution, if passed, will streamline the Company's Articles with Chapter 7 of the Listing Requirements of Bursa Malaysia Securities Berhad as well as to facilitate some administrative issues and to ensure consistency throughout the Articles.

Further information on the Proposed Amendments to the Articles of Association of the Company is set out under Part C of the Document to Shareholders dated 30 May 2008 which is despatched together with the Company's 2007 Annual Report.

(2) Ordinary Resolution 10, if passed, will give authority to the Directors of the Company, from the date of the above Annual General Meeting, to issue and allot shares in the Company up to and not exceeding in total 10% of the issued and paid-up share capital of the Company for the time being, for such purposes as they consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

(3) Ordinary Resolution 11, if passed, will empower the Directors of the Company to purchase and/or hold the Company's shares of an aggregate amount of up to 10% of the issued and paid-up share capital of the Company for the time being ("Proposed Share Buy-Back Renewal") by utilising up to the total retained earnings and share premium of the Company based on its latest audited financial statements up to the date of the purchase . This authority will expire at 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 members of the Company at a general meeting, whichever occurs first.

Further information on the Proposed Share Buy-Back Renewal is set out under Part A of the Document to Shareholders dated 30 May 2008 which is despatched together with the Company's 2007 Annual Report.

(4) Ordinary Resolution 12, if passed, will enable the Securities Commission to consider the application by Kien Huat Realty Sdn Berhad ("KHR") for the proposed exemption under Practice Note 2.9.10 of the Malaysian Code on Take-Overs and Mergers, 1998 to KHR and the persons acting in concert with KHR from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them as a result of the Company's share buy-back activities ("Proposed Exemption").

Further information on the Proposed Exemption is set out under Part A and Part B of the Document to Shareholders dated 30 May 2008 which is despatched together with the Company's 2007 Annual Report.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.28 (2) of the 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 forthcoming Fortieth Annual General Meeting of the Company.

GENTING

GENTING BERHAD

(7916-A)

FORM OF PROXY

(Before completing the form please refer to the notes overleaf)

"A" I/We _____ NRIC No./Co. No.: _____
(FULL NAME IN BLOCK CAPITALS)

of _____
(ADDRESS)

being a member of GENTING BERHAD hereby appoint

_____ NRIC No.: _____
(FULL NAME)

of _____
(ADDRESS)

or failing him _____ NRIC No.: _____
(FULL NAME)

of _____
(ADDRESS)

or failing him, *the CHAIRMAN OF THE MEETING as *my/our first proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Monday, 23 June 2008 at 2.30 p.m. and at any adjournment thereof.

"B" Where it is desired to appoint a second proxy, this section must also be completed, otherwise it should be deleted.

I/We _____ NRIC No./Co. No.: _____
(FULL NAME IN BLOCK CAPITALS)

of _____
(ADDRESS)

being a member of GENTING BERHAD hereby appoint

_____ NRIC No.: _____
(FULL NAME)

of _____
(ADDRESS)

or failing him _____ NRIC No.: _____
(FULL NAME)

of _____
(ADDRESS)

or failing him, *the CHAIRMAN OF THE MEETING as *my/our second proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Monday, 23 June 2008 at 2.30 p.m. and at any adjournment thereof.

The proportions of my/our holding to be represented by my/our proxies are as follows :

First Proxy "**A**"	%
Second Proxy "**B**"	%
	100%

In case of a vote taken by a show of hands *First Proxy "A"/Second Proxy "B" shall vote on my/our behalf.

My/our proxies shall vote as follows:

RESOLUTIONS		First Proxy "A"		Second Proxy "B"	
		For	Against	For	Against
To receive and adopt the Audited Financial Statements	Ordinary Resolution 1				
To sanction the declaration of a final dividend of 4.3 sen less tax per ordinary share	Ordinary Resolution 2				
To approve payment of Directors' fees	Ordinary Resolution 3				
To re-elect the following Directors: i) Dato' Dr. R. Thillainathan ii) Tan Sri Dr. Lin See Yan iii) Mr Chin Kwai Yoong	 Ordinary Resolution 4 Ordinary Resolution 5 Ordinary Resolution 6				
To re-appoint the following Directors in accordance with Section 129 of the Companies Act, 1965: i) Tan Sri Mohd Amin bin Osman ii) Dato' Paduka Nik Hashim bin Nik Yusoff	 Ordinary Resolution 7 Ordinary Resolution 8				
To re-appoint Auditors	Ordinary Resolution 9				
To amend the Articles of Association of the Company	Special Resolution				
To empower Directors to issue and allot shares up to 10% of the Company's total issued and paid-up capital	Ordinary Resolution 10				
To renew the authority for the Company to purchase and/or hold its own shares up to 10% of its prevailing issued and paid-up capital	Ordinary Resolution 11				
To grant exemption under Practice Note 2.9.10 of the Malaysian Code on Take-Overs and Mergers 1998	Ordinary Resolution 12				

(Please indicate with an "X" in the spaces provided how you wish your votes to be cast. If you do not do so, the proxy/proxies will vote or abstain from voting at his/their discretion.)

Signed this _____ day of _____ 2008

No. of Shares held	CDS Account No.

_____
Signature of Member(s)

* Delete if inapplicable

NOTES

A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies (but not more than two) to attend and vote instead of him. ***A proxy need not be a member of the Company but in accordance with Section 149 of the Companies Act, 1965, a member shall not be entitled to appoint a person who is not a member of the Company as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case.*** *Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his holding to be represented by each proxy. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.*

In the case of a corporation, this form must be either under seal or signed by a duly authorised officer or attorney.

EXPLANATORY NOTES ON SPECIAL BUSINESSES

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Further information on the Proposed Share Buy-Back Renewal is set out under Part A of the Document to Shareholders dated 30 May 2008 which is despatched together with the Company's 2007 Annual Report.

(4) Ordinary Resolution 12, if passed, will enable the Securities Commission to consider the application by Kien Huat Realty Sdn Berhad ("KHR") for the proposed exemption under Practice Note 2.9.10 of the Malaysian Code on Take-Overs and Mergers 1998 to KHR and the persons acting in concert with KHR from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them as a result of the Company's share buy-back activities ("Proposed Exemption").

Further information on the Proposed Exemption is set out under Part A and Part B of the Document to Shareholders dated 30 May 2008 which is despatched together with the Company's 2007 Annual Report.

GROUP OFFICES
GENTING BERHAD
www.genting.com

LEISURE & HOSPITALITY DIVISION

RESORTS

Genting Highlands Resort
69000 Pahang, Malaysia
T: +603 6101 1118
F: +603 6101 1888

Awana Genting Highlands Golf & Country Resort
8th Mile, Genting Highlands,
69000 Pahang, Malaysia
T: +603 6436 9000
F: +603 6101 3535

Awana Kijal Golf & Beach Resort
KM 28, Jalan Kemaman-Dungun,
24100 Kijal, Kemaman,
Terengganu, Malaysia
T: +609 864 1188
F: +609 864 1688

Awana Porto Malai, Langkawi
Tanjung Malai, 07000 Langkawi,
Kedah, Malaysia
T: +604 955 5111
F: +604 955 5222

SALES & RESERVATIONS OFFICES

World Reservations Centre (WRC)
Genting Highlands Resort
(For rooms, concerts & shows, Genting World Card, theme park ride tickets, transportation, Star Cruises,Awana Vacation Resorts)
Genting One Hub
Lower Ground Floor, Wisma Genting,
28, Jalan Sultan Ismail,
50250 Kuala Lumpur
T: +603 2718 1118
F: +603 2718 1888
Reservations E-mail :
customercare@genting.com
Membership E-mail :
hotline@worldcard.com.my

Penang
10-1AB, 10th Floor,
IP Tower, Island Plaza,
118, Jalan Tanjong Tokong,
10470 Penang, Malaysia
T: +604 890 2300
F: +604 890 2500

Ipoh
11, Persiaran Greentown 8,
Greentown Business Centre,
30450 Ipoh,
Perak, Malaysia
T: +605 243 2988
F: +605 243 6988

Johor Bahru
1F-Ground Floor, Jalan Maju,
Taman Maju Jaya,
80400 Johor Bahru, Malaysia
T: +607 334 4555
F: +607 334 4666

Kuching
Shoplot 19, Ground Floor,
Wisma Phoenix,
Song Thian Cheok Road,
93100 Kuching, Sarawak, Malaysia
T: +6082 412 522
F: +6082 412 022

Meetings, Incentives, Conventions & Exhibitions (M.I.C.E)
23rd Floor, Wisma Genting,
28 Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia
T: +603 2333 6686
F: +603 2162 1551
E: mice@genting.com
mice.genting.com.my

OTHER SERVICES

Casino De Genting
Genting Highlands Resort
69000 Genting Highlands
Pahang Darul Makmur
Malaysia
Membership hotline: +603 6105 2028
VIP Reservations: +603 2718 1188
Casino Programmes
T: +603 2718 1189
F: +603 6105 2080

Maxims Genting
Genting Hotel
Genting Highlands Resort
69000 Genting Highlands
Pahang Darul Makmur
Malaysia
T: +603 2718 1133
F: +603 6105 9388
www.maxims.com.my

Club Elite
Highlands Hotel
Genting Highlands Resort
69000 Genting Highlands
Pahang Darul Makmur
Malaysia
T: +603 2718 1199
F: +603 6105 9399

VIP
Highlands Hotel
Genting Highlands Resort
69000 Genting Highlands
Pahang Darul Makmur
Malaysia
T: +603 2718 1188
F: +603 6105 2080

Resorts World Tours Sdn Bhd
(For airline ticketing, outbound & inbound tours)
Genting One Hub
Lower Ground Floor, Wisma Genting,
28, Jalan Sultan Ismail,
50250 Kuala Lumpur
T: +603 2333 6663 / 6667
F: +603 2333 6995

Limousine Service Counter (KLIA Sepang)
Arrival Level 3, Main Terminal Building,
KL International Airport,
64000 KLIA Sepang,
Selangor, Malaysia
T: +603 8776 6753
F: +603 8787 4451

Limousine Service Counter (Genting Highlands)
Highlands Hotel,
69000 Genting Highlands Resort
T: +603 6105 9584
F: +603 6105 9585

Genting Transport Reservations Centre
(For buses and limousines)
Lot 1988/4888, Jalan Segambut Tengah,
51200 Kuala Lumpur, Malaysia
T: +603 6251 8398 / 6253 1762
F: +603 6251 8399

OVERSEAS SALES / BRANCH / REPRESENTATIVE / WORLDCARD OFFICES

Australia
Genting (NSW) Pty Ltd *
Suite 810, Level 8, 401 Sussex Street
Sydney, NSW 2000
T: +612 9281 1433
F: +612 9281 1430

Hong Kong
Genting International P.L.C. *
Suite 1001, Ocean Centre,
5 Canton Road, Tsimshatsui
Kowloon, Hong Kong SAR
T: +852 2317 7133
F: +852 2314 8724

India
Genting India Travel Services Pte Ltd *
510, Churchgate Chambers
5th Floor, 5 New Marine Lines Road
Mumbai 400020, India
T: +91 22 2264 0383
F: +91 22 2264 0383

Genting India Travel Services Pte Ltd *
1518, 15th Floor, Ansal Tower
38, Nehru Place
New Delhi 110019, India
T: +91 11 2629 5674
F: +91 11 2629 5673

Singapore
Genting International (S) Pte Ltd *
#11-18 Park Mall, 9 Penang Road
Singapore 238459
T: +65 6823 9888
F: +65 6823 9878
E: genting1@pacific.net.sg

Thailand
Genting International (Thailand) Ltd *
153, Lot No. 400, 4th Floor
The Peninsula Plaza
Radjadumri Road, Lumpini, Patumwan
Bangkok 10330, Thailand
T: +662 254 0753 / 54 / 55
F: +662 254 0768

United Kingdom
Genting International (UK) Limited *
31 Curzon Street
W1J 7TW
United Kingdom
T: +44 020 7659 6210
F: +44 020 7499 2474

UAE - Sharjah
Adriana Limited ^
Sharjah Airport International Free Zone
Executive Suite X4-17
P.O. Box 120652,
Sharjah – U.A.E
T: +971 6557 5015
F: +971 6557 5076

** Sales Office ^ Branch Office # Representative Office*

GROUP OFFICES
GENTING BERHAD
www.genting.com

OVERSEAS SALES / BRANCH / REPRESENTATIVE / WORLDCARD OFFICES (cont'd)

China
Adriana Limited#
Unit 09, 16th Floor No. 8 Kuai Ji Ld,
HuangPu District
Jin Tian Di International Plaza
Shanghai, China
T: +86 6326 3866 / 6326 3626
F: +86 6326 3727

Indonesia
Adriana Limited#
l.lr.H.Juanda III No 29B, Lt.3
Jakarta Pusat 10120, Indonesia
T: +62 21 351 9041
F: +62 21 386 3506

Adriana Limited#
Building King's Star Travel
Add. Letjend Suprapto No.2-N
Medan 20151, Indonesia
T: +62 61 451 1705
F: +62 61 452 2649

Adriana Limited#
JL.Indragiri 12-18 Blok A9
Surabaya 60241
East Java, Indonesia
T: +62 31 561 4161
F: +62 31 561 4220

Vietnam
Adriana Limited#
170 Bis (3rd Floor) Tran Hung Doa St.
Nguyen Cu Trinh Ward, District 1
Ho Chi Minh, Vietnam
Tel: +84 8 920 6334/8920 6335
Fax: +84 8 920 6335

Worldcard Hong Kong
Suite 1001, Ocean Centre
5 Canton Road
Tsimshatsui, Kowloon
Hong Kong SAR
T: +852 2978 3888
F: +852 2314 8512
E: hotline@worldcard.com.hk
www.worldcard.com.hk

Worldcard Malaysia
19th Floor, Wisma Genting
28 Jalan Sultan Ismail
50250 Kuala Lumpur
Malaysia
T: +603 2179 1888
F: +603 2333 6611
E: hotline@worldcard.com.my
www.worldcard.com.my

Worldcard Singapore
#13-10 Park Mall
9 Penang Road
Singapore 238459
T: +65 6720 0888
F: +65 6720 0866
E: hotline@worldcard.com.sg
www.worldcard.com.sg

Star Cruises Limited
Malaysia
21st Floor, Wisma Genting, Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia
T: +603 2302 8888
F: +603 3101 1406

Star Cruises Terminal, Pulau Indah,
Pelabuhan Barat, 42009 Pelabuhan Klang,
Selangor Darul Ehsan, Malaysia
T: +603 3101 1313
F: + 603 3101 1406

PLANTATION DIVISION

REGIONAL OFFICE

Asiatic Regional Office, Sabah
Wisma Asiatic,
KM 12, Labuk Road,
90000 Sandakan,
Sabah, Malaysia
Tel: +089 673 811 / 672 787
Fax: +089 673 976

Asiatic Nusantara
10th Floor Gedung Artha Graha
Sudirman Central Business District
Jl. Jenderal Sudirman Kav. 52-53
Jakarta 12190, Indonesia

PROPERTY DIVISION

Gentinggi Sdn Bhd
Genting Property Management Sdn Bhd
23rd Floor, Wisma Genting,
Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia
T: +603 2178 2233 / 2333 2233
F: +603 2161 5304

Property Sales
- Awana Condominium
- Ria Apartments
Enquiries:
T: +603 2178 2233 / 2333 2233
Fax: +603 2163 5079

Kijal Resort Sdn Bhd (Sales Office)
Angsana Apartments
Baiduri Apartments
8th Floor, Wisma Genting,
Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia
T: +603 2178 2233 / 2333 2233
F: +603 2164 7480

Projek Bandar Pelancongan Pantai Kijal
KM 28, Jalan Kemaman-Dungun,
24100 Kijal, Kemaman,
Terengganu, Malaysia
T: +609 864 9261
F: +609 864 9260

Asiatic Cheng Perdana Sales Office
No. 32, Jalan Cheng Perdana 1/6
Desa Cheng Perdana 1, Cheng
75250 Melaka, Malaysia
T: +606 312 3548
F: +606 312 3590

Asiatic Permaipura Sales Office
No. 5, Jalan Permaipura 5, Riverside
08100 Bedong, Kedah, Malaysia
T: +604 459 4000
F: +604 459 4500

Asiatic Indahpura Sales Office
19th Mile, Kulai Besar
81000 Kulai, Johor, Malaysia
T: +607 663 1188
F: +607 662 4655

Asiatic Pura Kencana Sri Gading Sales Office
Batu 8, Jalan Kluang
83300 Sri Gading
Batu Pahat
Johor, Malaysia
T: +607 455 8181
F: +607 455 7171

POWER DIVISION

Genting Sanyen Power Sdn Bhd
Kuala Langat Power Plant
Lot 7090, Mukim Tanjung 12,
Bukit Changgang,
Daerah Kuala Langat,
42700 Banting, Selangor, Malaysia
T: +603 3182 6800
F: +603 3182 6900

China
Genting Power China Office
Unit C, 12th Floor, Tower A
Gateway Plaza
No 18, Xiaguangli, Dong San Huan Bei Lu
Chaoyang District
Beijing 100027, China
T: +86 10 84400990
F: +86 10 84400688

India
Genting Lanco Power (India) Pte Ltd
Lanco Kondapalli Power Project
Kondapalli IDA, Krishna Dist – 521 228
Andhra Pradesh, India
T: +91 866 2872807
F: +91 866 2872806

OIL & GAS DIVISION

Genting Oil & Gas (China) Ltd
Unit C, 12th Floor, Tower A
Gateway Plaza
No 18, Xiaguangli, Dong San Huan Bei Lu
Chaoyang District
Beijing 100027, China
T: +86 10 84400990
F: +86 10 84400688

Dongying Office
Blue Horizon International Hotel
5th Floor, Office Building Block A
Huanghe-Lushan Crossroad
New District Dongying of Shandong, China
T: +86 546 8151900
F: +86 546 8151988

Indonesia
Genting Oil Natuna Pte Ltd/
Sanyen Oil & Gas Pte Ltd
Bapindo Plaza, Citibank Tower
25th Floor, Jl. Jend. Sudirman Kav. 54-55
Jakarta, 12190, Indonesia
T: +62 21 5273828
F: +62 21 5273827

Morocco
Genting Oil Morrocco Limited
Residence Rif, Apt No. 2 au 1er etage
Avenue Fal Ould Omeir, Agdal, Rabat
Morocco
T: +212 3768 1397
F: +212 3768 1396

** Sales Office ^ Branch Office # Representative Office*

GROUP OFFICES
GENTING BERHAD
www.genting.com

CORPORATE OFFICES

Genting Berhad - Group Head Office
24th Floor, Wisma Genting, 28 Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia.
T: +603 2178 2288 / 2333 2288
F: +603 2161 5304
E: gbinfo@genting.com

LEISURE & HOSPITALITY DIVISION

Resorts World Bhd
Awana Hotels & Resorts
www.resortsworld.com
www.genting.com.my
www.awana.com.my
23rd Floor, Wisma Genting, 28 Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia.
T: +603 2178 2233 / 2333 2233
F: +603 2161 5304
E: rwbinfo@genting.com

Genting International P.L.C.
www.gentinginternational.com

Hong Kong - Head Office
Genting International P.L.C
Suite 1001, Ocean Centre
5 Canton Road, Tsimshatsui
Kowloon, Hong Kong S.A.R.
T: +852 2317 7133
F: +852 2314 8724

Singapore
Resorts World at Sentosa Pte Ltd
www.rwsentosa.com
39, Artillery Avenue, Sentosa
Singapore 099958
T: +65 6407 8833
F: +65 6407 8832

United Kingdom
Genting Stanley Plc
www.stanleycasinos.com
31, Curzon Street,
London W1J 7TW
United Kingdom
T: +44 207 518 0572
F: +44 207 499 2474

Malaysia
Genting International Services Sdn Bhd
16th Floor, Wisma Genting, 28 Jalan Sultan Ismail
50250 Kuala Lumpur,Malaysia
T: +603 2178 2288 / 2333 2288
F: +603 2161 6368

E-Genting Holdings Sdn Bhd
19th Floor, Wisma Genting, 28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia
T: +603 2178 2288 / 2333 2288
F: +603 2333 6666/ 2333 6288

Star Cruises Limited
www.starcruises.com
Suite 1501, Ocean Centre,
5 Canton Road, Tsimshatsui,
Kowloon, Hong Kong S.A.R.
T: +852 2378 2000
F: +852 2314 3809

PLANTATION DIVISION

Asiatic Development Berhad
www.asiatic.com.my
10th Floor, Wisma Genting,
28 Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia.
T: +603 2178 2255 / 2333 2255
F: +603 2161 6149
E: info@asiatic.com.my

POWER DIVISION

Genting Power Holdings Limited
www.gentingsanyen.com
22nd Floor, Wisma Genting, 28 Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia.
T: +603 2178 2211 / 2333 2211
F: +603 2162 4032
E: enquiry@gentingsanyen.com

OIL & GAS DIVISION

Genting Oil & Gas Limited
www.gentingoil.com
22nd Floor, Wisma Genting,
28 Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia.
T: +603 2178 2211 / 2333 2211
F: +603 2163 5187
E: info@gentingoil.com

PROPERTY DIVISION

Asiatic Land Development Berhad
www.asiatic.com.my
12th Floor, Wisma Genting,
28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia.
T: +603 2178 2255 / 2333 2255
F: +603-21641218
E: info@asiatic.com.my

BIOTECHNOLOGY DIVISION

Asiatic Centre for Genome Technology Sdn Bhd
www.acgt.asia
25th Floor, Wisma Genting,
28 Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia.
T: +603 2178 2288 / 2333 2288
F: +603 2161 3621
E: info@acgt.asia

GENTING BERHAD (7916-A)

24th Floor, Wisma Genting, Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia

T: +603 2178 2288 / 2333 2288 F: +603 2161 5304

www.genting.com

GENTING
MALAYSIA

2009

ANNUAL REPORT

GENTING MALAYSIA BERHAD (58019-U)

(formerly known as Resorts World Bhd)

GENTING MALAYSIA BERHAD
(formerly known as Resorts World Bhd)

To be the leading Leisure, Hospitality and Entertainment Corporation in the world.

OUR MISSION

We will:

1. Be responsive to the changing demands of our customers and excel in providing quality products and services.

2. Be committed to innovation and the adoption of new technology to achieve competitive advantage.

3. Generate a fair return to our shareholders.

4. Pursue personnel policies which recognise and reward performance and contributions of employees and provide proper training, development and opportunities for career advancement.

5. Be a responsible corporate citizen, committed to enhancing corporate governance and transparency.

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CORPORATE PROFILE

www.gentingmalaysia.com
www.rwgenting.com

Genting Malaysia Berhad ("GENM") *(formerly known as Resorts World Bhd)* is one of the world's leading companies in the leisure and hospitality industry, with strong financial background and experienced management. The contributions of GENM and its sister companies are paramount to the success of the Genting Group, headed by Genting Berhad, as one of Asia's leading multinational group of corporations.

GENM's crown jewel is Resorts World Genting, which has been voted the World's Leading Casino Resort *(2005, 2007 to 2009)* and Asia's Leading Casino Resort *(2005 to 2009)* by World Travel Awards. At 2,000 metres (6,000 feet) above sea level, the Resort has six hotels with approximately 10,000 rooms, numerous food and beverage outlets, retail outlets, fun rides, attractions, MICE facilities, mega shows and endless entertainment. First World Hotel is one of the world's largest hotels, with 6,118 rooms.

GENM also owns and operates the Awana chain of hotels and resorts, which comprise Awana Genting Highlands Golf & Country Resort, Awana Kijal Golf, Beach & Spa Resort and Awana Porto Malai, Langkawi.

bringing you the best in...

accommodation • dining pleasure • theme parks & attractions • gaming experience
international shows • meetings & conventions • spa & relaxation • leisure cruising

GENTING PREMIER BRANDS

GENTING

CLUBS, SUITES, PENTHOUSE AND RESIDENCES
RESORTS WORLD GENTING
MALAYSIA

INTEGRATED RESORT
RESORTS WORLD SENTOSA
SINGAPORE

GENTING UK

CASINO CLUBS
LONDON
UNITED KINGDOM

CORPORATE DIARY

2009

25 February
Announcement of the Consolidated Unaudited Results of the Group for the fourth quarter and the Audited Results for the financial year ended 31 December 2008.

7 April
Announcement of the proposed renewal of the authority for the Company to purchase its own shares and proposed exemption under Practice Note 2.9.10 of the Malaysian Code on Take-Overs and Mergers, 1998.

12 May
Announcement of the following:
(a) Entitlement Date for the Proposed Final Dividend in respect of the financial year ended 31 December 2008.
(b) Twenty-Ninth Annual General Meeting.
(c) Proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature.
(d) Proposed change of name from Resorts World Bhd to Genting Malaysia Berhad.

20 May
Announcement of the subscription by Resorts World Limited ("RWL"), an indirect wholly-owned subsidiary of the Company, of a total of US$50 million (approximately RM176 million) nominal amount of senior secured notes due 2014 and 2017 issued by MGM Mirage, Inc.

25 May
Notice to Shareholders of the Twenty-Ninth Annual General Meeting.

27 May
Announcement of the Consolidated Unaudited Results of the Group for the first quarter ended 31 March 2009.

16 June
Twenty-Ninth Annual General Meeting.

19 June
Announcement of the change of name of the Company from Resorts World Bhd to Genting Malaysia Berhad with effect from 18 June 2009.

1 July
Announcement of the re-designation of Tan Sri Alwi Jantan as a Non-Independent Non-Executive Director of the Company upon his retirement as an Executive Director with effect from 1 July 2009.

26 August
Announcement of the following:
(a) Consolidated Unaudited Results of the Group for the second quarter ended 30 June 2009.
(b) Entitlement Date for the Interim Dividend in respect of the half year ended 30 June 2009.

21 October
Announcement of the subscription by RWL of a total of US$15 million (approximately RM50.51 million) nominal amount of First Mortgage Notes due 2017 issued by Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp.

25 November
Announcement of the resignation of Tan Sri Wan Sidek bin Hj Wan Abdul Rahman as an Independent Non-Executive Director of the Company and member of the Audit Committee with effect from 1 December 2009.

26 November
Announcement of the Consolidated Unaudited Results of the Group for the third quarter ended 30 September 2009.

8 December
Announcement of the proposed acquisitions by the Company of the entire issued and paid-up share capital of Oakwood Sdn Bhd and Genting Highlands Tours and Promotion Sdn Bhd, both wholly-owned subsidiaries of Genting Berhad, a company which owns 48.6% equity interest in the Company for a cash consideration of RM212,709,548 and RM15,935,411 respectively ("Proposed Acquisitions").

11 December
Announcement of the completion of the Proposed Acquisitions.

2010

25 February
Announcement of the following:
(a) Consolidated Unaudited Results of the Group for the fourth quarter and the Audited Results for the financial year ended 31 December 2009.
(b) Appointment of Mr Teo Eng Siong as an Independent Non-Executive Director of the Company.

17 March
Announcement of the subscription by RWL of a total of US$18 million (approximately RM60 million) nominal amount of 9% senior secured notes due 2020 issued by MGM Mirage, Inc.

5 April
Announcement of the proposed renewal of the authority for the Company to purchase its own shares and proposed exemption under Practice Note 2.9.10 of the Malaysian Code on Take-Overs and Mergers, 1998.

23 April
Announcement of the subscription by RWL of a total of US$48 million (approximately RM153.4 million) nominal amount of 4.25% convertible senior notes due 2015 issued by MGM Mirage, Inc.

3 May
Announcement of the proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature.

5 May
Announcement of the following:
(a) Entitlement Date for the Proposed Final Dividend in respect of the financial year ended 31 December 2009.
(b) Thirtieth Annual General Meeting.
(c) Proposed amendments to the Articles of Association of the Company.
(d) Proposed retirement gratuity payment to Tan Sri Wan Sidek bin Hj Wan Abdul Rahman.

DIVIDENDS		Announcement	Entitlement Date	Payment
2008	Final - 4.0 sen less tax per ordinary share of 10 sen each	25 February 2009	30 June 2009	21 July 2009
2009	Interim - 3.0 sen less tax per ordinary share of 10 sen each	26 August 2009	30 September 2009	21 October 2009
2009	Proposed Final - 4.3 sen less tax per ordinary share of 10 sen each	25 February 2010	30 June 2010	21 July 2010*

** Upon approval of Shareholders at the Thirtieth Annual General Meeting*

CORPORATE INFORMATION

BOARD OF DIRECTORS

Tan Sri Lim Kok Thay	Chairman and Chief Executive
Tun Mohammed Hanif bin Omar	Deputy Chairman
Tan Sri Alwi Jantan	Non-Independent Non-Executive Director
Mr Quah Chek Tin	Independent Non-Executive Director
Tan Sri Dr. Lin See Yan	Independent Non-Executive Director
Tan Sri Clifford Francis Herbert	Independent Non-Executive Director
General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin	Independent Non-Executive Director
Mr Teo Eng Siong	Independent Non-Executive Director

AUDIT COMMITTEE

Tan Sri Clifford Francis Herbert
Chairman/Independent Non-Executive Director

Tan Sri Dr. Lin See Yan
Member/Independent Non-Executive Director

Mr Quah Chek Tin
Member/Independent Non-Executive Director

NOMINATION COMMITTEE

Mr Quah Chek Tin
Chairman/Independent Non-Executive Director

Tan Sri Clifford Francis Herbert
Member/Independent Non-Executive Director

Tan Sri Dr. Lin See Yan
Member/Independent Non-Executive Director

REMUNERATION COMMITTEE

Tan Sri Dr. Lin See Yan
Chairman/Independent Non-Executive Director

Tan Sri Clifford Francis Herbert
Member/Independent Non-Executive Director

Tan Sri Lim Kok Thay
Member/Chairman and Chief Executive

SECRETARY

Ms Loh Bee Hong

PRINCIPAL EXECUTIVE OFFICERS

Tan Sri Lim Kok Thay
Chairman and Chief Executive

Tun Mohammed Hanif bin Omar
Deputy Chairman

Dato' Lee Choong Yan
President and Chief Operating Officer

Mr Kevin Sim Kia Ju
Executive Vice President - Resorts Operations

Ms Koh Poy Yong
Chief Financial Officer

Mr Leow Beng Hooi
Senior Vice President - Casino Marketing

Mr Lim Eng Ming
Senior Vice President - Casino & Security Operations

Mr Edward Arthur Holloway
Senior Vice President - Hotel Operations

Mr Paul Chan Meng Yeong
Senior Vice President - Sales & Marketing

Mr Charles Chow Chon Jin
Senior Vice President - Human Resources

Mr Ng Say Beng
Senior Vice President - Finance

GENTING MALAYSIA BERHAD (FORMERLY KNOWN AS RESORTS WORLD BHD)

A public limited liability company
Incorporated and domiciled in Malaysia
Company no. 58019-U

REGISTERED OFFICE

24th Floor, Wisma Genting, Jalan Sultan Ismail,
50250 Kuala Lumpur
Tel : +603 2178 2288/2333 2288
Fax : +603 2161 5304
E-mail : ir.genm@genting.com

REGISTRARS

Genting Management and Consultancy Services Sdn Bhd
24th Floor, Wisma Genting, Jalan Sultan Ismail,
50250 Kuala Lumpur
Tel : +603 2178 2266/2333 2266
Fax : +603 2161 5304

STOCK EXCHANGE LISTING

Main Market of Bursa Malaysia Securities Berhad
(Listed on 22 December 1989)

Stock Name: GENM
Stock Code: 4715

AUDITORS

PricewaterhouseCoopers (Chartered Accountants)

INTERNET HOMEPAGE

www.gentingmalaysia.com
www.rwgenting.com

DIRECTORS' PROFILE

TAN SRI LIM KOK THAY
Chairman and Chief Executive

Tan Sri Lim Kok Thay (Malaysian, aged 58), appointed on 17 October 1988, is the Chairman and Chief Executive. He holds a Bachelor of Science Degree in Civil Engineering from the University of London. He attended the advanced management programme of Harvard Business School, Harvard University in 1979. He is also the Chairman and Chief Executive of Genting Berhad; the Chief Executive and a Director of Genting Plantations Berhad (formerly known as Asiatic Development Berhad); the Executive Chairman of Genting Singapore PLC and Resorts World at Sentosa Pte Ltd; and the Chairman of Genting UK Plc.

In addition, he sits on the Boards of other Malaysian and foreign companies. He joined the Genting Group in 1976 and has since served in various positions within the Group. He also sits on the Board of trustees of several charitable organisations in Malaysia.

Tan Sri Lim is the Chairman and Chief Executive Officer of Genting Hong Kong Limited (formerly known as Star Cruises Limited) ("GENHK"), a company listed on The Stock Exchange of Hong Kong Limited. He also has an interest in the securities of GENHK. The GENHK group engages in cruise and cruise-related businesses which form a segment of the leisure industry. As disclosed in the GENHK's circular dated 30 March 2007, GENHK group acquired shares in Macau Land Investment Corporation to invest in Macau with a view to develop a hotel for the operation of a casino (subject to obtaining the relevant authorisation from the Government of Macau). On 31 July 2008, the GENHK group entered into a number of agreements with Alliance Global Group, Inc., a company listed on the Philippine Stock Exchange, Inc. to acquire, upon completion, an aggregate of 50% (direct and indirect) interests in the share capital of Travellers International Hotel Group, Inc. to pursue strategic and collaborative arrangements to develop and operate leisure and entertainment complexes in the Philippines.

In the context of the above businesses of GENHK, Tan Sri Lim is therefore considered as having interests in businesses apart from the Group's business, which may compete indirectly with the Group's business.

For his significant contributions to the leisure and travel industry, he has been named the "Travel Entrepreneur of the Year 2009" by Travel Trade Gazette (TTG) Asia and "The Most Influential Person in Asian Gaming 2009" by Inside Asian Gaming.

TUN MOHAMMED HANIF BIN OMAR
Deputy Chairman

Tun Mohammed Hanif bin Omar (Malaysian, aged 71), appointed on 23 February 1994, is the Deputy Chairman. He was the Inspector-General of The Royal Malaysian Police for 20 years before retiring in January 1994, having joined as an officer in 1959. He holds a Bachelor of Arts Degree from the University of Malaya, Singapore, Bachelor of Law (Honours) Degree from Buckingham University and the Certificate of Legal Practice (Honours) from the Legal Qualifying Board.

He is also the Deputy Chairman of Genting Berhad and the Chairman of General Corporation Berhad and sits on the Boards of AMMB Holdings Berhad, AmBank (M) Berhad, AmIslamic Bank Berhad, AMFB Holdings Berhad and AmInvestment Bank Berhad.

He has received honorary awards from Malaysia, Indonesia, Thailand, Singapore, Brunei and the Philippines for his invaluable contribution towards the region's security. In 1993, he became the only serving public servant to be awarded non-ex-officio Malaysia's highest non-royal award which carries the titleship of 'Tun'.

Tun Mohammed Hanif was a member of the 2004 Royal Commission for the Enhancement of the Operations and Management of The Royal Malaysian Police. He is the President of the Malaysian Institute of Management (MIM) and the Malaysian Branch of the Royal Asiatic Society (MBRAS), member of the Malaysian Equine Council and a Council Member of the Malaysian Crime Prevention Foundation. In addition, he is the Chairman of the Tun Razak Trust Foundation and a trustee of the Malaysian Liver Foundation and The MCKK Foundation.

DIRECTORS' PROFILE (cont'd)

TAN SRI ALWI JANTAN
Non-Independent Non-Executive Director

Tan Sri Alwi Jantan (Malaysian, aged 75), appointed on 10 August 1990, was re-designated as a Non-Independent Non-Executive Director, following his retirement as an Executive Director on 1 July 2009. He joined the Company on 1 July 1990 as Executive Vice President – Public Affairs & Human Resources and was re-designated as Executive Director on 2 July 2007. A graduate of the University of Malaya with a Bachelor of Arts (Honours) Degree, he had a distinguished career in the public service. Prior to joining the Company, he was the Director General of Public Service Malaysia. He sits on the Board of UOA Asset Management Sdn Bhd, the manager of the public-listed UOA Real Estate Investment Trust and on the Board of public-listed Hiap Teck Venture Bhd.

MR QUAH CHEK TIN
Independent Non-Executive Director

Mr Quah Chek Tin (Malaysian, aged 58), appointed on 15 January 2003, was redesignated as an Independent Non-Executive Director on 8 October 2008. He began his career with Coopers & Lybrand, London before returning to Malaysia. He joined the Genting Group in 1979 and has served in various positions within the Group. He was the Executive Director and Chief Operating Officer of the Company as well as the Executive Director of Genting Berhad prior to his retirement on 8 October 2006. He holds a Bachelor of Science (Honours) Degree in Economics from the London School of Economics and Political Science and is a Fellow of the Institute of Chartered Accountants in England and Wales and a member of the Malaysian Institute of Accountants.

In addition, he sits on the Boards of Genting Berhad, Genting Plantations Berhad (formerly known as Asiatic Development Berhad), Paramount Corporation Berhad, ECS ICT Berhad and Batu Kawan Berhad.

TAN SRI DR. LIN SEE YAN
Independent Non-Executive Director

Tan Sri Dr. Lin See Yan (Malaysian, aged 70), appointed on 27 February 2002, is an Independent Non-Executive Director. He is an independent strategic and financial consultant and a British chartered scientist. Dr. Lin received three degrees from Harvard University, including a PhD in economics. He is an Eisenhower Fellow and also Pro Chancellor, Universiti Sains Malaysia, Professor of Economics (Adjunct) at Universiti Utara Malaysia and Professor of Business & International Finance (Adjunct) at University Malaysia Sabah.

Prior to 1998, he was Chairman/President and Chief Executive Officer of the Pacific Bank Group and for 14 years previously, Deputy Governor of Bank Negara Malaysia (the Central Bank), having been a central banker for 34 years. After retiring as Chairman of EXCO, Khazanah Nasional in 2000, Dr. Lin continues to serve the public interest, including as a Member of the Prime Minister's Economic Council Working Group as well as a member of key National Committees on Higher Education and Economic Advisor of the Associated Chinese Chambers of Commerce and Industry Malaysia. He is the Chairman Emeritus of the Harvard Graduate School Alumni Association Council at Harvard University as well as its Regional Director for Asia of the Harvard Alumni Association. He is also President of the Harvard Club of Malaysia and Distinguished Fellow of the Institute of Strategic and International Studies Malaysia.

Dr. Lin advises and sits on the Boards of a number of public listed and private enterprises in Malaysia, Singapore, Hong Kong and Indonesia, including as Independent Director of Genting Berhad, Ancom Berhad, Fraser & Neave Holdings Berhad, Jobstreet Corporation Berhad, KrisAssets Holdings Berhad and Wah Seong Corporation Berhad.

Dr. Lin is a trustee of Tun Ismail Ali Foundation (PNB), Malaysian Economic Association Foundation and National Cancer Foundation (MAKNA) as well as Mentor Counsellor of the LIN Foundation.

DIRECTORS' PROFILE (cont'd)

TAN SRI CLIFFORD FRANCIS HERBERT
Independent Non-Executive Director

Tan Sri Clifford Francis Herbert (Malaysian, aged 68), appointed on 27 June 2002, is an Independent Non-Executive Director. He holds a Bachelor of Arts (Honours) Degree from the University of Malaya and a Masters of Public Administration from the University of Pittsburgh, United States of America. He retired from the civil service in 1997 and at present, sits on the Boards of AMMB Holdings Berhad, AmInvestment Bank Berhad, AmIslamic Bank Berhad, AmBank (M) Berhad and Shell Refining Company (Federation of Malaya) Berhad.

Tan Sri Clifford joined the Administrative and Diplomatic Service of the civil service in 1964, serving as an Assistant Secretary in the Public Services Department from 1964 to 1968 and as Assistant Secretary in the Development Administration Unit, Prime Minister's Department from 1968 to 1975. Tan Sri Clifford served in the Ministry of Finance from 1975 to 1997, rising to the post of Secretary General to the Treasury.

During Tan Sri Clifford's tenure in the civil service, he sat on the Boards of the Pepper Marketing Agency, Tourist Development Corporation, Advisory Council of the Social Security Organisation (SOCSO), Aerospace Industries Malaysia Sdn Bhd, Malaysian Highway Authority, Malaysian Rubber Development Corporation (MARDEC), Port Kelang Authority, Kelang Container Terminal Berhad, Bank Industri Malaysia Berhad, Malaysia Export Credit Insurance Ltd, National Trust Fund (KWAN), Kumpulan Khazanah Nasional Berhad, Malaysia Airline System Berhad (MAS), Petroliam Nasional Berhad (PETRONAS), Bank Negara Malaysia and Multimedia Development Corporation Sdn Bhd. He also served as Chairman of the Inland Revenue Board in 1997.

Tan Sri Clifford is the Chairman of Montfort Boys Town and is a trustee of Yayasan Nanyang and the National Kidney foundation. He is also a Vice President of the Federation of Malaysian Manufacturers.

Tan Sri Clifford was instrumental in establishing the Securities Commission of which he was a member from 1993 to 1994 and was also a Board member of the Institute of Strategic and International Studies from 1989 to 1997. As Secretary General to the Minister of Finance, he was appointed as alternate Governor to the World Bank. Tan Sri Clifford was Chairman of KL International Airport Bhd (KLIAB) from 1993 to 1999. On 16 July 2000, he was appointed as Executive Chairman of Percetakan Nasional Malaysia Berhad (PNMB) and was Chairman of PNMB from 16 July 2002 to 31 December 2006.

GENERAL (R) TAN SRI MOHD ZAHIDI BIN HJ ZAINUDDIN
Independent Non-Executive Director

General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin (Malaysian, aged 62), appointed on 4 August 2005, is an Independent Non-Executive Director. He holds a Masters of Science Degree in Defence and Strategic Studies from the Quaid-I-Azam University, Islamabad, Pakistan and had attended the Senior Executive Programme at Harvard University, United States of America in 2002. He is a Fellow of the Malaysian Institute of Management (MIM).

General (R) Tan Sri Mohd Zahidi had a distinguished career in the Malaysian Armed Forces for 38 years 11 months, before retiring from the Force on 30 April 2005. During the period as a professional military officer, he served 6 years 4 months as the Malaysian Chief of Defence Forces from 1 January 1999 and as the Chief of the Malaysian Army for one year from 1 January 1998. Most notable appointments in the Armed Forces held were Aide de Camp (ADC) to His Majesty Yang Di-Pertuan Agong Sultan Azlan Shah, Commander Infantry Brigade, Assistant Chief of Staff Human Resources, Commander of Army Training and Doctrine Command, Deputy Chief of Army and Chief of Army. In international duties, General (R) Tan Sri Mohd Zahidi served as a Military Observer under the United Nations International Monitoring Group in Iraq after the Iran-Iraq War Ceasefire in 1988/1989. General (R) Tan Sri Mohd Zahidi is also a Director of Genting Plantations Berhad (formerly known as Asiatic Development Berhad), Cahya Mata Sarawak Berhad, Affin Holdings Berhad, Wah Seong Corporation Berhad, Bandar Raya Developments Berhad and Bintulu Port Holdings Berhad.

General (R) Tan Sri Mohd Zahidi was made a Member of Dewan Negara Perak by DYMM Paduka Seri Sultan Perak on 25 November 2006 and is a Director of Yayasan Sultan Azlan Shah. He was also made a Member of the Malaysian-Indonesian Eminent Persons Group (EPG) by the Prime Minister in July 2008.

MR TEO ENG SIONG
Independent Non-Executive Director

Mr Teo Eng Siong (Malaysian, aged 63), appointed on 25 February 2010, is an Independent Non-Executive Director. He began his career with Ernst & Young, Melbourne, Australia, in November 1969. He had worked in Singapore and Malaysia; and had held several positions in various companies. Prior to his retirement on 31 March 2009, he was the General Manager and Company Secretary of Kien Huat Realty Sdn Berhad as well as the Company Secretary of Yayasan Lim Goh Tong, a charitable organisation. He holds a Bachelor of Economics Degree from Monash University, Melbourne and is an Associate of the Institute of Chartered Accountants in Australia, a Fellow of CPA Australia, a member of the Malaysian Institute of Certified Public Accountants, a member of the Malaysian Institute of Accountants and an Associate of the Malaysian Institute of Chartered Secretaries and Administrators.

Notes:
The details of Directors' attendances at Board Meetings are set out in the Corporate Governance statement on page 28 of this Annual Report.

The details of the Board Committees where certain Directors are also members are set out in the Corporate Information on page 5 of this Annual Report.

Save as disclosed, the above Directors have no family relationship with any other Director and/or major shareholder of Genting Malaysia Berhad (formerly known as Resorts World Bhd), have no conflict of interest with Genting Malaysia Berhad (formerly known as Resorts World Bhd) and have not been convicted for any offences within the past ten years.

CHAIRMAN'S STATEMENT

"In conjunction with our 45th anniversary, we are ready to take on the challenges of the future and continue to grow in strength"

- Tan Sri Lim Kok Thay

On behalf of the Board of Directors, I am pleased to present to you the Annual Report and Audited Financial Statements of Genting Malaysia Berhad (formerly known as Resorts World Bhd) ("Company") and its group of companies ("Group" or "We") for the financial year ended 31 December 2009.

REVIEW OF RESULTS

As a result of the improving global economy in 2009, the Group was able to report marginally higher revenue of RM4.99 billion. The 2% increase from the previous year's revenue of RM4.89 billion is mainly attributable to the higher volume of business.

The Group's profit before tax of RM1.76 billion for 2009 was 56.6% higher than the previous year (2008: RM1.13 billion). This is primarily attributable to lower impairment losses of RM81.3 million in 2009, comprising mainly a RM48.6 million impairment loss for its investment in Walker Digital Gaming, LLC and a RM30.4 million impairment loss for its investment in Genting Hong Kong Limited (formerly known as Star Cruises Limited) ("Genting HK"). The Group's impairment loss in 2008 amounted to RM781.5 million in relation to Genting HK. Excluding these impairment losses, the Group's profit before tax would have been 3.7% lower than the previous year's profit before tax, mainly due to weaker luck factor in the premium players business and lower interest income.

FINANCIAL HIGHLIGHTS

Year ended 31 December	2009 RM million	2008 RM million	Change %
Operating revenue	**4,991.7**	4,886.7	2.1%
Profit from operations	**1,765.0**	1,127.9	56.5%
Profit before taxation	**1,764.6**	1,127.0	56.6%
Profit after taxation	**1,323.3**	634.0	>100.0%
Profit attributable to shareholders	**1,323.7**	634.4	>100.0%
Shareholders' equity	**10,137.3**	8,317.8	21.9%
Total assets	**11,346.0**	9,422.9	20.4%
Basic earnings per share (sen) *	**23.18**	11.06	>100.0%
Diluted earnings per share (sen) *	**23.15**	10.99	>100.0%
Gross dividend per share (sen)*	**7.30**	7.00	4.3%
Dividend cover (times)	**4.2**	2.1	100.0%
Net assets per share (RM)	**1.78**	1.45	22.8%
Return (after tax and minority interests) on average shareholders' equity (%)	**14.3**	7.7	85.7%

** Computed based on profit after taxation and minority interests*

DIVIDENDS

The Company seeks to reward its shareholders with consistent dividend payouts, while maintaining cash reserves for investment opportunities to generate future growth. An interim dividend of 3.0 sen less 25% tax per ordinary share of 10 sen each amounting to RM128.2 million was paid on 21 October 2009.

The Board of Directors has recommended a final gross dividend of 4.3 sen per share, for the approval of shareholders at the forthcoming 30th Annual General Meeting. Gross dividends for the financial year 2009 therefore totaled 7.3 sen per share (2008: 7.0 sen per share).

CORPORATE DEVELOPMENTS

Major corporate developments involving the Company and the Group in 2009 include the following:-

On 16 June 2009 at the Company's 29th Annual General Meeting, shareholders approved the renewal of the Company's authority to purchase its own shares for up to 10% of its issued and paid-up share capital. As at the date of this Chairman's Statement, the Company had purchased 207,201,100 of its own shares for a total consideration of RM707.5 million.

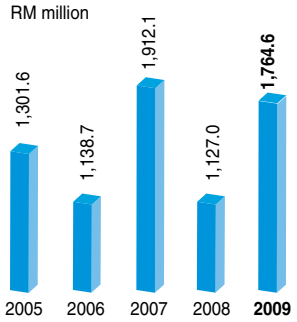
On 11 December 2009, the Company completed its acquisitions of the entire issued and paid-up share capitals of Oakwood Sdn Bhd ("Oakwood") and Genting Highlands Tours and Promotion Sdn Bhd ("GHTP") from Genting Berhad, for cash consideration and settlement of outstanding advances totaling RM284.1 million ("Acquisitions"). Oakwood owns Wisma Genting while GHTP owns land presently used as the Group's transport storage site in Segambut, Kuala Lumpur. The acquisition of Wisma Genting provided the Group with ownership of its Kuala Lumpur corporate office and full control over the tenant mix and management of Wisma Genting. In addition, the Acquisitions also enable the Group to reduce its rental expenses, earn recurring rental income and benefit from future property value appreciation.

CORPORATE AND MARKETING RE-BRANDING

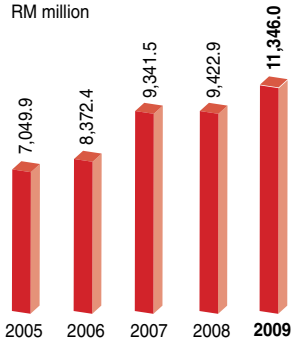
The year 2009 marked another important milestone for the Company, when the Genting Group undertook a corporate re-branding exercise to underscore its strong heritage and position as a leading Asian conglomerate. As part of this exercise, the Company changed its name from Resorts World Bhd to Genting Malaysia Berhad on 18 June 2009.

CHAIRMAN'S STATEMENT (cont'd)

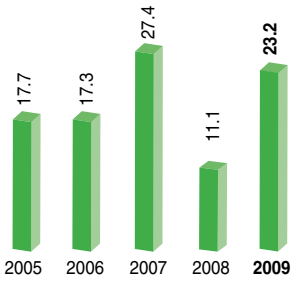
PROFIT BEFORE TAXATION
RM million



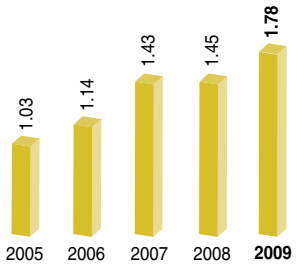
TOTAL ASSETS
RM million



BASIC EARNINGS PER SHARE*
Sen



NET ASSETS PER SHARE*
RM



* *adjusted for share split*

The identity of *Resorts World* has been assumed by the Genting Group's world-class integrated resorts. In striving to meet the demands of a globalised market, the rebranding exercise strengthens our corporate identity. On 1 October 2009, Genting - City of Entertainment became known as Resorts World Genting, with a new marketing vision, mission and core values. Its marketing vision is to become the brand leader in Integrated Resort destinations while its new mission is to provide the most memorable guest experience with innovative and differentiated products and services. The new core values adopted by the Group to achieve the vision and mission are firstly trust, integrity and mutual respect, followed secondly by the requirement for employees to be warm and caring, always looking out for one another and sharing resources, and thirdly the creation of a fun and happy environment.

The Company will also seek to work together with its sister companies in the Genting Group to promote the *Resorts World* brand across the region.

CORPORATE SOCIAL RESPONSIBILITY

We continuously strive to be an exemplary corporate citizen. As a leader in the leisure and hospitality industry, the Group seeks to provide world-class entertainment within a sustainable business environment and in a responsible manner. The Group's CSR programme seeks to live up to this objective. We aim to exceed industry standards in all aspects of management and operations in the areas of Environment, Marketplace, Workplace and Community, in harmony with the fulfillment of our core responsibilities to our stakeholders.

Our key CSR activities in 2009 are further detailed in this Annual Report.

PROSPECTS

Prospects for the leisure and hospitality industry are expected to improve in year 2010 as the regional tourism market will continue to grow with new attractions, affordable air travel and rising affluence.

The Group will continue to focus on yield management and improving operational efficiencies in all business segments. As the industry becomes more competitive, the Group will continue to develop and implement innovative strategies to increase visitations to Resorts World Genting. The Group will continue to highlight the Resort's uniqueness in terms of location, product offerings and service quality in providing exciting and memorable leisure and entertainment activities, as it has done for decades.

The Group will also continue to assess strategic investment opportunities that will generate value and growth in the long term.

2010 also marks the 45th anniversary of the Genting Group. In January 2010, we kick-started the anniversary celebrations in Malaysia and I foresee a year of great entertainment as Resorts World Genting has lined up a series of exciting shows and events to celebrate this occasion.

APPRECIATION

I wish to thank the members of the Board for their invaluable and immense contributions during the year.

On behalf of the Board, I would like to welcome Mr. Teo Eng Siong who joined the Board on 25 February 2010 as an Independent Non-Executive Director. Mr. Teo brings with him vast corporate experience and knowledge.

On behalf of the Board, I would also like to extend my appreciation and gratitude to Tan Sri Alwi Jantan and Tan Sri Wan Sidek bin Hj Wan Abdul Rahman. On 1 July 2009, Tan Sri Alwi Jantan retired as an Executive Director of the Company but he will continue to serve on the Board as a Non-Independent Non-Executive Director. On 1 December 2009, Tan Sri Wan Sidek bin Hj Wan Abdul Rahman retired as an Independent Non-Executive Director.

I also wish to thank all our customers, shareholders, business associates and authorities, with whom I look forward to working together to further build upon and enhance our collective success. I also extend my heartfelt thanks to the employees of the Group for their loyalty, dedication and commitment.

TAN SRI LIM KOK THAY
Chairman
5 May 2010

PENYATA PENGERUSI

"Selaras dengan ulang tahun ke-45 Syarikat, kami bersedia untuk menyahut cabaran masa hadapan dan terus berkembang secara mantap"

- Tan Sri Lim Kok Thay

Bagi pihak Lembaga Pengarah, saya dengan sukacitanya membentangkan Laporan Tahunan dan Penyata Kewangan yang telah Diaudit untuk Genting Malaysia Berhad (sebelum ini dikenali sebagai Resorts World Bhd) ("Syarikat") dan kumpulan syarikat-syarikat ("Kumpulan" atau "Kami") bagi tahun kewangan berakhir 31 Disember 2009.

SEMAKAN PRESTASI

Oleh kerana ekonomi global semakin pulih dalam tahun 2009, Kumpulan telah berupaya melaporkan perolehan yang lebih tinggi pada RM4.99 bilion. Peningkatan 2% daripada RM4.89 bilion perolehan tahun sebelumnya didorong terutamanya oleh jumlah perniagaan yang lebih tinggi.

Keuntungan sebelum cukai Kumpulan sebanyak RM1.76 bilion bagi 2009 adalah 56.6% lebih tinggi daripada tahun sebelumnya (2008: RM1.13 bilion). Ini terutamanya berpunca daripada kerugian kemerosotan yang lebih rendah sebanyak RM81.3 juta pada 2009, kebanyakannya terdiri daripada RM48.6 juta kerugian kemerosotan bagi pelaburan dalam Walker Digital Gaming, LLC dan RM30.4 juta kerugian kemerosotan bagi pelaburan dalam Genting Hong Kong Limited (sebelum ini dikenali sebagai Star Cruises Limited) ("Genting HK"). Kerugian kemerosotan Kumpulan pada 2008 berjumlah RM781.5 juta adalah berkaitan dengan Genting HK. Tanpa mengambil kira kerugian kemerosotan ini, keuntungan sebelum cukai Kumpulan adalah lebih rendah sebanyak 3.7% berbanding dengan keuntungan sebelum cukai tahun sebelumnya, disebabkan terutamanya oleh faktor nasib yang lebih lemah daripada perniagaan pelanggan premium dan pendapatan faedah yang lebih rendah.

SOROTAN KEWANGAN

Tahun berakhir 31 Disember	2009 RM juta	2008 RM juta	Beza %
Perolehan operasi	**4,991.7**	4,886.7	2.1%
Untung daripada operasi	**1,765.0**	1,127.9	56.5%
Untung sebelum cukai	**1,764.6**	1,127.0	56.6%
Untung selepas cukai	**1,323.3**	634.0	>100.0%
Untung boleh agih kepada Pemegang Saham	**1,323.7**	634.4	>100.0%
Ekuiti pemegang saham	**10,137.3**	8,317.8	21.9%
Jumlah aset	**11,346.0**	9,422.9	20.4%
Perolehan asas sesaham (sen)*	**23.18**	11.06	>100.0%
Perolehan bersih sesaham (sen)*	**23.15**	10.99	>100.0%
Dividen kasar sesaham (sen)*	**7.30**	7.00	4.3%
Liputan dividen (kali)	**4.2**	2.1	100.0%
Aset bersih sesaham (RM)	**1.78**	1.45	22.8%
Pulangan (selepas cukai dan kepentingan minoriti) per purata ekuiti pemegang saham (%)	**14.3**	7.7	85.7%

* *Dikira berasaskan untung selepas cukai dan kepentingan minoriti.*

DIVIDEN

Syarikat berhasrat untuk memberi bayaran dividen yang tetap kepada pemegang saham sementara mengekalkan rizab tunai untuk peluang pelaburan bagi menjana pertumbuhan masa hadapan. Dividen interim sebanyak 3.0 sen ditolak cukai 25% untuk sesaham biasa 10 sen berjumlah RM128.2 juta telah dibayar pada 21 Oktober 2009.

Lembaga Pengarah telah mencadangkan dividen kasar akhir sebanyak 4.3 sen sesaham, untuk kelulusan pemegang saham pada Mesyuarat Agung Tahunan ke-30 yang akan datang. Oleh itu, jumlah dividen kasar untuk tahun kewangan 2009 ialah 7.3 sen sesaham (2008: 7.0 sen sesaham).

PEMBANGUNAN KORPORAT

Pembangunan korporat utama yang melibatkan Syarikat dan Kumpulan pada 2009 termasuklah berikut:-

Pada 16 Jun 2009 di Mesyuarat Agung Tahunan Syarikat yang ke-29, pemegang saham telah meluluskan pembaharuan semula kuasa Syarikat untuk membeli sahamnya sendiri sehingga 10% daripada modal saham terbitan dan berbayar. Sehingga tarikh Penyata Pengerusi ini, Syarikat telah membeli 207,201,100 sahamnya sendiri dengan jumlah bayaran RM707.5 juta.

Pada 11 Disember 2009, Syarikat telah menyelesaikan pemerolehan keseluruhan modal saham terbitan dan berbayar Oakwood Sdn Bhd ("Oakwood") dan Genting Highlands Tours and Promotion Sdn Bhd ("GHTP") daripada Genting Berhad, untuk balasan tunai dan penyelesaian pendahuluan tertunggak berjumlah RM284.1 juta ("Pemerolehan"). Oakwood memiliki Wisma Genting sementara GHTP memiliki tanah yang ketika ini digunakan sebagai tapak simpanan pengangkutan Kumpulan di Segambut, Kuala Lumpur. Pemerolehan Wisma Genting membolehkan Kumpulan memiliki pejabat korporat di Kuala Lumpur dan kawalan sepenuhnya ke atas pengurusan dan gabungan penyewa Wisma Genting. Di samping itu, Pemerolehan juga membolehkan Kumpulan mengurangkan perbelanjaan sewa, meraih pendapatan sewa yang berulang dan faedah daripada kenaikan nilai hartanah di masa hadapan.

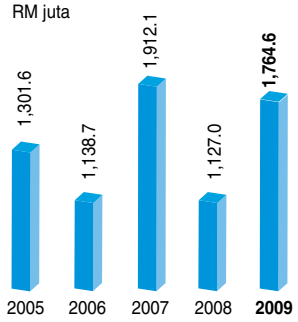
PENJENAMAAN SEMULA KORPORAT DAN PEMASARAN

Tahun 2009 menandakan satu lagi peristiwa penting kepada Syarikat apabila Kumpulan Genting melaksanakan usaha penjenamaan semula korporat bagi mengesahkan warisan dan kedudukan syarikat yang kukuh sebagai peneraju konglomerat di Asia. Sebagai sebahagian daripada usaha ini, Syarikat telah menukar nama daripada Resorts World Bhd kepada Genting Malaysia Berhad pada 18 Jun 2009.

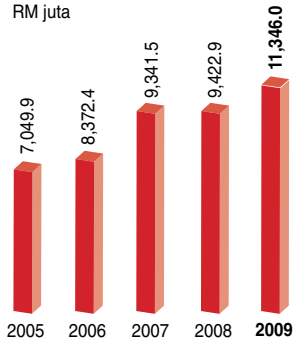
Identiti *Resorts World* telah diambil alih oleh tempat-tempat peranginan berintegrasi yang bertaraf dunia Kumpulan Genting. Dalam usaha untuk memenuhi permintaan daripada pasaran global, usaha penjenamaan semula telah mengukuhkan identiti korporat kami. Oleh itu, sejak 1 Oktober 2009, Genting - Kota Hiburan (City of Entertainment) telah dikenali sebagai Resorts World Genting, dengan visi pemasaran, misi dan nilai teras yang baru. Visi pemasarannya adalah untuk menjadi peneraju jenama dalam destinasi Tempat Peranginan Berintegrasi sementara misi barunya adalah untuk memberikan tetamu pengalaman yang paling indah dengan produk dan perkhidmatan yang inovatif dan berbeza. Nilai teras yang baru bagi mencapai visi dan misi adalah kepercayaan, integriti dan saling menghormati, diikuti dengan yang kedua iaitu memastikan pekerja-pekerja sentiasa mengambil berat dan penyayang, saling bantu-membantu antara satu sama lain dan berkongsi sumber, dan yang ketiga ialah mewujudkan persekitaran yang ceria dan menggembirakan.

Syarikat juga berusaha untuk bekerjasama dengan syarikat-syarikat lain dalam Kumpulan Genting bagi mempromosikan jenama *Resorts World* di serata benua.

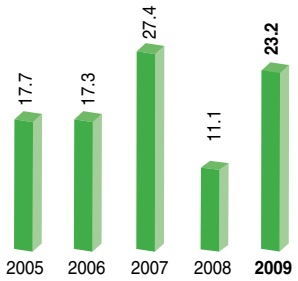
UNTUNG SEBELUM CUKAI
RM juta



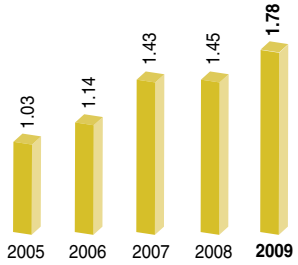
JUMLAH ASET
RM juta



PEROLEHAN ASAS SESAHAM*
Sen



ASET BERSIH SESAHAM*
RM



* *diselaras untuk pecahan saham*

TANGGUNGJAWAB SOSIAL KORPORAT

Kami sentiasa berusaha untuk menjadi warga korporat yang berteladan. Sebagai peneraju dalam industri peranginan dan keceriaan, Kumpulan berusaha untuk menyediakan hiburan bertaraf dunia dalam persekitaran perniagaan yang berterusan dan secara bertanggungjawab. Program CSR Kumpulan berusaha untuk menepati objektif ini. Kami berhasrat untuk menjangkaui piawaian industri dalam semua aspek pengurusan dan operasi dalam bidang Persekitaran, Tempat Pasaran, Tempat Kerja dan Komuniti, secara harmoni dengan pemenuhan tanggungjawab teras kami terhadap pemegang kepentingan kami.

Aktiviti utama CSR kami pada 2009 diperincikan dalam Laporan Tahunan ini.

PROSPEK

Prospek industri peranginan dan keceriaan dijangka pulih pada tahun 2010 apabila pasaran pelancongan serantau terus berkembang dengan tarikan baru, tambang penerbangan yang berpatutan dan kemakmuran yang semakin baik.

Kumpulan akan terus fokus kepada pengurusan hasil dan meningkatkan kecekapan operasi dalam semua segmen perniagaan. Dengan industri yang semakin bersaing, Kumpulan akan terus membangun dan melaksanakan strategi yang inovatif bagi meningkatkan lawatan ke Resorts World Genting. Kumpulan akan terus menyerlahkan keunikan Resort dari segi lokasi, penawaran produk dan perkhidmatan berkualiti dalam menyediakan aktiviti peranginan dan keceriaan yang menarik dan penuh kenangan, sebagaimana telah dilakukan sejak berdekad lalu.

Kumpulan akan terus menilai peluang pelaburan yang strategik yang akan menjana nilai dan pertumbuhan jangka panjang.

2010 juga menandakan ulang tahun ke-45 Kumpulan Genting. Pada Januari 2010, kami telah memulakan sambutan ulang tahun di Malaysia dan saya menjangkakan tahun yang penuh hiburan kerana Resorts World Genting telah menyediakan pelbagai pertunjukan dan acara yang menarik untuk meraikan peristiwa ini.

PENGHARGAAN

Saya ingin mengucapkan terima kasih kepada ahli Lembaga atas sumbangan mereka yang tidak ternilai dan amat besar sepanjang tahun ini.

Bagi pihak Lembaga, saya ingin mengalu-alukan En. Teo Eng Siong yang menyertai Lembaga pada 25 Februari 2010 sebagai pengarah bukan eksekutif bebas. En. Teo memiliki pengalaman dan pengetahuan korporat yang luas.

Bagi pihak Lembaga, saya juga ingin merakamkan penghargaan dan rasa terima kasih kepada Tan Sri Alwi Jantan dan Tan Sri Wan Sidek bin Hj Wan Abdul Rahman. Pada 1 Julai 2009, Tan Sri Alwi Jantan telah bersara sebagai pengarah eksekutif Syarikat tetapi beliau akan terus berkhidmat di Lembaga sebagai pengarah bukan eksekutif bukan bebas. Pada 1 Disember 2009, Tan Sri Wan Sidek bin Hj Wan Abdul Rahman telah bersara sebagai pengarah bukan eksekutif bebas.

Saya juga ingin mengucapkan terima kasih kepada semua pelanggan, pemegang saham, rakan niaga dan pihak berkuasa, yang saya harapkan akan terus bekerja sama untuk kejayaan kita bersama. Saya turut merakamkan ucapan terima kasih yang tulus ikhlas kepada semua kakitangan Kumpulan atas kesetiaan, dedikasi dan komitmen mereka.

TAN SRI LIM KOK THAY
Pengerusi
5 Mei 2010

主席文告

“ 迎合集团的45周年，我们准备迎接未来的挑战，并持续寻求稳健茁壮成长。”

– 丹斯里林国泰

我谨代表董事局，欣然提呈云顶马来西亚(前称名胜世界)(“公司”)及其集团公司在截至2009年12月31日财政年的常年报告及已审核财务报告。

业务审核

鉴于全球经济于2009年出现改善，促使集团有能力取得四十九亿九千万令吉的营业额，比上一财政年所取得的四十八亿九千万令吉营业额表现，扬升2%，主要是更高的业务额所推动。

集团2009年财政年的税前盈利达十七亿六千万令吉，较前期劲扬56.6%(2008财政年:十一亿三千万令吉)。这主要归功于2009年财政年作出总值八千一百三十万令吉较低的减值亏损，即主要数额为在Walker Digital Gaming, LLC总值四千八百六十万令吉的投资减值亏损，以及在云顶香港(前称丽星邮轮)总值三千零四百万令吉的投资减值亏损。集团在2008年财政年在云顶香港所面对的的减值亏损总值达七亿八千一百五十万令吉。撇除这些减值亏损，集团的税前盈利则比前年的税前盈利低3.7％，主要是高档消费群较低的运气因素及更低的利息收入所致。

财政重点

截至12月31日财政年	2009年 百万令吉	2008年 百万令吉	差额 %
营运收入	**4,991.7**	4,886.7	2.1%
营运盈利	**1,765.0**	1,127.9	56.5%
税前盈利	**1,764.6**	1,127.0	56.6%
税后盈利	**1,323.3**	634.0	>100.0%
归股东盈利	**1,323.7**	634.4	>100.0%
股东股权	**10,137.3**	8,317.8	21.9%
总资产	**11,346.0**	9,422.9	20.4%
每股基本收益（仙）*	**23.18**	11.06	>100.0%
每股稀释收益（仙）*	**23.15**	10.99	>100.0%
每股毛股息（仙）	**7.30**	7.00	4.3%
盈利对股息比率（倍）	**4.2**	2.1	100.0%
每股净资产（令吉）	**1.78**	1.45	22.8%
平均股东股权（在扣税与扣除少数股东利益后)的回酬(%)	**14.3**	7.7	85.7%

** 根据扣税与扣除少数股东利益后盈利计算*

股息

在著重于维持可供作投资，续而带动未来业务成长用途的现金储备的同时，公司寻求通过持续的派息率来回馈股东。公司于2009年10月21日，为每股面值十仙的股票，支付三仙，需扣税25%的中期股息，总值达一亿二千八百二十万令吉。

董事局欣喜地建议派送每股四点三仙的终期股息，并寻求股东在来临的第30届常年股东大会中通过。2009年财政年的股息因而达每股七点三仙(2008年:每股七仙)。

企业发展

以下为公司及集团于2009年所进行的主要企业发展:–

于2009年6月16日，在公司第29届常年股东大会中，股东们批准公司回购高达10%的发行与缴足资本。在截至这主席报告期间，公司回购了二亿零七百二十万一千一百股的股票，总值七亿零七百五十万万令吉。

于2009年12月11日，公司以总值二亿八千四百一十万万令吉现金及预付额，向云顶完成收购Oakwood有限公司(“Oakwood”)及Genting Highlands Tours and Promotion 有限公司(“GHTP”)所有的发行与缴足资本。Oakwood持有云顶大厦，而GHTP则在吉隆坡泗岩沫持有现充作集团运输贮存的地段。收购云顶大厦，有助于让集团拥有吉隆坡企业办公室的持有权，并全面掌管云顶大厦的租赁及管理组合。再者，有关的收购计划也有助于让集团减低其租赁开销、赚取经常租金收入及在未来物业价值增值趋势下受惠。

企业与重塑市场品牌

2009年标榜著公司的另一个重要里程碑，即云顶集团进行了企业品牌重塑，进而奠定其作为亚洲领导先锋的地位。作为重塑品牌的部份计划，公司在2009年6月18日，将名胜世界易名为云顶马来西亚。

云顶集团的世界级综合名胜皆命名为“名胜世界”。在致力于迎合全球化的市场需求，品牌重塑也进一步巩固了我们的企业形象。在新的愿景、使命及核心价值谷催下，云顶娱乐城于2009年10月1日成为了云顶名胜世界。其愿景是成为综合度假胜地的领导品牌，而其新使命即是通过创新及独树一帜的产品 与服务，为客户留下最完美的体验。新核心价值就是致力落实愿景与使命，即讲究第一：信任、诚恳与互相尊重；第二：对员工的要求体现出关怀备至，为彼此寻求分享资源；以及第三：打造有趣和快乐的环境。

公司也将会与集团内的姐妹公司保持紧密联系，在区域共同推广名胜世界的品牌。

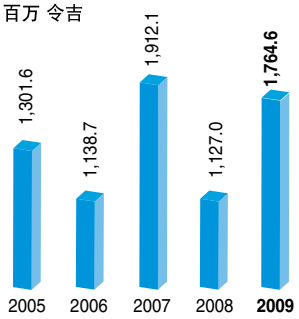
企业社会责任

我们致力继续成为企业典范。作为休闲与游游领域的领导者，集团放眼在持续性的商业环境内，以负责任的操守，提供世界级的娱乐。集团的企业社会责任计划，旨在兑现这一目标。我们的目标是要在履行对股东职责的和谐氛围下，在管理与业务营运工作场所和社区等程序方面，超越行业标准。

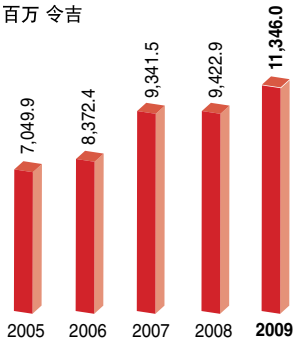
我们在2009年的主要企业社会责任活动，已在本常年报告中详尽阐述。

主席文告

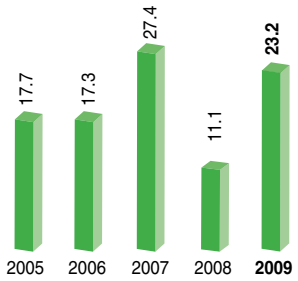
税前盈利
百万 令吉



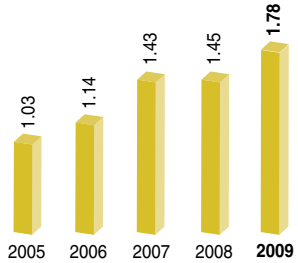
总资产
百万 令吉



每股基本收益*
仙



每股净资产
令吉



* 经调整股票分拆

前景

随著区域旅游市场，在新景点、更可负担的航空旅游及财富趋势走高的情况下，2010年的休闲与旅游领域的前景表现预计也随之获得改善。

集团将继续在所有业务环节上，专注回酬管理，并改善营运效率。鉴于旅游领域的竞争越见激烈，集团将会持续研发具创新的策略，以提高云顶名胜世界的到访率。

一如在过去数十年来所付诸的努力，集团将继续强调名胜世界在地理位置、产品与服务素质上的特征，以及提供刺激及令人难忘的休闲与娱乐活动。

集团也将持续探讨有助于带入长期企业价值与成长的策略投资良机。

2010年也是云顶集团的45周年庆。我们于2010年1月起在马来西亚展开周年庆祝活动，而我预见这会是一个多姿多彩的一年，因云顶名胜世界已精心策划一系列别开生面的活动，让周年庆更锦上添花。

感激

我想在这感激所有在这一年内，作出宝贵及巨大贡献的董事局成员。

我仅代表董事局，欢迎于2010年2月5日加入董事局，成为独立非执行董事的张永祥先生。他拥有丰富的企业经验与知识。

我仅代表董事局，欲衷心感激Tan Sri Alwi Jantan及Tan Sri Wan Sidek bin Hj Wan Abdul Rahman。于2009年7月1日，Tan Sri Alwi Jantan退下公司执行董事职位，但他将持续担任董事局非独立非执行董事。于2009年12月1日，Tan Sri Wan Sidek bin Hj Wan Abdul Rahman退下公司独立非执行董事职位 。

我也趁此感谢我们所有的客户、股东、商业伙伴及有关当局，我希望再与您们紧密合作，共同持续为企业打造辉煌。我也衷心感谢集团员工，对集团所付出的忠诚、贡献与承诺。

丹斯里林国泰
主席
2010年5月5日

Come visit the Fun City Above The Clouds. With six hotels offering 10,000 rooms, you will be deluged with an endless stream of leisure, business and fun-filled activities offered by numerous fun rides, attractions, food & beverage outlets, retail outlets, world-class MICE facilities, mega shows and so much more. Be entertained at the award-winning Resorts World Genting - the prime peak of entertainment in Malaysia.

REVIEW OF OPERATIONS

First World Hotel

RESORTS WORLD GENTING

Fun City Above The Clouds
www.rwgenting.com

The newly-rebranded Resorts World Genting (formerly known as Genting - City of Entertainment), is one of the world's best-known integrated resorts and a popular tourist destination in Malaysia. In the World Travel Awards 2009, the Resort was named the **World's Leading Casino Resort, Asia's Leading Casino Resort** and **Asia's Leading Family Resort.**

World's Leading Casino Resort
Asia's Leading Casino Resort
Asia's Leading Family Resort
(World Travel Awards 2009)

The Resort received 19.5 million visitors in 2009 (2008: 19.2 million), with 28% being hotel guests and 72% day-trippers. Visitors were primarily from Malaysia, Singapore, China, Indonesia, India, Thailand, Vietnam, Taiwan, Hong Kong and the Middle East. Singaporeans formed the largest single segment of foreign hotel guests in 2009, at 6% of total visitors. The number of tourist arrivals in Malaysia had grown to 23.6 million in 2009 (2008: 22.1 million), according to Tourism Malaysia.

With *Fun City Above The Clouds* as its new tagline, the Resort continues to offer world-class shows and performances by entertainers from around the world. The Resort's resident show DREAMZ ended its run at the **Pavilion** in July 2009 after a six-month extension due to overwhelming response. In its place, the new resident show DAZZLE began daily performances at the **Genting International Showroom** in October 2009, showcasing impressive illusions and mesmerizing acts brought on by an internationally-assembled, award-winning crew of magicians and illusion masters.

Daily resident show - DAZZLE

TVB Stars Mega Live

Lion Dance Championship and seasonal festivities

The Duo Presto - DAZZLE

The **Arena of Stars**, the Resort's trademark showground, played host to numerous concerts featuring evergreen and all-time favourites *Sally Yeh, Tsai Chin, Fong Fei Fei, Fei Yu Ching, Frances Yip, Andy Hui & William Soo, George Lam, Wubai & China Blue* and *Liu San Jie*, one of Chinese musicals' most revered folk singers. For the younger crowd, heartthrob *Lam Fong*, ballad crooner *Rynn Lam* and songstress *Miriam Yeung* lit up the stage. Fans of international icons had reason to celebrate when *Kitaro, Air Supply* and *Michael Learns To Rock* came to town.

Competitions held included the annual *Lion Dance Competition* and the *Malaysian International Dance Championship 2009*, where the world's top 12 dance couples showcased various types of dances. Variety and award shows included *Anugerah Bintang Popular, 5th Astro Wah Lai Toi Drama Awards* and *TVB Stars Mega Live*, the latter two with star-studded line-ups of some of the hottest Hong Kong TV drama stars such as *Bosco Wong, Ron Ng* and *Myolie Wu. Michael Hui's Comedy Talk Show* made its first appearance at the Resort.

Liu San Jie

Kitaro

Fei Yu Ching

REVIEW OF OPERATIONS (cont'd)

Maxims Genting - Reception

Maxims Genting

HOTELS

For the year under review, the Resort's five hilltop hotels **(Maxims Genting, Highlands Hotel, Resort Hotel, Theme Park Hotel** and **First World Hotel)** achieved an overall average occupancy rate of 92% (2008: 90%). A record high of 2.76 million (2008: 2.64 million) room nights were sold, constituting a growth of 5%. The improvements in occupancy rate and room nights sold were achieved despite the H1N1 outbreak and global economic uncertainty. Marketing efforts offering value-for-money packages have focused on the domestic market and neighbouring countries such as Singapore, Thailand, Indonesia and Vietnam, with encouraging response and growth.

During the year, the Resort's hotels progressively upgraded its products, facilities and services to ensure service excellence. These upgrades included additional hotel check-in counters at locations outside the hotels for guests' convenience, improvements in automated self check-in and out kiosks and the addition of lift key card readers to enhance security. All the hotels received certifications for the ISO 9001:2008 in Quality Management System. Furthermore, business process improvements were introduced throughout the Hotel Division.

Maxims Genting *(www.maxims.com.my)*, the Resort's flagship hotel, offers 244 suites and 175 deluxe rooms which are lavishly furnished and fully equipped with facilities. For timely and prompt service, Maxims Genting further refined its one-call centre, aptly named '*At Your Service*', to handle all service requests at a touch of a button. **First World Hotel**, with its 6,118 rooms began the Ambassador Program during the year at its lobby to provide a variety of personalised service to assist guests.

Ambassador Suite

Highlands Hotel

Resort Hotel

REVIEW OF OPERATIONS (cont'd)

Grand Ballroom - GICC

Restoran Kampong

CONVENTIONS

Genting International Convention Centre (GICC) *(mice.rwgenting.com)* continues to be a state-of-the-art choice for meetings, incentives, conferences and exhibitions (MICE), with a size of 14,000 square metres. In addition to 18 meeting rooms at its two tower blocks, a pre-function foyer, a well-equipped business centre and VIP / media reception rooms, GICC's Grand Ballroom is the largest column-free hall in the country and can accommodate up to 2,000 banquet-style seating and up to 4,200 in theatre-style seating.

Major conventioneers at GICC during the year included Prudential Assurance Malaysia Berhad, Lubeworld Holdings (NASA), Malaysian Assurance Alliance Berhad, Network J & J (Amways), Posim Petroleum Marketing, American International Assurance, Yun Nam Hair Care and Herbalife Product Malaysia Sdn Bhd.

The GICC *WorldCard* was launched in March 2009 and enables cardholders to earn and redeem points not just at MICE facilities but also at other participating merchant outlets and functions at the Resort and Awana chain of hotels and resorts.

During the year, a total of over 3,500 functions were held at the Resort and the three Awana hotels and resorts.

FOOD & BEVERAGE ("F&B")

In 2009, the Resort housed more than 100 F&B outlets, of which 41 are operated by the Group. During the year, the outlets catered to a record number of more than 14.4 million covers (2008: 13.7 million). The Resort has an established hub of F&B outlets with a choice of cafes, fast food outlets and specialty fine dining restaurants offering exotic and delicious international and local cuisine.

During the year, the *Happy Valley Restaurant* was converted into a live seafood restaurant, whilst the *Good Luck Restaurant* was changed to a 24-hour Hong Kong Style Noodles and Rice concept. The *VIP, Imperial Rama* and *Club Elite* restaurants invited various regional guest chefs in line with the objective of providing fun regional cuisines for casino guests. Various food promotions were organised during the year at dining havens such as *First World Café, Resort Café, Restoran Kampong, Coffee Terrace, VIP Restaurant, Good Luck Restaurant* and *The Olive*. A selection of the gastronomical extravaganza included Pahang Food Promotion, Japanese Food Promotion, India's Delectable Feast, Penang Fabulous Favourites, Xinjiang Exotic Lamb Dishes and Szechuan Promotion, among many others.

In terms of food safety standards, all F&B outlets are now Hazard Analysis and Critical Control Point (HACCP)-certified.

Hainan Kitchen

The Bakery

REVIEW OF OPERATIONS (cont'd)

SHOPPING

First World Plaza offers the country's highest shopping experience, with over 70 retail outlets, 60 F&B outlets, 25 fun rides and six themed boulevards. New retail outlets during the year included The Time Shop and G&H Apparel, joining existing outlets such as Esprit, G2000, Nike, Giordano, Padini, Adidas, The Body Shop, OSIM, Lovely Lace, Bonia, Carlo Rino, Soda, Voir, Cheetah and Bum Equipment. Various shopping events and promotions were held at the First World Plaza during the year, in conjunction with the Malaysia Mega Sale Carnival and other shopping campaigns to complement the Government's objective of promoting Malaysia as the premier shopping destination in the region.

Specialty restaurants, fast food outlets, cafes and various eateries are also located at First World Plaza, including The Coffee Bean & Tea Leaf, Starbucks Coffee, Baskin Robbins, Kenny Roger Roasters, Pizza Hut, McDonald's, KFC, Burger King, The Market Food Street, Shanghai 10, Ah Yat Abalone Forum Restaurant, The Causeway Bay, and Vietnam House.

Genting Times Square continued to line up local cultural performances, international magic shows, artiste showcases, festive celebration specials, fashion shows and event launches, with a total of more than 550 shows and live performances during the year. In addition to weekly Malaysian cultural dance performances, other shows included musical singing and dance performances, local and international artiste 'Meet The Fans' showcases, show previews, festive celebration specials, fashion shows and event launches.

Universal Walk is a popular venue during the year for numerous art and cultural showcases, fashion road shows, and themed promotions such as the Elianto/Bonita Spring Garden Roadshow, the Thai Songkran Festival, Vietnam Fair, Bali Fair, A French Village Fair and Christmas Fairy Tale Fair. Annual events such as the Christmas Eve and New Year's Eve Countdown Parties continue to be popular and well-attended by revelers who celebrate alongside the live-band music, dancing performances, pyrotechnic fireworks and confetti displays at the First World Plaza.

Kolam decorations during Deepavali

Christmas celebrations

First World Plaza

REVIEW OF OPERATIONS (cont'd)

GENTING THEME PARK

Genting Theme Park is targeted towards all age-groups. With over 60 rides and attractions, other day-long activities include merrymakers, streetbuskers, clowns, theme performances and meet-the-mascot sessions. The park is Quality Management System Standards ISO 9001:2000 2000-certified from Lloyds's Register Quality Assurance Ltd, with its rides undergoing frequent maintenance and refurbishment.

At the **Outdoor Theme Park**, the Corkscrew Relaunch Celebration in May 2009 saw a fresh look and brand new coach for the giant double-loop roller coaster which spins up to a height of 90 feet. Annual events with interactive family-oriented activities at the Outdoor Theme Park include The Giant Mascot Party with photography sessions for Theme Park Annual Passport members.

At the **First World Indoor Theme Park**, Glow-in-The-Dark-Bowling was launched during the year. The 28-lane bowling arena is surrounded by luminous light shows and non-stop music to create an exhilarating party atmosphere and unique bowling experience.

TRANSPORT

The Resort is located 51 kilometres or a short 45-minute drive from Kuala Lumpur. With safety and convenience as the primary consideration, roads leading to the Resort are well-maintained and are easily accessible through a mature network supported by developed infrastructure.

The Group's limousine fleet has grown to 50 vehicles, with an ongoing plan to replace older vehicles to ensure safety, comfort and luxury. In 2009, daily tour bus services were introduced to ferry Worldcard members from places such as Rawang, Puchong, Seri Petaling, Serdang, Taman Connaught, Raub, Mentakab and Triang to the Resort. Every morning, the tour buses depart from these locations to the Resort and make the return trips in the evenings. During the year, the tour bus fleet saw new additions in the form of one unit of a 21-seater bus with massage chairs for VVIP guests and one unit of a 16-seater mini bus to cater for smaller groups of guests.

Other modes of transport are available for visitors. The Genting Skyway is popular for its exhilarating ride up to the Resort, with a beautiful view of tropical rainforests along the way. The new Awana Skyway Chin Swee Station began operating in July 2009, thus linking Chin Swee Caves Temple to the Resort. By air, the Group's Gulfstream G450 private jet offers the ultimate luxury in travel for esteemed members and guests.

Theme Park attractions

Mascots

First World Bus Terminal

REVIEW OF OPERATIONS (cont'd)

Awana Genting

AWANA HOTELS & RESORTS

www.awana.com.my

Awana Genting Highlands Golf & Country Resort ("Awana Genting")

Awana Genting is located 3,000 feet above sea level in close proximity to Resorts World Genting, and is popular amongst families, golfers, conventioneers, eco-sports lovers and nature-lovers.

Awana Genting has 430 well-appointed rooms and sophisticated convention facilities including 17 function rooms and a grand ballroom. Its award-winning 18-hole championship golf course has an upgraded fairway and green (Hole 12 and Hole 13) to go along with a newly-renovated swimming pool and colourful landscaping of the surrounding areas.

Awana Genting is blessed with natural surroundings conducive for sustainable eco-activities. During the year, a new eco-friendly program named the Circuit Challenge was introduced, providing visitors with an opportunity to experience selective eco-friendly teambuilding activities such as jungle trekking and corporate war games. In November 2009, the popular 14km eco-trail run 'Genting Trailblazer Challenge' was once again hosted by Awana Genting with a participation of 1,200 local and international runners.

As a preferred MICE venue, Awana Genting hosted the 'Charles River Centre' and 'Harvard Business School Alumni Club of Malaysia' events in addition to numerous government and corporate events. In 2009, Awana Genting obtained its "Halal" certification from Majlis Agama Islam dan Adat Resam Negeri Pahang and certification for HACCP by World Certification Services Ltd (WCS), the authority for the Food Safety Management Systems.

Awana Genting achieved a higher occupancy rate of 66% in 2009 (2008: 64%).

Awana Kijal Golf, Beach & Spa Resort ("Awana Kijal")

Awana Kijal is a 5-star holiday and convention beach resort with an 18-hole championship golf course. Located in Terengganu, Awana Kijal has its own 7.6km pristine sandy beach and well-appointed rooms and suites with panoramic views of the South China Sea. The resort has an eighty-foot atrium which is the first in the country.

Road accessibility to Awana Kijal is now greatly improved with the completion of the East Coast Highway. Travel by air to Awana Kijal is convenient with Firefly Airline now flying four times weekly from Subang to the Kerteh airport.

Awana Kijal, in collaboration with Noor Arfa Batik, is promoting tour packages for guests to experience the batik creation process. Appreciation for the art and culture of batik focuses on its distinctive beauty that stresses on originality, quality and uniqueness in its craftsmanship.

Awana Kijal continued to be active in the Turtle Release and Adopt-A-Turtle Program carried out by the Fisheries Department of Malaysia. An educational exhibition hut has been set up for public viewing of egg-laying activities by the giant leatherback turtles, as Terengganu is famous as one of the world's few hatching sites.

Awana Kijal recorded a lower occupancy rate of 61% in 2009 (2008: 71%) due to the effects of the global economic crisis, the H1N1 outbreak and extensive flooding during the last monsoon season.

Awana Porto Malai, Langkawi ("Awana Langkawi")

Awana Langkawi is located at the south-western tip of Langkawi, an island rich in biodiversity, geological heritage and local legends. Awana Langkawi continues to offer spectacular ocean views and impeccable service. The 208-room Mediterranean-themed seafront resort caters to a wide market segments including tourists from European and Asian countries, and has now opened up to the Scandinavian and Middle East markets.

Awana Langkawi continued to play a significant role in the Langkawi International Maritime and Aerospace Exhibition (LIMA) and hosted the LIMA Tourism Carnival for the first time in collaboration with the Ministry of Tourism. Awana Langkawi also hosted the Langkawi International Fishing Tournament (LIFT'09) – Cabaran Tukun Perak for the second time.

Awana Langkawi offers a new dining location for private functions at its new Pool Garden and has also added a 500-metre boardwalk. A new Customer Service Desk had also been constructed to provide personalized service to guests.

Awana Langkawi registered a higher occupancy rate of 66% in 2009 (2008: 59%).

Awana Kijal

REVIEW OF OPERATIONS (cont'd)

Awana Langkawi

AWANA VACATION RESORTS ("AVRD")

www.awanavacation.com

The Awana Timeshare Ownership Scheme is operated by Awana Vacation Resorts Development Bhd and provides accommodation for members at holiday resorts such as Awana Genting, Ria Apartments at Genting Highlands and Angsana Apartments at Awana Kijal in Terengganu. Timeshare members have a choice of 3,800 resorts in 85 countries worldwide through AVRD's affiliation with Resort Condominiums International (RCI). AVRD membership is growing steadily with 6,213 timeshare members as of December 2009.

AVRD is continuously enhancing its property management system to enable customers to make reservations, check balances of entitlement nights and make outstanding payments.

E-COMMERCE AND IT DEVELOPMENT

During the year, the Group continued to capitalise on Information Technology and e-Commerce innovations to enhance its overall business operations. Software and hardware upgrades were implemented to deliver projects that support business growth. Examples include enhancement of the hotel property management system to better track customer preferences and for future marketing campaigns and service improvement, mobile recruitment to increase memberships, mobile reservation stations during marketing road shows to increase room sales, and better Point-of-Sale terminals at selected high traffic locations.

New online features were introduced to improve the Resort's website and online sales activities. In line with the Group's re-branding exercise, the corporate website is now known as www.gentingmalaysia.com while the Resort's marketing website is now known as www.rwgenting.com. A new e-quotation service was officially launched in early 2009 to boost the Resort's MICE market, by allowing users to speedily generate e-quotations tailored to their requirements without the need to contact sales personnel.

Genting Group's call centre, World Reservation Centre (WRC), handled calls which generated sales revenue of approximately RM216 million in 2009 with more than 2.2 million room bookings received through multiple channels such as voice, web, SMS, email and fax services. A new e-payment service called eNETS was implemented in March 2009, giving customers from Singapore greater choices and convenience in making purchases through the Resort's website. Also, eGroup was launched in May 2009 to accommodate tour & travel agents' online group bookings. Further improvements to the online platform are already in advanced development stages and these are expected to further enhance eCommerce capabilities come early 2010.

In July 2009, GENM won the MIS Asia 2009 IT Excellence Award for Best Business Enabler (Private Sector). The business intelligence and data warehousing project consolidates various information from diverse business operations for effective decision-making, towards the ultimate goal of providing high-quality customer service.

WorldCard Loyalty Programme

In 2009, the WorldCard's membership base reached 3.2 million (2008: 2.7 million) with over 260 participating merchants at 1,681 outlets located throughout Malaysia, Singapore and Hong Kong.

During the year, over 50 campaigns were introduced to promote the WorldCard Loyalty Programme jointly with participating merchants to create greater awareness and interest. Notable campaigns included the popular "888" promotion which allows redemption of room packages using minimal WorldCard points, the WorldCard Movie Mania campaign offering attractive room-and-movie packages, MICE privilege card promotions, the recently-launched Astounding Awana Savers WorldCard Points Redemption and the newly re-branded GICC WorldCard. WorldCard's other product offering is the Genting Holiday Card, which has proven to be a successful venture into prepaid solutions.

RESORTS WORLD OneHub

The one-stop centre for reservations of rooms, shows, transport, cruises, flights and vacations located at Wisma Genting, Kuala Lumpur, Malaysia.

Tel : 603 2718 1118 *Online : www.rwgenting.com*

WorldCard
When it matters most

eGENTING
www.rwgenting.com

Rewards Gallery

REVIEW OF OPERATIONS (cont'd)

Y Bhg Tan Sri Lim Kok Thay with the Travel Entrepreneur of the Year Award at TTG Travel Awards 2009.

Dato' Lee Choong Yan, President and Chief Operating Officer of Genting Malaysia Berhad presented with the World's Leading Casino Resort 2009 Award by Mr. Graham E. Cooke, Founder of World Travel Award and the reigning Miss World Russia, Kseniya Sukhinova.

RECOGNITION

The Group's growing list of international accolades and awards is a testament to its excellent achievement in the leisure and hospitality industry. Major accolades received in 2009 included the following:-

- Tan Sri Lim Kok Thay – ***Travel Entrepreneur of the Year Award*** at TTG Travel Awards 2009 by TTG Asia.
- Tan Sri Lim Kok Thay – ***No.1 in the Top 50 Most Influential People in Asian Gaming 2009*** by Inside Asia Gaming.
- Genting Highlands Resort - ***World's Leading Casino Resort, Asia's Leading Casino Resort*** and ***Asia's Leading Family Resort*** by World Travel Awards 2009.
- Genting Highlands Resort – ***Gold Award for Family Tourist Attraction in Malaysia*** at Reader's Digest Trusted Brands Award 2009 by Reader's Digest.
- Genting Malaysia Berhad - ***Malaysia's Top 10 Brands 2009*** by Brand Finance plc.
- Resorts World Genting - Ranked No. 6 as ***Malaysia's Most Valuable Brands 2009*** by Association of Accredited Advertising Agents of Malaysia and The Edge
- Genting Malaysia Berhad - ***Best Brands in Leisure and Hospitality*** at The BrandLaureate Awards 2008-2009 by Asia Pacific Brands Foundation.
- Maxims Genting (M Spa & Fitness), Genting Highlands Resort - ***Gold Award for Best Signature Treatment*** at Asia Spa & Wellness Festival 2009.
- Genting Malaysia Berhad – ***MIS Asia Best Business Enabler (Private Sector)*** at the MIS Asia IT Excellence Awards 2009 by MIS Asia Magazine.

World's Leading Casino Resort
Asia's Leading Casino Resort
Asia's Leading Family Resort
(World Travel Awards 2009)

Genting Malaysia Berhad
Best Brands in
Leisure and Hospitality
(The BrandLaureate Awards 2009)

Mr. Kevin Sim, Executive Vice President of Genting Malaysia Berhad and the Senior Management of the Group with the Malaysia's Most Valuable Brands award.

YA Bhg Tun Abdullah Ahmad Badawi presenting the Best Brands in Leisure and Hospitality award to Y Bhg Dato' Anthony Yeo, Senior Vice President of Public Relations and Communications.

CORPORATE SOCIAL RESPONSIBILITY

The Group seeks to balance its corporate social responsibility with the long-term interests of stakeholders such as its shareholders, customers, employees, business partners, local communities and others. The Group is focused on its contributions towards economic development, community welfare, environmental care and employee welfare. The Group continuously seeks to enhance its corporate values and adopt ethical business practices. In line with the Listing Requirements of Bursa Malaysia Securities Berhad, which requires listed companies to provide a description of its corporate social responsibility ("CSR") activities and practices, these efforts are now being articulated under the Group's CSR framework, with the Group's various subsidiaries having specific areas of focus within its respective areas of business.

ENVIRONMENT

The Group's keen interest in the sustainability of the environment means that the Resort holds a strong environmentally-friendly approach, in line with the National Green Technology Policy, the aim being sustainable development and conservation of the environment for future generations.

The Group's environmental management systems are constantly reviewed and adapted in relation to four core areas of interests, namely the conservation of natural resources (energy, fuel and water), waste management, prevention of pollution to water, land and air, as well as the use of renewable energy.

The Group employs various schemes to conserve natural resources and reduce the consumption of energy, fuel and water. A professional consultant is engaged to conduct an energy audit to identify cost-effective energy-saving opportunities in line with the building energy efficiency index. Measures include installation of energy-saving lights and reduce heat loads from air-conditioning systems. Escalators are switched off during off-peak times and sensors are installed to control operations. Employees are also briefed on Energy Conservation Awareness by the Group's Engineering Department.

For fuel conservation, the Group employed a heat recovery system by installing air pre-heaters at steam plants. Mechanical steam traps were replaced with fixed orifice steam traps to limit steam loss. Steam plant operations were also optimised to reduce steam losses and leakages and to prevent short cycling on boiler operations. To conserve water, flow restrictors were installed and effective water volume reduction programmes were implemented at water cisterns at selected areas. Monthly maintenance and daily checking of toilets are carried out to ensure immediate repair of water leakages.

Waste management efforts follow the 3R (Reduce, Reuse and Recycle) programme and scheduled waste management in accordance with the Environmental Quality Act 1974. 'Reduce' is achieved by using long-life energy-saving lights, reusable cutleries and chemical tanks. 'Reuse' is achieved by re-using waste paper for printing and back office usage. 'Recycle' is achieved by waste segregation at source and waste delivery according to types of waste. The Group also practises vermin-composting to turn food waste into organic fertiliser.

The Group implements various initiatives to prevent water, land and air pollution. To prevent water pollution, the Yearly Sanitary Survey is conducted on the water supply system and remedial actions taken to trace and remove possible contamination sources. Bio-degradable chemicals are used for laundry, rooms, cleaning of public areas and stewarding. Besides this, diesel engines at pump houses were replaced with electrical motors to reduce water source contamination from diesel spillage. To prevent land pollution, recycling is practised to reduce waste disposal at landfill sites, and the use of bio-degradable plastic bags and paper wrappers are promoted. To control air pollution, smoke density meters are installed to monitor flue gas quality generated by boilers. Flue gas analyses were also carried out for generator sets, boilers and incinerators in accordance with the Written Approval issued by the Department of Environment, in line with the Environmental Quality Act. Air pollution control systems were also installed to treat the flue gas.

The Group Human Resources Department, through its Occupational, Safety and Health ("OSH") Section has initiated a Mentoring Programme on ISO 14001 and OHSAS 18001 for Awana Genting Highlands, Awana Langkawi, Awana Kijal and the Casino Departments. The OSH Section also ensures that chemicals used comply with the Restriction of Hazardous Substances (RoHS) and Occupational Safety and Health (Classification, Packaging and Labelling of Hazardous Chemicals) Regulations 1997.

One of the National Objectives Strategies of the Ministry of Energy, Green Technology and Water is to monitor the impact, improve efficiency of utilisation and conversion, and promote renewable energy. The strategic location of the Resort, which is exposed to wind and sunlight daily, makes the option of generating electricity through the usage of wind and solar energy viable. The Group is currently looking into ways to promote renewable energy as part of its long-term plan.

WORKPLACE

As at 31 December 2009, the Group has a total workforce of approximately 13,700 employees. The Group provides a supportive working culture through training and development programmes, safety and health procedures and regulations as well as internal events and communication.

Employee Development: Training and employee development is vital in developing a productive, dynamic and dedicated workforce in line with the company's culture and vision. In 2009, over 8,500 Group employees attended internal and external training programmes. The Group provides training in competency and in key areas such as grooming, etiquette, personal impact, customer service and service delivery particularly for front-line personnel. Regular departmental team-building activities aim to foster team spirit and teamwork, promote good camaraderie and improve communication between all levels of employees.

Employees' Appreciation Nite 2009

Human Resources Conference

Senior Managers Conference 2009

In 2009, 19 management trainees graduated and joined the Group as permanent employees while 10 middle management personnel graduated from advanced management courses through programmes of the Malaysian Association of Hotels Training and Education Center (MAHTEC). Furthermore, 3 Hotel Industry Apprenticeship Scheme (HIAS) students completed their training and were offered employment at the Group's hotels.

The Group awarded scholarships to 21 deserving employees including candidates from MAHTEC, Kolej Antarabangsa Genting Inti (KAGI) and Institute of Charted Accountants in England and Wales (ICAEW). The Group also recruited six Management Trainees to undergo one-year training with the Human Resources ("HR") Department.

Safety & Health: The Group conducts safety, health and environmental training programmes to create awareness and instill consciousness and sound practices within its workforce. In January 2009, an official Environmental, Health and Safety ("EHS") policy was internally endorsed towards an environmental-friendly, healthy and safe workplace for all employees.

In March 2009, the Group was awarded ISO 14001 and OHSAS 18001 certifications for Maxims Genting, Highlands Hotel, Resort Hotel, Theme Park Hotel, First World Hotel, Theme Park Operations, Security Department, Warehouse/Receiving Department, Human Resources Department, Transport Department and Group Centralised Procurement Department.

As at 31 December 2009, the OSH Section had recorded a 90% attendance for the EHS Awareness Training Program by all staff whose divisions are certified.

The NIOSH-Genting Safety Passport (NGSP) Program between the National Institute of Occupational Safety and Health (NIOSH) and the Company (GENM), is being carried out to instill awareness amongst contractors on Occupational Safety and Health (OSH).

The Group also developed action plans in relation to the Influenza A (H1N1) outbreak in compliance with Ministry of Health guidelines. Steps taken included awareness-creation (through memos, posters, notice board announcements and intranet), constant monitoring of the situation, flu vaccinations and placement of thermal scanners at strategic areas in the Resort.

Internal Communication: The Group maintains a regular communication channel with employees through an internal communication network that includes a bi-weekly employee newsletter, the intranet-GGIP, internal notice boards and e-Kiosks.

Resorts World Genting's core values are trust, integrity and mutual respect, being warm & caring, always looking out for one another, sharing resources, in a fun and happy environment. These values are reflected in the quarterly Employee of the Month Awards, the annual Employees' Appreciation Nite, Genting Employees' Carnival 2009 exclusive to employees and families, managers' and annual conferences. The 21st Genting Malaysia Senior Managers' Conference at Sentosa Resort & Spa in Singapore had the theme "Branding and Leadership in a New Competitive Environment", focusing on great leadership and obtaining great results within a competitive environment by forging collaboration and synergy. At Awana Genting Highlands, the 16th Human Resources Conference 2009 themed "Championing HR Fundamentals" was held, focusing on building stronger interpersonal ties amongst HR personnel, and to promote team spirit towards delivering effective results.

The 10th Collective Agreement was signed in November 2009 between GENM and the Resorts World Employees' Union, entitling union members to increased salary adjustments, additional allowances and hospitalisation benefits. The HR Department continues to foster employee welfare and development to provide a wholesome work life for all employees.

MARKETPLACE

The Group takes steps to provide timely and equal dissemination of material information to its shareholders and the general public, with a key priority being the promotion of good investor relations. The Company's Annual General Meeting is a principal forum for dialogue with shareholders on operational and corporate matters. Annual reports are made available to shareholders. Announcements of quarterly results and major corporate developments are followed by briefings for analysts and fund managers through conference calls or presentations.

Visitors' Galleria at the Resort provides investors and guests with a first-hand look at the Resort's history, operations and facilities, with guided tours by public relations personnel.

The Group's corporate website www.gentingmalaysia.com is a source of information on corporate and business activities. Annual reports, press releases, quarterly results, announcements and investor presentations are made publicly available on the website. The Group participates in investor forums locally and abroad, with briefings and meetings with analysts and fund managers, through corporate presentations and Q&A sessions. The Group also participates in events and road shows organised by Malaysian Investor Relations Association (MIRA).

The Group's Human Resources Occupational, Safety and Health ("OSH") Section has implemented initiatives at the Resort such as Emergency Response and Preparedness ("ERP") awareness and competency skills training, in collaboration with the Fire Unit. An emergency response team (ERT) is prepared to handle urgent situations.

Y Bhg Tan Sri Lim Kok Thay presenting a mock cheque to Y Bhg Dato' Seri Ong Ka Ting, Chairman of Tunku Abdul Rahman College Council at the TARC - Tan Sri (Dr.) Lim Goh Tong Student Loan Fund ceremony, and witnessed by YB Dato' Seri Ong Tee Keat.

YA Bhg Tun Mohammed Hanif Omar and the Senior Management of Genting Group with the recipients of Genting Malaysia's 2009 Festive Season's donation.

COMMUNITY

The Group's community investment contributions, which fall within a clear set of priorities, are in adherence to the philosophy of the Group, the Government and the society.

Infrastructure Support and Services to Local Communities: The Group's contributions reaches out to different sectors of community, irrespective of race, creed and religion. In 2009, the Group contributed to the Women's Aid Organisation, the Malaysian Pediatric Foundation, Hospis Malaysia, the Alzheimer Disease Foundation, the Malaysian Liver Foundation, the Tunku Azizah Fertility Foundation, the Gujerati Association W.P & Selangor, Divine Live Society and others. The Group also donated to St. John Ambulance for its 24-Hour Highway Emergency Ambulance Service, help equip ambulances with medical necessities.

The Group embarked on a year-long road safety campaign with the Ministry of Transport, Ministry of Education, Road Safety Department (JKJR) and the Road Safety Marshal Club (RSMC) - the Kempen Topi Keledar Kanak-Kanak Genting. Some 4,500 primary school students from nine states were educated on various road safety practices such as crossing the road safely, adhering to traffic and road signs, fastening seat belts and on proper helmet usage. All the students were each presented with a SIRIM-approved helmet.

Awana Langkawi conducted public health checks for the surrounding communities during Health Day, as well as a safety talk during Safety and Career Week.

Underprivileged and Disability Groups: The Group strives to care and provide for the underprivileged and disabled in the community. In 2009, the Group hosted the less fortunate and underprivileged during Hari Raya Aidilfitri, Deepavali and Universal Children's Day celebrations. A fairytale Christmas party themed "Your Christmas Wish Comes True" was organized where special children, their parents and minders received presents that were entirely sponsored by the Group's employees. The Group also organized two Hollywood blockbuster movies for 265 underprivileged children from six schools. The Group donated RM268,000 to 67 charitable organisations ranging from welfare homes to non-governmental organisations during the Festive Season Contribution. Besides this, the Group also donated a custom-made wheelchair to Adam Firdaus who suffers from Cerebral Palsy.

Education: The Group places paramount importance in enhancing the quality of education in Malaysia and has supported various educational institutions in cash and kind.

YB Datuk Kong Cho Ha, Minister of Housing and Local Government (third from left), Y Bhg Tan Sri Alwi Jantan (fourth from left) and Y Bhg Datuk Suret Singh, Director General of Road Safety Department (second from left) at the Perak State level "Kempen Topi Keledar Kanak-kanak Genting".

Youth Development: The Group initiated a year-long Wiz Kids programme for 40 orphans at Badan Amal Nur Zaharah, Janda Baik to promote character development, self-esteem and perseverance. A selected number of orphans, as Wiz Kids, were rewarded with a shopping trip. The Group also contributed to Hindu Sevai Sangam for its motivational camp which seeks to inculcate good habits amongst youths in the community.

Sports: The Group contributes substantially to organisations for various sporting events, including being a main sponsor and official partner of the King of Mountain (KOM) jersey for the Le Tour de Langkawi. The Group also contributed to the Selangor Tennis Association for its Junior Development Programme 2009 and to the Pahang Hockey Association and Football Association of Malaysia.

Culture and Arts: The Group works alongside with the Ministry of Information, Communication and Culture to promote the Malaysian culture, performing arts, and to provide youths with a platform to showcase their talents. The Group hosted three showcases of "Orkestra Simfoni Remaja"- a programme under the "Pusat Pemuzik Budaya" of Istana Budaya and the Ministry of Information, Communication and Culture. For the second time, the Group hosted the Team Malaysia 2009 of World Championship of Performing Arts for a two-day showcase at Times Square, First World Plaza and Merdeka Stage, Outdoor Theme Park.

GENM We CARE Team: GENM We CARE Team and Awana We CARE Team encourage community service by employees. With 630 members, the teams conducted repairs, maintenance works, gardening, cleaning, interactive activities and food distribution at Badan Amal Nur Zaharah, Selangor Family Aid Association and Lanchang Che Wong Orang Asli community. Chinese New Year with 60 senior citizens at Ampang Old Folks Home saw "Ang Pow" donations from the Group's management and staff. The team also had Berbuka Puasa with the Orang Asli community at Kampung Sungai Gapoi, Karak with the Minister of Health as the guest of honour. At the event, 'Duit Raya', hampers and goodies were also presented. Various community service activities were also organized at Awana Hotels & Resorts. Awana Genting Highlands We CARE Team had Berbuka Puasa with 70 orphans from Pusat Kebajikan Kemahiran Serendah and donated food and conducted "gotong-royong" at Patus Orang Asli Settlement at Kuala Lipis. Awana Kijal We CARE Team conducted a beach-cleaning "gotong-royong" with the Malaysian Army and had Berbuka Puasa with 30 orphans from Kompleks Penyayang Kemaman. Awana Langkawi We CARE Team regularly provides food and house maintenance for disadvantaged individuals.

YB Dato' Sri Liow Tiong Lai, Minister of Health and Dato' Anthony Yeo, Senior Vice President Public Relations and Communications at the Berbuka Puasa session with the Orang Asli community and GENM We CARE Team at Kampung Sungai Gapoi, Karak.

CORPORATE GOVERNANCE

It is the policy of the Company to manage the affairs of the Group in accordance with the appropriate standards for good corporate governance. Set out below is a statement on how the Company has applied the principles and complied with the best practices as set out in the Malaysian Code on Corporate Governance ("the Code").

A. DIRECTORS

(i) The Board

The Board has overall responsibility for the proper conduct of the Company's business. The Board meets on a quarterly basis and additionally as required. The Board has a formal schedule of matters specifically reserved for its decision, including overall strategic direction, annual operating plan, capital expenditure plan, acquisitions and disposals, major capital projects and the monitoring of the Group's operating and financial performance.

Formal Board Committees established by the Board in accordance with the Code namely, the Audit Committee, Nomination Committee and Remuneration Committee assist the Board in the discharge of its duties.

During the year under review, four meetings of the Board were held and all Directors have complied with the requirement in respect of board meeting attendance as provided in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The details of Directors' attendances are set out below:

Name of Directors	Number of Meetings Attended
Tan Sri Lim Kok Thay	3 out of 4
Tun Mohammed Hanif bin Omar	4 out of 4
Tan Sri Alwi Jantan	3 out of 4
Mr Quah Chek Tin	4 out of 4
Tan Sri Dr. Lin See Yan	3 out of 4
Tan Sri Wan Sidek bin Hj Wan Abdul Rahman (Resigned on 1 December 2009)	4 out of 4
Tan Sri Clifford Francis Herbert	4 out of 4
General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin	3 out of 4
Mr Teo Eng Siong (appointed on 25 February 2010)	Not applicable

(ii) Board Balance

The Board has eight members comprising two executive Directors and six non-executive Directors. Five of the six non-executive Directors are independent non-executive Directors. The Directors have wide ranging experience and all have occupied or are currently occupying senior positions in the public and/or private sectors. The independent non-executive Directors provide a strong independent element on the Board with Tan Sri Clifford Francis Herbert as the senior independent non-executive Director, to whom concerns may be conveyed. Three of the five independent non-executive Directors participate in the Audit Committee and Nomination Committee and two of the five independent non-executive Directors participate in the Remuneration Committee as members of these Committees.

The Board is mindful of the dual roles of Chairman and Chief Executive held by Tan Sri Lim Kok Thay but is of the view that there are sufficient experienced and independent-minded Directors on the Board to provide the assurance that there is sufficient check and balance. Also, the dual roles have to a certain extent been balanced by the presence of Tun Mohammed Hanif bin Omar as Deputy Chairman.

A brief profile of each of the Directors is presented on pages 6 to 8 of this Annual Report.

(iii) Supply of Information

Notice of meetings, setting out the agenda and accompanied by the relevant Board papers are given to the Directors in sufficient time to enable the Directors to peruse, obtain additional information and/or seek further clarification on the matters to be deliberated.

As a Group practice, any Director who wishes to seek independent professional advice in the furtherance of his duties may do so at the Group's expense. Directors have access to all information and records of the Company and also the advice and services of the Company Secretary.

(iv) Appointments to the Board

The Nomination Committee comprising entirely of independent non-executive Directors is responsible for identifying and recommending to the Board suitable nominees for appointment to the Board and Board Committees.

The Nomination Committee met once during the financial year.

On appointment, Directors are provided with information about the Group and are encouraged to visit the sites of the Group's operating units and meet with key senior executives.

The process of assessing the Directors is an on-going responsibility of the entire Board. The Board has put in place a formal evaluation process to assess the effectiveness of the Board as a whole, the Board Committees and the contribution and performance of each individual Director, including the independent non-executive Directors and Chief Executive on an annual basis.

In respect of the assessment for the financial year ended 31 December 2009, the Board was satisfied that the Board and Board Committees have discharged their duties and responsibilities effectively. The Board was also satisfied that the Board composition in terms of size, the balance between executive, non-executive and independent Directors and mix of skills was adequate.

All the Directors have attended the Mandatory Accreditation Programme and are also encouraged to attend courses whether in-house or external to help them in the discharge of their duties.

The following are the courses and training programmes attended by the Directors in 2009:

COURSES	NAMES OF DIRECTORS						
	Tan Sri Lim Kok Thay	Tun Mohammed Hanif bin Omar	Tan Sri Alwi Jantan	Mr Quah Chek Tin	Tan Sri Dr. Lin See Yan	Tan Sri Clifford Francis Herbert	Gen. (R) Tan Sri Mohd Zahidi bin Hj Zainuddin
Corporate Responsibility - Are Companies meeting Stakeholders' Expectations? by YBhg Dato' Johan Raslan of PwC		√		√		√	√
Financial Institutions Directors' Education Programme - Invitation to A Session with Jim Rogers						√	

CORPORATE GOVERNANCE (cont'd)

A. DIRECTORS (cont'd)

(iv) Appointments to the Board (cont'd)

COURSES	NAMES OF DIRECTORS						
	Tan Sri Lim Kok Thay	Tun Mohammed Hanif bin Omar	Tan Sri Alwi Jantan	Mr Quah Chek Tin	Tan Sri Dr. Lin See Yan	Tan Sri Clifford Francis Herbert	Gen. (R) Tan Sri Mohd Zahidi bin Hj Zainuddin
Financial Reporting During Financial Turbulence by Malaysian Institute of Accountants (MIA)		√		√			
The Economic Crisis of 2008/2009: Precipitator, Impact and Response by Professor Nabil N.El-Hage Harvard Business School				√	√		
Directors Continuing Education Programme 2009 by F&N Holdings Bhd. & Guinness Anchor Berhad					√		
The Global Finance Crisis : Implications for Corporate Governance in Asia by Mr Jamie Allen, Secretary-General, Asian Corporate Governance Association						√	
Governance Trends and Issues by Professor Mervyn King, Chairman of the King Committee on Corporate Governance						√	
Changing Minds : The Art of Changing Our Own and Other People's Minds by Harvard Club of Malaysia				√	√		
Musharakah & Its Application in Islamic Finance by Dr. Mohd Daud Bakar & Dr. Syed Musa Alhabshi from Amanie Business Solution Sdn Bhd		√				√	
Economic Downturn and Risk Oversight: Reassessing Risk in the Wake of Market Turmoil by KPMG Malaysia				√			
Dialogue with YBhg Dato' Mohd Razif by Association of Islamic Banking Institutions Malaysia & Bank Negara Malaysia		√				√	
Masterclass for Islamic Bank's for Board of Directors by Association of Islamic Institutions Malaysia and Bank Negara Malaysia						√	
The Global Economy In The Aftermath Of The Financial Crisis by Rating Agency of Malaysia					√		
Corporate Governance Guide - Towards Boardroom Excellence by MIA		√	√	√		√	√
Financial Institutions Directors' Education (FIDE) Programme by Bank Negara Malaysia & Perbadanan Insurans Deposit Malaysia (PIDM), in collaboration with the International Centre for Leadership in Finance (ICLIF)		√					
Training on High Performance Leadership by Prof. Dr George Kolrieser							√
Advanced Negotiation					√		
From the Trenches : Insights and Perspectives from Malaysia's Industry Leaders by Perdana Leadership Foundation		√					
New Central Bank Bill - Messrs Shook Lin and Bok						√	
Corporate Governance Revisited by Bursa Malaysia							√
CSR Sustainability Summit 2009 by ASLI						√	
Board Evaluation by YBhg Dato' Johan Raslan of PwC	√	√		√	√		

CORPORATE GOVERNANCE

A. DIRECTORS (cont'd)

(iv) Appointments to the Board (cont'd)

COURSES	NAMES OF DIRECTORS						
	Tan Sri Lim Kok Thay	Tun Mohammed Hanif bin Omar	Tan Sri Alwi Jantan	Mr Quah Chek Tin	Tan Sri Dr. Lin See Yan	Tan Sri Clifford Francis Herbert	Gen. (R) Tan Sri Mohd Zahidi bin Hj Zainuddin
Directors Continuing Education Programme 2009 by British American Tobacco (M) Berhad						√	
FIABCI Malaysia Global Summit 2009 - Reviving The Economy Through Real Estate Growth						√	
Forum on FRS 139, Financial Investments : Recognition and Measurement by Bursa Malaysia Berhad						√	
Senior Managers Conference on Branding & Leadership in a New Competitive Environment by Genting Malaysia Berhad	√	√	√	√	√		√
Corporate Governance Update by PwC							√
Governance Expectations of International Fund Managers by Bursa Malaysia Berhad		√					
Development in the Changing World by Sir John Reginald Hartnell Bond, Chairman of Vodafone Group		√					
How Leaders Build Value: Using People, Organisation and Other Intangibles To Get Bottom Line Results by Prof Dave Ulrich					√		
Workshop (Board Retreat) by Straits Trading Co. Ltd					√		
Discussion on Session for new FIDE Group, Discussion on Corporate Governance by Bank Negara Malaysia						√	
FIDE Roundtable Discussion with the Pilot Group						√	
Corporate Responsibility (CR) Overview and Identifying CR Risk and Opportunity for Companies				√		√	
Briefing on Financial Reporting Standards by Messrs Ernst & Young				√			
BNM Financial Industry Conference						√	
Reforming Governance and Adding Value: An Investors' Struggle by Mr. David Webb						√	
PTD Alumni Economic Forum 2009 - Policies/ Strategies for 10th Malaysia Plan						√	
The 2010 Budget by KassimChan Tax Services Sdn Bhd				√			√
Briefing/Consultation Session with Tax Review Panel, Ministry of Finance on GST						√	
From Good Governance to Great Branding by Mr John Zinkin by Securities Industry Development Corporation							√
FRS 139 Implementation Plan organised by Measat Global Berhad and conducted by PwC		√					

(v) Re-election

The Articles of Association of the Company provides that at least one-third of the Directors are subject to retirement by rotation at each Annual General Meeting and that all Directors shall retire once in every three years. A retiring Director is eligible for re-election. The Articles of Association also provides that a Director who is appointed by the Board in the course of the year shall be subject to re-election at the next Annual General Meeting to be held following his appointment.

Directors over seventy years of age are required to submit themselves for re-appointment annually in accordance with Section 129(6) of the Companies Act, 1965.

CORPORATE GOVERNANCE (cont'd)

B. DIRECTORS' REMUNERATION

The Remuneration Committee comprising two independent non-executive Directors and one executive Director is responsible for making recommendations to the Board on the remuneration packages of executive Directors and members of Board Committees. In making recommendations to the Board, information provided by independent consultants and appropriate survey data are taken into consideration. The Board as a whole, determines the level of fees of non-executive Directors and executive Directors. Directors' fees are approved at the Annual General Meeting by the shareholders. Directors do not participate in decisions regarding their own remuneration packages.

During the financial year ended 31 December 2009, the terms of reference of the Remuneration Committee was revised by the Board to include the administration of the Executive Share Option Scheme for Eligible Executives of Genting Malaysia Berhad (formerly known as Resorts World Bhd) and its subsidiaries.

The Remuneration Committee met three times during the financial year.

Details of the Directors' remuneration are set out in the Audited Financial Statements on pages 61 to 62 of this Annual Report. In the interest of security, additional information have not been provided other than the details stipulated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

C. SHAREHOLDERS

The Group acknowledges the importance of timely and equal dissemination of material information to the shareholders, investors and public at large. The Company's Annual General Meeting remains the principal forum for dialogue with shareholders. Shareholders are encouraged to participate in the proceedings and to ask questions about the resolutions being proposed and the operations of the Group.

The Group maintains a corporate website at www.gentingmalaysia.com which provides information relating to annual reports, press releases, quarterly results, announcements and investor presentations.

The Group also participates in investor forums held locally and abroad and also organises briefings and meetings with analysts and fund managers to give them a better understanding of the businesses of the Group.

D. ACCOUNTABILITY AND AUDIT

(i) Financial Reporting

The Board aims to ensure that the quarterly reports, annual financial statements as well as the annual review of operations in the annual report are presented in a manner which provides a balanced and understandable assessment of the Company's performance and prospect.

The Directors are also required by the Companies Act, 1965 to prepare financial statements for each financial year which have been made out in accordance with the Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards in Malaysia for Entities Other than Private Entities and 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 the cash flows of the Group and of the Company for the financial year.

A statement by the Board of its responsibilities for preparing the financial statements is set out on page 80 of this Annual Report.

(ii) Internal Control

The Board is responsible for the Group's system of internal control and risk management and for reviewing its adequacy and integrity. While acknowledging their responsibility for the system of internal control, the Directors are aware that such a system is designed to manage rather than eliminate risks and therefore cannot provide an absolute assurance against material misstatement or loss.

The Internal Audit Function is provided by the Internal Audit Department of the holding company, Genting Berhad, based on the plan approved by the Company's Audit Committee, to assist the Board in maintaining a sound system of internal control for the purposes of safeguarding shareholders' investment and the Group's assets. The activities of this department which reports regularly to the Audit Committee provides the Board with much of the assurance it requires regarding the adequacy and integrity of the system of internal control. As proper risk management is a significant component of a sound system of internal control, the Group has also put in place a risk management process to help the Board in identifying, evaluating and managing risks.

(iii) Relationship with Auditors

The Company through the Audit Committee, has an appropriate and transparent relationship with the external auditors. In the course of audit of the Group's financial statements, the external auditors have highlighted to the Audit Committee and the Board, matters that require the Board's attention. All Audit Committee meetings are attended by the external auditors for purposes of presenting their audit plan and report and for presenting their comments on the audited financial statements.

E. OTHER INFORMATION

(i) Material Contracts

Material Contracts of the Company and its subsidiaries involving Directors and major shareholders either subsisting at the end of the financial year or entered into since the end of the previous financial year are disclosed in Note 41 to the financial statements under "Significant Related Party Disclosures" on pages 75 to 77 of this Annual Report.

(ii) SHARE BUY-BACK

The details of the Company's Share Buy-Back exercises for the financial year ended 31 December 2009 are as follows:

Schedule of Share Buy-Back for the Financial Year Ended 31 December 2009

Month	No. of Shares Purchased & Retained As Treasury Shares	Purchase Price Per Share Lowest (RM)	Highest (RM)	Average (RM)	Total Consideration* (RM)
March	4,700,000	1.92	1.99	1.97	9,284,944
June	1,629,000	2.80	2.86	2.83	4,631,801
July	12,412,500	2.83	2.98	2.90	36,160,199
August	9,376,000	2.79	2.93	2.87	27,029,204
November	1,000,000	2.80	2.84	2.81	2,819,573
Total	29,117,500			2.74	79,925,722

* Inclusive of transaction costs

During the financial year, all the shares purchased by the Company were retained as treasury shares. As at 31 December 2009, the number of treasury shares was 207,201,100.

This statement on Corporate Governance is made in accordance with the resolution of the Board of Directors.

AUDIT COMMITTEE REPORT

AUDIT COMMITTEE

The Audit Committee ("Committee") was established on 26 July 1994 to serve as a Committee of the Board.

MEMBERSHIP

The present members of the Committee comprise:

Tan Sri Clifford Francis Herbert	Chairman/Independent Non-Executive Director
Tan Sri Dr. Lin See Yan	Member/Independent Non-Executive Director
Mr Quah Chek Tin	Member/Independent Non-Executive Director

ATTENDANCE AT MEETINGS DURING THE FINANCIAL YEAR 2009

The Committee held a total of six (6) meetings. Details of attendance of the Committee members are as follows:

Name of Member	Number of Meetings Attended*
Tan Sri Wan Sidek bin Hj Wan Abdul Rahman^	6 out of 6
Tan Sri Clifford Francis Herbert	6 out of 6
Tan Sri Dr. Lin See Yan	6 out of 6
Mr Quah Chek Tin	6 out of 6

^Resigned on 1 December 2009

** The total number of meetings is inclusive of the special meetings held between members of the Committee who are non-executive Directors of the Company and representatives of the external auditors, PricewaterhouseCoopers without the presence of any Executive Director.*

SUMMARY OF ACTIVITIES DURING THE FINANCIAL YEAR 2009

The Committee carried out its duties in accordance with its Terms of Reference.

The main activities carried out by the Committee were as follows:

i) considered and approved the internal audit plan for the Company and the Group and authorised resources to address risk areas that have been identified;

ii) reviewed the internal audit reports for the Company and the Group;

iii) reviewed the external audit plan for the Company and the Group with the external auditors;

iv) reviewed the external audit reports for the Company and the Group with the external auditors;

v) reviewed the quarterly reports of the Company and of the Group, focusing particularly on:

   (a) changes in or implementation of major accounting policy changes;
   (b) significant and unusual events; and
   (c) compliance with accounting standards and other legal requirements;

vi) reviewed related party transactions of the Company and of the Group;

vii) reviewed the proposed audit fees for the external auditors in respect of their audit of the Group and of the Company;

viii) considered the re-appointment of the external auditors;

ix) reviewed the Financial Statements of the Group and of the Company for the financial year ended 31 December 2008;

x) reviewed the reports submitted by the Risk and Business Continuity Management Committee of the Company;

INTERNAL AUDIT FUNCTION AND RISK MANAGEMENT PROCESS

The Internal Audit function is provided by the Internal Audit Department of the holding company, Genting Berhad based on the plan approved by the Committee, to assist the Board in maintaining a sound system of internal control. The internal audit department reports to the Committee and is independent of the activities it audits. The primary role of the department is to undertake regular and systematic review of the systems of internal control so as to provide sufficient assurance that the Group has sound systems of internal control and that established policies and procedures are adhered to and continue to be effective and satisfactory.

During the financial year ended 31 December 2009, the Internal Audit Department carried out its duties covering operation audit, information system audit and compliance audit.

On a quarterly basis, audit reports and the plan status are submitted for review and approval by the Committee. Included in the reports are recommended corrective measures on risks identified, if any, for implementation by Management.

The total cost incurred by the Internal Audit Department for the internal audit function of the Group for the financial year ended 31 December 2009 amounted to RM1.9 million.

As proper risk management is a significant component of a sound system of internal control, the Group has also put in place a risk management process to help the Board in identifying, evaluating and managing risks. The implementation and maintenance of the risk management process is carried out by the Risk and Business Continuity Management Committee of the Company.

TERMS OF REFERENCE

The Committee is governed by the following terms of reference:

1. Composition

(i) The Committee shall be appointed by the Board from amongst the Directors excluding Alternate Directors; shall consist of not less than three members, all of whom are non-executive Directors with a majority of them being independent Directors; and 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:

      (aa) he must have passed the examinations specified in Part I of the First Schedule of the Accountants Act 1967; or

      (bb) he must be a member of one of the associations of accountants specified in Part II of the First Schedule of the Accountants Act 1967 or

AUDIT COMMITTEE REPORT (cont'd)

TERMS OF REFERENCE (cont'd)

1. Composition (cont'd)

(c) fulfils such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad ("Bursa Securities").

The Chairman shall be an independent Director elected by the members of the Committee.

(ii) In the event of any vacancy in the Committee resulting in the non-compliance of paragraph (i) above, the Board must fill the vacancy within 3 months.

(iii) The term of office and performance of the Committee and each of its members shall be reviewed by the Board at least once every 3 years to determine whether the Committee and its members have carried out their duties in accordance with their terms of reference.

2. Authority

The Committee is granted the authority to investigate any activity of the Company and its subsidiaries within its terms of reference, and all employees are directed to co-operate as requested by members of the Committee. The Committee is empowered to obtain independent professional or other advice and retain persons having special competence as necessary to assist the Committee in fulfilling its responsibility.

3. Responsibility

The Committee is to serve as a focal point for communication between non-Committee Directors, the external auditors, internal auditors and the Management on matters in connection with financial accounting, reporting and controls. The Committee is to assist the Board in fulfilling its fiduciary responsibilities as to accounting policies and reporting practices of the Company and all subsidiaries and the sufficiency of auditing relative thereto. It is to be the Board's principal agent in assuring the independence of the Company's external auditors, the integrity of the Management and the adequacy of disclosures to shareholders.

If the Committee is of the view that a matter reported to the Board has not been satisfactorily resolved resulting in a breach of the Bursa Securities Main Market Listing Requirements, the Committee shall promptly report such matter to Bursa Securities.

4. Functions

The functions of the Committee are to:

i) review with the external auditors, their audit plan;

ii) review with the external auditors, their evaluation of the system of internal accounting controls;

iii) review with the external auditors, their audit report and management letter (if any);

iv) review the assistance given by the Company's officers to the external auditors;

v) review 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;

vi) review 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;

vii) review the quarterly results and year end financial statements, prior to the approval by the Board, focusing particularly on:

(a) changes in or implementation of major accounting policy changes;
(b) significant and unusual events; and
(c) compliance with accounting standards and other legal requirements;

viii) review any related party transaction and conflict of interest situation that may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions of Management integrity; and

ix) consider the nomination, appointment and re-appointment of external auditors; their audit fees; and any questions on resignation, suitability and dismissal.

5. Meetings

i) The Committee is to meet at least four times a year and as many times as the Committee deems necessary.

ii) In order to form a quorum for any meeting of the Committee, the majority of members present must be independent.

iii) The meetings and proceedings of the Committee are governed by the provisions of the Articles of Association of the Company regulating the meetings and proceedings of the Board so far as the same are applicable.

iv) The head of finance and the head of internal audit shall normally attend meetings of the Committee. The presence of a representative of the external auditors will be requested, if required.

v) Upon request by the external auditors, the Chairman of the Committee shall convene a meeting of the Committee to consider any matters the external auditors believe should be brought to the attention of the Directors or Shareholders of the Company.

vi) At least twice a year, the Committee shall meet with the external auditors without the presence of any executive Director.

vii) Whenever deemed necessary, meetings can be convened with the external auditors, internal auditors or both, excluding the attendance of other directors and employees.

6. Secretary and Minutes

The Secretary of the Committee shall be the Company Secretary. Minutes of each meeting are to be prepared and sent to the Committee members, and the Company's Directors who are not members of the Committee.

This Audit Committee Report is made in accordance with the resolution of the Board of Directors.

STATEMENT ON INTERNAL CONTROL

as at 31st December, 2009

The Board's Responsibilities

In relation to internal control, pursuant to the requirements under the Malaysian Code on Corporate Governance for companies listed on the Bursa Malaysia Securities Berhad ("Bursa Securities"), the Board of Directors ("the Board") acknowledges their responsibility under the Bursa Securities Main Market Listing Requirements to: -

- Identify principal risks and ensure implementation of appropriate control measures to manage the risks.
- Review the adequacy and integrity of the internal control system, management information systems and systems for compliance with applicable laws, regulations, rules, directives and guidelines.

It should be noted that an internal control system is designed to manage risks rather than eliminate them and can provide only reasonable but not absolute assurance against any material misstatement or loss.

The Board confirms that there is an ongoing risk management process established to identify, evaluate, and manage significant risks to effectively mitigate the risks that may impede the achievement of the Genting Malaysia Berhad (formerly known as Resorts World Bhd) Group of companies' ("the Genting Malaysia Group") business and corporate objectives. The Board reviews the process on a regular basis to ensure proper management of risks and measures are taken to mitigate any weaknesses in the control environment.

The Risk Management Process

The Genting Malaysia Group has implemented the Control Self-Assessment ("CSA") to formalise the risk management process. With the CSA, departments/business areas of the Genting Malaysia Group are required to identify and evaluate controls within key functions/ activities of their business processes.

The implementation of the risk management process for the Genting Malaysia Group is the responsibility of the Executive Committee comprising the Executive Directors, the Business/Operations Heads of the Genting Malaysia Group's operating units with oversight and assistance provided by relevant senior management staff of the holding company, Genting Berhad. The Risk and Business Continuity Management Committee ("RBCMC"), chaired by the Chief Financial Officer, further oversees the effectiveness of the risk management program.

The key aspects of the risk management process are:-

- Business/Operations Heads are required to update their risk profiles on a half yearly basis and in this regard issue a Letter of Assurance at the end of each second half yearly review to confirm that they have reviewed the risk profiles, risk reports and related business processes and are also monitoring the implementation of action plans.
- Reviews of the risk profiles, the control procedures and status of the action plans are carried out on a regular basis by the Head-Risk Management of the holding company and the Business/ Operations Heads.
- Management of the respective companies are provided with reports to enable them to review, discuss and monitor the risk profiles and implementation of action plans.
- The risks to the Genting Malaysia Group's strategic objectives are assessed at both the group and company levels.
- On a quarterly basis, a risk report detailing significant risk issues and control measures implemented or to be implemented to deal with the risks will be reviewed by the RBCMC prior to being tabled to the Genting Malaysia Group Executive Committee.
- On a quarterly basis, a risk management report summarising the significant risks and/or the status of action plans are presented to the Audit Committee for review, deliberation and recommendation for endorsement/approval by the Board.

The Internal Control Processes

The other key aspects of the internal control process are:-

- The Board and the Audit Committee meet every quarter to discuss matters raised by Management of the Genting Malaysia Group ("Management") on business and operational matters including potential risks and control issues.
- The Board has delegated their responsibilities to various committees established by the Board and Management to implement and monitor the Board's policies on controls.
- Delegation of authority including authorisation limits at various levels of Management and those requiring the Board's approval are documented and designed to ensure accountability and responsibility.
- Internal procedures and policies are clearly documented in manuals and reviewed and revised periodically to meet changing business, operational and statutory reporting needs.
- Performance and cash flow reports are provided to Management and the Genting Malaysia Group Executive Committee to review and monitor the financial performance and cash flow position.
- Business/operating units present their annual budget which includes the financial and operating targets, capital expenditure proposals and performance indicators for approval by the Genting Malaysia Group Executive Committee and the Board.
- A half yearly review of the annual budget is undertaken by Management to identify and where appropriate, to address significant variances from the budget.

Some weaknesses in internal control were identified for the year under review but these are not deemed significant and hence have not been included in this statement, as these weaknesses have not materially impacted the business or operations of the Genting Malaysia Group.

Business continuity management is regarded to be an integral part of the Genting Malaysia Group's risk management process. In this regard, the Genting Malaysia Group has commenced implementation of business continuity plans to minimise business disruptions in the event of potential failure of critical IT systems and operational processes. The documentation of the business continuity plan for the Genting Malaysia Group's core business operations is in place and has been updated periodically.

The Internal Audit Function

The Internal Audit function is provided by the Internal Audit Department of the holding company, Genting Berhad, based on the plan approved by the Genting Malaysia Group Audit Committee to undertake regular and systematic review of the internal controls and to provide the Genting Malaysia Group Audit Committee with sufficient assurance that the systems of internal control are effective in addressing the risks identified.

On a quarterly basis, audit reports and the plan status are submitted for review and approval by the Genting Malaysia Group Audit Committee. Included in the reports are recommended corrective measures on risks identified, if any, for implementation by Management.

The Statement on Internal Control is made in accordance with the resolution of the Board of Directors.

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965

The Directors of GENTING MALAYSIA BERHAD (formerly known as Resorts World Bhd) ("Genting Malaysia Berhad") have pleasure in submitting their report together with their statement pursuant to Section 169(15) of the Companies Act, 1965 therein and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2009.

PRINCIPAL ACTIVITIES

The Company is involved in a tourist resort business at Genting Highlands and its principal activities cover leisure and hospitality services, which comprise gaming, hotel, entertainment and amusement.

The principal activities of the subsidiaries include property development and management, leisure and hospitality services, investments, time share ownership scheme, tours and travel related services.

Details of the principal activities of the subsidiaries are set out in Note 42 to the financial statements.

There have been no significant changes in the nature of the activities of the Group and of the Company during the financial year.

FINANCIAL RESULTS

	Group RM Million	Company RM Million
Profit before taxation	1,764.6	1,682.5
Taxation	(441.3)	(412.2)
Profit for the financial year	**1,323.3**	**1,270.3**

TREASURY SHARES

The shareholders of the Company had granted a mandate to the Company to purchase its own shares at the Annual General Meeting held on 16 June 2009.

During the financial year, the Company purchased 29,117,500 ordinary shares of 10 sen each of its issued share capital from the open market at an average price of RM2.75 per share. The share buy back transactions were financed by internally generated funds. As at 31 December 2009, the total number of shares purchased was 207,201,100 and held as treasury shares in accordance with the requirement of Section 67A of the Companies Act, 1965.

CHANGE OF NAME OF THE COMPANY

On 18 June 2009, the Company has changed its name from Resorts World Bhd to Genting Malaysia Berhad.

DIVIDENDS

Dividends paid by the Company since the end of the previous financial year were:

(i) a final dividend of 4.0 sen less 25% tax per ordinary share of 10 sen each amounting to RM171,533,971 in respect of the financial year ended 31 December 2008 was paid on 21 July 2009; and

(ii) an interim dividend of 3.0 sen less 25% tax per ordinary share of 10 sen each amounting to RM128,185,336 in respect of the financial year ended 31 December 2009 was paid on 21 October 2009.

The Directors recommend payment of a final dividend of 4.3 sen less 25% tax per ordinary share of 10 sen each in respect of the current financial year ended 31 December 2009 to be paid to shareholders registered in the Register of Members on a date to be determined later by the Directors. Based on the issued and paid-up capital less Treasury Shares of the Company as at the date of this report, the final dividend would amount to RM183.7 million.

RESERVES AND PROVISIONS

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

ISSUE OF SHARES, DEBENTURES AND SHARE OPTIONS

During the financial year, the Company issued 2,990,000 new ordinary shares of 10 sen each for cash arising from the following exercise of options to take up unissued ordinary shares of the Company by executive employees pursuant to the Executive Share Option Scheme for Eligible Executives of Genting Malaysia Berhad and its subsidiaries ("Scheme"). These options were granted prior to the current financial year.

Subscription Price Per Share RM	No. of Ordinary Shares of 10 sen each fully paid
2.064	2,555,000
1.700	65,000
1.898	325,000
1.984	35,000
2.134	10,000
	2,990,000

All the abovementioned ordinary shares rank pari passu with the then existing ordinary shares of the Company.

There were no issue of debentures during the financial year.

The following Options to take up unissued ordinary shares in the Company, which have been granted to executive employees of the Group as specified in the Scheme, were outstanding as at 31 December 2009:

Option Number	Option Expiry Date	Subscription Price Per Share RM	No. of Unissued Shares
1/2002	11 August 2012	2.064	30,450,000
2/2002	11 August 2012	1.700	235,000
3/2004	11 August 2012	1.898	3,695,000
4/2005	11 August 2012	1.984	145,000
5/2005	11 August 2012	2.134	365,000
			34,890,000

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

ISSUE OF SHARES, DEBENTURES AND SHARE OPTIONS (cont'd)

The Scheme became effective on 12 August 2002 for a duration of 10 years terminating on 11 August 2012.

(a) The expiry date of the Options on 11 August 2012 shall apply unless the Options have ceased by reason of non compliance by the Grantee with the terms and conditions under which the Options were granted pursuant to the Scheme.

(b) (i) The Options granted can only be exercised by the Grantee in the third year from the Date of Offer and the number of new Shares comprised in the Options which a Grantee can subscribe for from the third year onwards shall at all times be subject to the following maximum:

Percentage of new Shares comprised in the Options exercisable each year from the Date of Offer

Year 1	Year 2	Year 3	Year 4	Year 5
-	-	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares
Year 6	**Year 7**	**Year 8**	**Year 9**	**Year 10**
12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% or balance of all options allotted

(ii) Any new Shares comprised in an Option which is exercisable in a particular year but has not been exercised in that year, can be exercised in subsequent years within the Option Period, subject to the Scheme remaining in force.

(iii) In the event that an Eligible Executive becomes a Grantee after the first year of the Scheme, the Grantee shall always observe the two-year incubation period and the Options granted can only be exercised in the third year from the Date of Offer subject to the maximum percentage of new Shares comprised in the Options exercisable as stipulated above.

(c) The persons to whom the Options have been issued have no right to participate by virtue of the Options in any share issue of any other company.

DIRECTORATE

The Directors who served since the date of the last report are:

Tan Sri Lim Kok Thay*
Tun Mohammed Hanif bin Omar
Tan Sri Alwi Jantan
Mr Quah Chek Tin
Tan Sri Dr. Lin See Yan*
Tan Sri Clifford Francis Herbert*
General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin
Mr Teo Eng Siong (Appointed on 25 February 2010)
Tan Sri Wan Sidek bin Hj Wan Abdul Rahman (Resigned on 1 December 2009)

* Also members of the Remuneration Committee

According to the Register of Directors' Shareholdings, the following persons who were Directors of the Company at the end of the financial year have interests in shares of the Company; Genting Berhad, a company which owns 48.65% equity interest in the Company as at 31 December 2009; and Genting Plantations Berhad (formerly known as Asiatic Development Berhad) ("Genting Plantations Berhad") and Genting Singapore PLC (formerly known as Genting International P.L.C.) ("Genting Singapore PLC"), both of which are subsidiaries of Genting Berhad as set out below:

Interest in the Company

Shareholdings in which the Directors have direct interests	**1.1.2009**	**Acquired/ (Disposed)**	**31.12.2009**
	(Number of ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	1,660,000	-	1,660,000
Tun Mohammed Hanif bin Omar	5,000	-	5,000
Tan Sri Alwi Jantan	540,000	-	540,000
Mr Quah Chek Tin	5,000	-	5,000
Tan Sri Dr. Lin See Yan	450,000	-	450,000
General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin	-	10,000	10,000

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

DIRECTORATE (cont'd)

Interest in the Company (cont'd)

Share Option in the names of Directors	1.1.2009	Offered/ (Exercised)	31.12.2009
	(Number of unissued ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	2,340,000	-	2,340,000
Tun Mohammed Hanif bin Omar	2,185,000	-	2,185,000
Tan Sri Alwi Jantan	1,555,000	-	1,555,000

Interest in Genting Berhad

Shareholdings in which the Directors have direct interests	1.1.2009	Acquired/ (Disposed)	31.12.2009
	(Number of ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	10,369,000	-	10,369,000
Tun Mohammed Hanif bin Omar	101,000	-	101,000
Mr Quah Chek Tin	5,000	-	5,000

Interest of Spouse/Child of a Director^	1.1.2009	Acquired/ (Disposed)	31.12.2009
	(Number of ordinary shares of 10 sen each)		
Mr Quah Chek Tin	630,000	-	630,000

Share Option in the names of Directors	1.1.2009	Offered/ (Exercised)	31.12.2009
	(Number of unissued ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	2,500,000	-	2,500,000
Tun Mohammed Hanif bin Omar	1,555,000	-	1,555,000
Mr Quah Chek Tin	1,240,000	-	1,240,000

Interest in Genting Plantations Berhad

Shareholdings in which the Directors have direct interests	1.1.2009	Acquired/ (Disposed)	31.12.2009
	(Number of ordinary shares of 50 sen each)		
Tan Sri Lim Kok Thay	369,000	-	369,000
General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin	20,000	(20,000)	-

Interest in Genting Singapore PLC

Shareholdings in which the Directors have direct interests	1.1.2009	Acquired/ (Disposed)	31.12.2009
	(Number of ordinary shares)		
Tan Sri Lim Kok Thay	198,000	39,600	237,600
Tan Sri Alwi Jantan	54,000	171,000	225,000
Tan Sri Dr. Lin See Yan	45,000	5,000	50,000
Mr Quah Chek Tin	-	669,000	669,000
Tan Sri Clifford Francis Herbert	-	350,000	350,000

Share Option in the names of Directors	1.1.2009	Offered/ (Exercised)	19.10.2009	Adjusted pursuant to the Rights Issue on 20.10.2009	Offered/ (Exercised)	31.12.2009
	(Number of unissued ordinary shares)					
Tan Sri Lim Kok Thay	5,658,536	-	5,658,536	5,941,463	-	5,941,463
Tun Mohammed Hanif bin Omar	1,131,707	-	1,131,707	1,188,292	-	1,188,292
Tan Sri Alwi Jantan	1,131,707	(142,000)	989,707	1,039,192	-	1,039,192
Mr Quah Chek Tin	1,697,560	-	1,697,560	1,782,438	(669,000)	1,113,438
Tan Sri Dr. Lin See Yan	1,131,707	-	1,131,707	1,188,292	-	1,188,292
Tan Sri Clifford Francis Herbert	1,131,707	-	1,131,707	1,188,292	(350,000)	838,292
General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin	1,131,707	-	1,131,707	1,188,292	-	1,188,292

Performance Shares in the name of a Director	1.1.2009	Awarded	Vested/ (Cancelled)	31.12.2009
	(Number of unissued ordinary shares)			
Tan Sri Lim Kok Thay	750,000#	750,000#	-	1,500,000#

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

DIRECTORATE (cont'd)

Legend

^ *Disclosure pursuant to Section 134(12) (c) of the Companies Act, 1965 as amended by the Companies (Amendment) Act 2007 which took effect on 15 August 2007.*

\# *Represents the right of the participant to receive ordinary shares, upon the participant satisfying the criteria set out in the Performance Share Scheme of Genting Singapore PLC and upon satisfying such conditions as may be imposed.*

Apart from the above disclosures:

(a) the Directors of the Company do not have any other interests in shares in the Company and in shares in other related corporations of the Company either at the beginning or end of the financial year; and

(b) neither during nor at the end of the financial year, was the Company a party to any arrangement whose object is to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Since the end of the previous financial year, no Director of the Company has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by the Directors and the provision for Directors' retirement gratuities shown in the financial statements or the fixed salary of a full-time employee of the Company and/or related corporations) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which he is a member or with a company in which he has a substantial financial interest except for any benefit which may be deemed to have arisen by virtue of the following transactions:

(i) A company in which Tan Sri Lim Kok Thay is a director and a substantial shareholder has appointed Genting Plantations (WM) Sdn Bhd (formerly known as Asiatic Plantations (WM) Sdn Bhd), a wholly-owned subsidiary of Genting Plantations Berhad, which in turn is a subsidiary of Genting Berhad to provide plantation advisory services.

(ii) A corporation in which Tan Sri Lim Kok Thay and his spouse are directors and which is wholly-owned indirectly by them has rented its property to Genting Singapore PLC ("GENS"), a subsidiary of Genting Berhad.

(iii) A corporation which is owned by the family of Tan Sri Lim Kok Thay has been appointed by Resorts World at Sentosa Pte Ltd, an indirect wholly-owned subsidiary of GENS to provide professional design consultancy and master-planning services for the Resorts World at Sentosa integrated resort in Singapore.

(iv) Transactions made by the Company or its related corporations with certain corporations referred to in Note 41 in which the nature of relationships of Tan Sri Lim Kok Thay are disclosed therein.

Tan Sri Lim Kok Thay is due to retire by rotation at the forthcoming Annual General Meeting ("AGM") in accordance with Article 99 of the Articles of Association of the Company and he, being eligible, has offered himself for re-election.

Mr Teo Eng Siong is due to retire at the forthcoming AGM in accordance with Article 104 of the Articles of Association of the Company and he, being eligible, has offered himself for re-election.

Tun Mohammed Hanif bin Omar, Tan Sri Alwi Jantan and Tan Sri Dr. Lin See Yan will retire pursuant to Section 129 of the Companies Act, 1965 at the forthcoming AGM and that separate resolutions will be proposed for their re-appointment as Directors at the AGM under the provision of Section 129(6) of the said Act to hold office until the next AGM of the Company.

OTHER STATUTORY INFORMATION

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 had been made for doubtful debts; and

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

At the date of this report, the Directors are not aware of any circumstances:

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

(ii) which would render the values attributed to the current assets in the financial statements of the Group and of the Company misleading;

(iii) which have arisen which render adherence to the existing methods of valuation of assets or liabilities in the financial statements of the Group and of the Company misleading or inappropriate; and

(iv) not otherwise dealt with in this report or in the financial statements of the Group and of the Company, that would render any amount stated in the respective financial statements misleading.

At the date of this report, there does not exist:

(i) any charge on the assets of the Group or of the Company that 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 that has arisen since the end of the financial year.

No contingent or other liability of the Group or of the Company has become enforceable, or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the Directors, will or may substantially affect the ability of the Group or of the Company to meet their obligations as and when they fall due.

In the opinion of the Directors:

(i) the results of the operations of the Group and of the Company for the financial year have not been substantially affected by any item, transaction or event of a material and unusual nature except for those disclosed in the financial statements; 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 and of the Company for the financial year in which this report is made.

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

STATEMENT BY DIRECTORS PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965

In the opinion of the Directors, the financial statements set out on pages 40 to 79 are drawn up so as to give a true and fair view of the state of affairs of the Group and of the Company as at 31 December 2009 and of the results and the cash flows of the Group and of the Company for the financial year ended on that date in accordance with the Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards in Malaysia for Entities Other than Private Entities and comply with the provisions of the Companies Act, 1965.

HOLDING COMPANY

The Directors of the Company regard Genting Berhad, a company incorporated in Malaysia, as its immediate and ultimate holding company as Genting Berhad continues to have control over the Company within the definition of "control" as set out in FRS 127 on Consolidated and Separate Financial Statements, although its shareholding in the Company has fallen to 48.65% as at 31 December 2009.

AUDITORS

The auditors, PricewaterhouseCoopers, have expressed their willingness to continue in office.

On behalf of the Board,

TAN SRI LIM KOK THAY
Chairman and Chief Executive

TAN SRI ALWI JANTAN
Director

Kuala Lumpur
25 February 2010

INCOME STATEMENTS

for the Financial Year Ended 31 December 2009

Amounts in RM million unless otherwise stated

		Group		Company	
	Note(s)	**2009**	2008	**2009**	2008
Revenue	5 & 6	**4,991.7**	4,886.7	**4,539.0**	4,461.5
Cost of sales	7	**(2,994.9)**	(2,903.9)	**(2,758.9)**	(2,640.8)
Gross profit		**1,996.8**	1,982.8	**1,780.1**	1,820.7
Other income:					
- Gain on disposal of long term investment arising from foreign exchange translation		**-**	19.8	**-**	-
- Others		**99.5**	135.3	**88.6**	94.9
Selling and distribution costs		**(63.2)**	(68.5)	**(38.7)**	(41.0)
Administration expenses		**(141.7)**	(114.6)	**(114.0)**	(93.0)
Other expenses:					
- Impairment losses	8	**(81.3)**	(781.5)	**(5.9)**	(1,040.2)
- Others		**(45.1)**	(45.4)	**(27.6)**	(24.8)
		1,765.0	1,127.9	**1,682.5**	716.6
Finance cost	8	**-**	(1.6)	**-**	(1.6)
Share of results in jointly controlled entity	20	**(0.4)**	0.7	**-**	-
Profit before taxation	5, 8, 9 & 10	**1,764.6**	1,127.0	**1,682.5**	715.0
Taxation	11	**(441.3)**	(493.0)	**(412.2)**	(464.8)
Profit for the financial year		**1,323.3**	634.0	**1,270.3**	250.2
Attributable to:					
Equity holders of the Company		**1,323.7**	634.4	**1,270.3**	250.2
Minority interests		**(0.4)**	(0.4)	**-**	-
Profit for the financial year		**1,323.3**	634.0	**1,270.3**	250.2
Earnings per share for profit attributable to the equity holders of the Company:					
Basic earnings per share (sen)	12	**23.18**	11.06		
Diluted earnings per share (sen)	12	**23.15**	10.99		
Gross dividends per share (sen)	13	**7.30**	7.00		

BALANCE SHEETS

as at 31 December 2009

Amounts in RM million unless otherwise stated

		Group		Company	
	Note(s)	**2009**	2008	**2009**	2008
ASSETS					
Non-Current Assets					
Property, plant and equipment	14	**3,490.7**	3,638.5	**1,921.1**	2,014.8
Land held for property development	15	**181.5**	181.5	**-**	-
Investment properties	16	**293.0**	16.5	**-**	-
Leasehold land use rights	17	**115.0**	94.4	**0.4**	0.4
Goodwill	18	**11.6**	-	**-**	-
Subsidiaries	19	**-**	-	**3,778.8**	3,691.9
Jointly controlled entity	20	**1.5**	1.9	**-**	-
Available-for-sale financial asset	21	**1,270.1**	415.0	**-**	-
Other long term investments	22	**410.7**	242.8	**3.1**	3.1
Long term receivables	23	**34.0**	11.4	**-**	-
Deferred tax assets	34	**0.1**	-	**-**	-
		5,808.2	4,602.0	**5,703.4**	5,710.2
Current Assets					
Inventories	24	**62.0**	60.5	**32.6**	31.8
Trade and other receivables	25	**114.1**	113.4	**70.7**	63.5
Amounts due from subsidiaries	19	**-**	-	**161.3**	197.8
Amounts due from other related companies	26	**18.1**	15.4	**12.9**	11.0
Amount due from jointly controlled entity	20	**0.0**	-	**-**	-
Asset classified as held for sale	27	**-**	4.6	**-**	-
Short term investments	28	**2,167.2**	1,760.1	**2,146.6**	1,748.2
Bank balances and deposits	29	**3,104.5**	2,794.8	**2,005.3**	1,484.1
Tax recoverable		**71.9**	72.1	**71.9**	71.9
		5,537.8	4,820.9	**4,501.3**	3,608.3
Total Assets		**11,346.0**	9,422.9	**10,204.7**	9,318.5
EQUITY AND LIABILITIES					
Equity Attributable To Equity Holders Of The Company					
Share capital	30	**590.5**	590.2	**590.5**	590.2
Reserves	31	**10,254.3**	8,355.2	**9,194.4**	8,218.0
Treasury shares	32	**(707.5)**	(627.6)	**(707.5)**	(627.6)
		10,137.3	8,317.8	**9,077.4**	8,180.6
Minority interests		**6.9**	7.3	**-**	-
Total Equity		**10,144.2**	8,325.1	**9,077.4**	8,180.6
Non-Current Liabilities					
Other long term liability	33	**32.0**	31.3	**-**	-
Deferred tax liabilities	34	**262.4**	227.7	**115.0**	121.5
Provision for retirement gratuities	35	**72.4**	60.0	**70.0**	57.5
		366.8	319.0	**185.0**	179.0
Current Liabilities					
Trade and other payables	36	**635.3**	541.2	**552.9**	460.6
Amount due to holding company	26	**14.2**	17.3	**13.0**	16.8
Amounts due to subsidiaries	19	**-**	-	**200.3**	269.7
Amounts due to other related companies	26	**54.1**	49.5	**47.4**	44.4
Amount due to jointly controlled entity	20	**-**	0.1	**-**	-
Taxation		**131.4**	170.7	**128.7**	167.4
		835.0	778.8	**942.3**	958.9
Total Liabilities		**1,201.8**	1,097.8	**1,127.3**	1,137.9
Total Equity And Liabilities		**11,346.0**	9,422.9	**10,204.7**	9,318.5
NET ASSETS PER SHARE*		**1.78**	1.45		

* *The computation of net assets per share is based on weighted average number of ordinary shares in issue excluding the weighted average number of treasury shares held by the Company.*

The notes set out on pages 48 to 79 form part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY

for the Financial Year Ended 31 December 2009

Amounts in RM million unless otherwise stated

	Attributable to equity holders of the Company									
Group	**Share Capital**	**Share Premium**	**Fair Value Reserve**	**Reserve on Exchange Differences**	**Other Reserves**	**Treasury Shares**	**Retained Earnings**	**Total**	**Minority Interests**	**Total Equity**
Balance at 1 January 2009	**590.2**	**1,100.2**	**-**	**(129.4)**	**0.3**	**(627.6)**	**7,384.1**	**8,317.8**	**7.3**	**8,325.1**
Foreign exchange differences recognised directly in equity	**-**	**-**	**-**	**(18.6)**	**-**	**-**	**-**	**(18.6)**	**-**	**(18.6)**
Available-for-sale financial asset										
- Fair value movement (Note 21)	**-**	**-**	**887.9**	**-**	**-**	**-**	**-**	**887.9**	**-**	**887.9**
Net income and expenses recognised directly in equity	**-**	**-**	**887.9**	**(18.6)**	**-**	**-**	**-**	**869.3**	**-**	**869.3**
Profit for the financial year	**-**	**-**	**-**	**-**	**-**	**-**	**1,323.7**	**1,323.7**	**(0.4)**	**1,323.3**
Total recognised income and expenses for the financial year	**-**	**-**	**887.9**	**(18.6)**	**-**	**-**	**1,323.7**	**2,193.0**	**(0.4)**	**2,192.6**
Share based payments under ESOS	**-**	**-**	**-**	**-**	**0.0**	**-**	**-**	**0.0**	**-**	**0.0**
Issue of shares	**0.3**	**5.8**	**-**	**-**	**-**	**-**	**-**	**6.1**	**-**	**6.1**
Buy-back of own shares	**-**	**-**	**-**	**-**	**-**	**(79.9)**	**-**	**(79.9)**	**-**	**(79.9)**
Appropriation:										
Final dividend paid for the financial year ended 31 December 2008 (4.0 sen less 25% income tax)	**-**	**-**	**-**	**-**	**-**	**-**	**(171.5)**	**(171.5)**	**-**	**(171.5)**
Interim dividend paid for the financial year ended 31 December 2009 (3.0 sen less 25% income tax)	**-**	**-**	**-**	**-**	**-**	**-**	**(128.2)**	**(128.2)**	**-**	**(128.2)**
Balance at 31 December 2009	**590.5**	**1,106.0**	**887.9**	**(148.0)**	**0.3**	**(707.5)**	**8,408.1**	**10,137.3**	**6.9**	**10,144.2**

STATEMENTS OF CHANGES IN EQUITY (cont'd)

for the Financial Year Ended 31 December 2009

Amounts in RM million unless otherwise stated

	Attributable to equity holders of the Company									
Group	**Share Capital**	**Share Premium**	**Fair Value Reserve**	**Reserve on Exchange Differences**	**Other Reserves**	**Treasury Shares**	**Retained Earnings**	**Total**	**Minority Interests**	**Total Equity**
Balance at 1 January 2008	583.0	927.7	349.5	(224.3)	0.3	(477.2)	7,030.0	8,189.0	7.7	8,196.7
Foreign exchange differences recognised directly in equity	-	-	-	94.9	-	-	-	94.9	-	94.9
Available-for-sale financial asset										
- Fair value movement (Note 21)	-	-	(1,131.0)	-	-	-	-	(1,131.0)	-	(1,131.0)
Net income and expenses recognised directly in equity	-	-	(1,131.0)	94.9	-	-	-	(1,036.1)	-	(1,036.1)
Impairment loss charged to income statement	-	-	781.5	-	-	-	(781.5)	-	-	-
Profit for the financial year	-	-	-	-	-	-	1,415.9	1,415.9	(0.4)	1,415.5
Total recognised income and expenses for the financial year	-	-	(349.5)	94.9	-	-	634.4	379.8	(0.4)	379.4
Share based payments under ESOS	-	-	-	-	0.0	-	-	0.0	-	0.0
Issue of shares	7.2	172.5	-	-	-	-	-	179.7	-	179.7
Buy-back of own shares	-	-	-	-	-	(150.4)	-	(150.4)	-	(150.4)
Appropriation:										
Final dividend paid for the financial year ended 31 December 2007 (3.6 sen less 26% income tax)	-	-	-	-	-	-	(152.5)	(152.5)	-	(152.5)
Interim dividend paid for the financial year ended 31 December 2008 (3.0 sen less 26% income tax)	-	-	-	-	-	-	(127.8)	(127.8)	-	(127.8)
Balance at 31 December 2008	590.2	1,100.2	-	(129.4)	0.3	(627.6)	7,384.1	8,317.8	7.3	8,325.1

STATEMENTS OF CHANGES IN EQUITY (cont'd)

for the Financial Year Ended 31 December 2009

Amounts in RM million unless otherwise stated

		Non-Distributable		Distributable		
Company	**Share Capital**	**Share Premium**	**Other Reserve**	**Treasury Shares**	**Retained Earnings**	**Total**
Balance at 1 January 2009	**590.2**	**1,100.2**	**0.2**	**(627.6)**	**7,117.6**	**8,180.6**
Profit for the financial year	**-**	**-**	**-**	**-**	**1,270.3**	**1,270.3**
Share based payments under ESOS	**-**	**-**	**0.0**	**-**	**-**	**0.0**
Issue of shares	**0.3**	**5.8**	**-**	**-**	**-**	**6.1**
Buy-back of own shares	**-**	**-**	**-**	**(79.9)**	**-**	**(79.9)**
Appropriation:						
Final dividend paid for the financial year ended 31 December 2008 (4.0 sen less 25% income tax)	**-**	**-**	**-**	**-**	**(171.5)**	**(171.5)**
Interim dividend paid for financial year ended 31 December 2009 (3.0 sen less 25% income tax)	**-**	**-**	**-**	**-**	**(128.2)**	**(128.2)**
Balance at 31 December 2009	**590.5**	**1,106.0**	**0.2**	**(707.5)**	**8,088.2**	**9,077.4**
Balance at 1 January 2008	583.0	927.7	0.2	(477.2)	7,147.7	8,181.4
Profit for the financial year	-	-	-	-	250.2	250.2
Share based payments under ESOS	-	-	0.0	-	-	0.0
Issue of shares	7.2	172.5	-	-	-	179.7
Buy-back of own shares	-	-	-	(150.4)	-	(150.4)
Appropriation:						
Final dividend paid for the financial year ended 31 December 2007 (3.6 sen less 26% income tax)	-	-	-	-	(152.5)	(152.5)
Interim dividend paid for the financial year ended 31 December 2008 (3.0 sen less 26% income tax)	-	-	-	-	(127.8)	(127.8)
Balance at 31 December 2008	590.2	1,100.2	0.2	(627.6)	7,117.6	8,180.6

CASH FLOW STATEMENTS

for the Financial Year Ended 31 December 2009

Amounts in RM million unless otherwise stated

	Group		Company	
	2009	2008	**2009**	2008
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before taxation	**1,764.6**	1,127.0	**1,682.5**	715.0
Adjustments for:				
Depreciation of property, plant and equipment	**270.1**	260.1	**192.4**	182.1
Depreciation of investment properties	**0.6**	0.6	**-**	-
Amortisation of leasehold land use rights	**1.1**	1.1	**0.0**	0.0
Property, plant and equipment written off	**0.6**	0.7	**0.4**	0.4
Loss/(Gain) on disposal of property, plant and equipment	**0.3**	(1.3)	**(0.0)**	(0.6)
Gain on disposal of land held for property development	**(2.9)**	-	**-**	-
Gain on disposal of investment property	**-**	(0.6)	**-**	-
Impairment losses	**81.3**	781.5	**5.9**	1,040.2
Provision for diminution in value of short term investment	**4.9**	-	**-**	-
Net gain on disposal of short term investments	**(21.8)**	(0.0)	**-**	-
Gain on disposal of long term investment arising from foreign exchange translation	**-**	(19.8)	**-**	-
Investment income	**(12.8)**	-	**-**	-
Interest income	**(77.7)**	(115.3)	**(75.1)**	(83.2)
Finance cost	**-**	1.6	**-**	1.6
Share of results in jointly controlled entity	**0.4**	(0.7)	**-**	-
Allowance for doubtful debts	**3.4**	1.9	**0.0**	0.4
Net provision for retirement gratuities	**17.8**	1.6	**17.5**	1.3
Unrealised loss on foreign exchange	**(0.1)**	(2.1)	**(0.1)**	(2.3)
	265.2	909.3	**141.0**	1,139.9
Operating profit before working capital changes	**2,029.8**	2,036.3	**1,823.5**	1,854.9
Working capital changes:				
Related companies	**1.7**	17.5	**0.8**	5.9
Inventories	**(1.4)**	(1.4)	**(0.8)**	(0.3)
Receivables	**(1.1)**	(1.7)	**(7.4)**	4.8
Payables	**98.3**	82.5	**97.5**	61.1
Holding company	**(3.8)**	4.1	**(3.8)**	4.1
Jointly controlled entity	**(0.1)**	(0.1)	**-**	-
Subsidiaries	**-**	-	**157.5**	143.6
Other long term assets	**(22.7)**	(2.1)	**-**	-
	70.9	98.8	**243.8**	219.2
Cash generated from operations	**2,100.7**	2,135.1	**2,067.3**	2,074.1
Retirement gratuities paid	**(5.6)**	(7.0)	**(5.4)**	(6.6)
Taxation paid	**(468.9)**	(415.8)	**(457.3)**	(409.5)
Advanced membership fees	**0.6**	1.0	**-**	-
	(473.9)	(421.8)	**(462.7)**	(416.1)
NET CASH FLOW FROM OPERATING ACTIVITIES	**1,626.8**	1,713.3	**1,604.6**	1,658.0

CASH FLOW STATEMENTS (cont'd)

for the Financial Year Ended 31 December 2009

Amounts in RM million unless otherwise stated

	Group		Company	
	2009	2008	**2009**	2008
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of property, plant and equipment	**(130.3)**	(263.8)	**(103.7)**	(215.2)
Proceeds from disposal of property, plant and equipment	**0.6**	1.8	**0.0**	0.9
Proceeds from disposal of land held for property development	**7.5**	-	**-**	-
Proceeds from disposal of investment property	**-**	1.4	**-**	-
Purchase of investments	**(561.6)**	(255.6)	**-**	-
Proceeds from disposal of investments	**346.5**	521.0	**-**	-
Acquisition of subsidiaries (see Note a)	**(282.0)**	-	**(283.0)**	-
Subscription of shares issued by existing subsidiaries	**-**	-	**-**	(2.1)
Subscription of shares in newly incorporated subsidiaries	**-**	-	**-**	(0.0)
Interest received	**87.2**	116.5	**75.2**	83.1
NET CASH FLOW FROM INVESTING ACTIVITIES	**(532.1)**	121.3	**(311.5)**	(133.3)
CASH FLOWS FROM FINANCING ACTIVITIES				
Buy-back of shares	**(79.9)**	(150.4)	**(79.9)**	(150.4)
Dividends paid	**(299.7)**	(280.3)	**(299.7)**	(280.3)
Proceeds received on exercise of share option	**6.1**	7.7	**6.1**	7.7
Redemption of zero coupon convertible notes	**-**	(4.7)	**-**	(4.7)
Other financing expenses	**-**	0.0	**-**	-
NET CASH FLOW FROM FINANCING ACTIVITIES	**(373.5)**	(427.7)	**(373.5)**	(427.7)
NET INCREASE IN CASH AND CASH EQUIVALENTS	**721.2**	1,406.9	**919.6**	1,097.0
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL YEAR	**4,543.0**	3,051.8	**3,232.3**	2,135.3
EFFECT OF CURRENCY TRANSLATION	**(13.1)**	84.3	**-**	-
CASH AND CASH EQUIVALENTS AT END OF THE FINANCIAL YEAR	**5,251.1**	4,543.0	**4,151.9**	3,232.3
ANALYSIS OF CASH AND CASH EQUIVALENTS				
Bank balances and deposits (Note 29)	**3,104.5**	2,794.8	**2,005.3**	1,484.1
Money market instruments (Note 28)	**2,146.6**	1,748.2	**2,146.6**	1,748.2
	5,251.1	4,543.0	**4,151.9**	3,232.3

CASH FLOW STATEMENTS (cont'd)

for the Financial Year Ended 31 December 2009

Amounts in RM million unless otherwise stated

a) ANALYSIS OF THE ACQUISITION OF SUBSIDIARIES

Fair values of net assets acquired and net cash outflow on acquisition of subsidiaries as disclosed in Note 43(c) are analysed as follows:

	Asset acquisition	Business combination	Total asset acquisition and business combination
Property, plant and equipment	0.5	0.4	0.9
Investment properties	-	277.0	277.0
Leasehold land use rights	24.0	-	24.0
Inventories	-	0.1	0.1
Trade and other receivables	0.0	0.3	0.3
Cash and bank balances	0.0	1.0	1.0
Deferred tax liabilities	(0.0)	(22.7)	(22.7)
Provision for retirement gratuities	-	(0.3)	(0.3)
Trade and other payables	(0.0)	(7.5)	(7.5)
Intercompany debt assumed	-	(0.7)	(0.7)
Taxation	(0.0)	(0.7)	(0.7)
Goodwill on acquisition	-	11.6	11.6
Total cash outflow on acquisition of subsidiaries	24.5	258.5	283.0
Less: Cash and bank balances acquired	(0.0)	(1.0)	(1.0)
Net cash outflow on acquisition of subsidiaries	24.5	257.5	282.0

The Group considers the acquisition of Genting Highlands Tours and Promotion Sdn Bhd ("GHTP") to be an acquisition of a group of net assets rather than business as defined in FRS 3: Business Combinations, as prior to acquisitions, GHTP was holding the leasehold properties in a passive fashion with limited operations. The Group has completed its purchase price allocation exercise on the acquisition of Oakwood Sdn Bhd ("Oakwood") and has accounted for the fair value adjustments on 11 December 2009 accordingly. The Group has not accounted for the results of Oakwood and GHTP in the consolidated income statement for the period from 11 December 2009 to 31 December 2009 on the ground of immateriality. Had the acquisition taken effect on 1 January 2009, the revenue and net profit of Oakwood and GHTP included in the consolidated income statement of the Group would have been RM19.0 million and RM5.1 million, respectively. These amounts have been calculated using the Group's accounting policies.

NOTES TO THE FINANCIAL STATEMENTS

31 December 2009

Amounts in RM million unless otherwise stated

1. PRINCIPAL ACTIVITIES

The Company is involved in a tourist resort business at Genting Highlands and its principal activities cover leisure and hospitality services, which comprise gaming, hotel, entertainment and amusement.

The principal activities of the subsidiaries include property development and management, leisure and hospitality services, investments, timeshare ownership scheme, tours and travel related services.

Details of the principal activities of the subsidiaries are set out in Note 42 to the financial statements.

There have been no significant changes in the nature of the activities of the Group and of the Company during the financial year.

On 18 June 2009, the Company changed its name from Resorts World Bhd to Genting Malaysia Berhad.

2. BASIS OF PREPARATION

The financial statements have been prepared in accordance with and comply with the Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards in Malaysia for Entities Other than Private Entities and the provisions of the Companies Act, 1965. The bases of measurement applied to assets and liabilities are cost, amortised cost, lower of cost and net realisable value, revalued amount and fair value.

The preparation of financial statements in conformity with the MASB Approved Accounting Standards in Malaysia for Entities Other than Private Entities and the provisions of the Companies Act, 1965 requires the Directors to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial year. It also requires Directors to exercise their judgements in the process of applying the Company's accounting policies. Although these judgements and estimates are based on the Directors' best knowledge of current events and actions, actual results could differ from those judgements and estimates.

JUDGEMENTS AND ESTIMATIONS

In the process of applying the Group's accounting policies, management makes judgements that can significantly affect the amount recognised in the financial statements. These judgements include:

i) Impairment of long term investment

In August 2009, Walker Digital Gaming, LLC ("WDG") restructured its business operations. Arising from this, the Group reviewed its long term investment in WDG for potential impairment. Consequently, an impairment loss of RM48.6 million, which is the excess of the carrying value over the recoverable amount, has been charged to the income statement.

The recoverable amount was determined based on value in use ("VIU") calculation. The key assumptions used for the VIU calculation include:

No. of financial years projected	10 years
Growth rate	1%
Discount rate	15%

The discount rate used is assumed to reflect specific risks relating to the relevant industries. If the discount rate used is 1% lower with all other variables being held constant, the impairment for the Group will be lower by RM24.3 million. If the discount rate used is 1% higher with all other variables being held constant, the impairment loss for the Group will be higher by RM17.3 million.

ii) Impairment of available-for-sale financial asset

The Group had accounted for its investment in Genting Hong Kong Limited (formerly known as Star Cruises Limited) ("Genting HK") as an "available-for-sale financial asset" ("AFS") in compliance with FRS 139 "Financial Instruments: Recognition and Measurement", which is measured at its fair value based on Genting HK's quoted share prices. Any gain or loss arising from a change in the fair value of the AFS has been recognised directly in equity, through the statement of changes in equity.

Pursuant to paragraph 61 of FRS 139, a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost is objective evidence of impairment. Consequently, the fair value loss of RM30.4 million (2008: RM781.5 million) in the investment in Genting HK is recognised as an impairment loss in the income statement. This fair value loss of RM30.4 million represents the decline in Genting HK's share price to USD0.08 per share as at 31 March 2009 from the Group's carrying value of USD0.085 per share as at 31 December 2008.

Subsequently, Genting HK's share price rose to USD0.26 per share as at 31 December 2009 from the Group's carrying value of USD0.08 per share as at 31 March 2009. Consequently, a fair value gain of RM887.9 million in the investment in Genting HK is recognised directly in equity through the statement of changes in equity.

iii) Impairment of investments in subsidiaries

The Company follows the guidance of FRS 136 "Impairment of Assets" to determine whether the Company's investment in subsidiary is impaired. In making this judgement, the Company evaluates, among other factors, the fair value and value in use of its subsidiaries. The fair value is the amount obtainable from the sale of an asset or cash generating unit of the subsidiary in an arms length transaction less the cost of disposal. The determination of fair value is based on the best information available including but not limited to the quoted market prices when available and independent appraisals, as appropriate. The calculation of value in use takes into consideration of estimated future cash flows of the subsidiary, expectations about possible variations in the amount or timing of these future cash flows, and time value of money.

The investment in subsidiary will be impaired if the carrying amount exceeds its recoverable amount measured at the higher of its fair value less cost to sell and value in use. An impairment loss is charged to the income statement.

During the financial year, the Company recorded an impairment loss of RM5.9 million (2008: RM1,040.2 million) in the income statement.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

2. BASIS OF PREPARATION (cont'd)

JUDGEMENTS AND ESTIMATIONS (cont'd)

iv) Classification of investments

Management uses its judgement to determine the classification of the Group's investments into current and non-current. An investment is classified as current if it is readily realisable and it is held for trading or intended to be realised within 12 months after the balance sheet date. All other investments are classified as non-current.

Significant estimates used in the preparation of financial statements that may cause a material adjustment to the carrying amount of assets and liabilities are:

i) Provision for taxation

The Group is subject to income taxes in numerous jurisdictions in which the Group operates. Significant judgement is required in determining the provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for tax based on estimates of assessment of the tax liability due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

3. SIGNIFICANT ACCOUNTING POLICIES

Standards, amendments to published standards and interpretations to existing standards that are applicable and effective

There are no new accounting standards, amendments to published standards and interpretations to existing standards that are applicable and effective for the Group and the Company's financial year ended 31 December 2009.

Accounting policies adopted by the Group and the Company have been applied consistently in dealing with items that are considered material in relation to the financial statements, unless otherwise stated.

Standards, amendments to published standards and interpretations to existing standards that are applicable but not yet effective and have not been early adopted

The following standards, amendments and interpretations that are applicable to the Group, but which the Group has not early adopted, are as follows:

- FRS 3 (revised) "Business Combinations" (effective prospectively from 1 July 2010) continues to apply the acquisition method to business combinations, with some significant changes. For example, all payments to purchase a business are to be recorded at fair value at the acquisition date, with contingent payments classified as debt subsequently re-measured through the income statement. There is a choice on an acquisition-by-acquisition basis to measure the non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net assets. All acquisition-related costs should be expensed. The Group will apply this revised standard prospectively from 1 January 2011.

- FRS 8 "Operating Segments" (effective from 1 July 2009) replaces FRS 114_{2004} Segment Reporting. The new standard requires a 'management approach', under which segment information is reported in a manner that is consistent with the internal reporting provided to the chief operating decision-maker. The improvement to FRS 8 (effective from 1 January 2010) clarifies that entities that do not provide information about segment assets to the chief operating decision-maker will no longer need to report this information. Prior year comparatives must be restated. The Group will implement the new disclosure requirements from 1 January 2010. The adoption of this standard is not expected to have any material impact on the financial statements of the Group.

- FRS 101 (revised) "Presentation of Financial Statements" (effective from 1 January 2010) prohibits the presentation of items of income and expenses (that is, 'non-owner changes in equity') in the statement of changes in equity, requiring 'non-owner changes in equity' to be presented separately from owner changes in equity. All non-owner changes in equity is required to be shown in a performance statement, but entities can choose whether to present one performance statement (the statement of comprehensive income) or two statements (the income statement and statement of comprehensive income). Where entities restate or reclassify comparative information, they are required to present a restated balance sheet as at the beginning comparative period in addition to the current requirement to present balance sheets at the end of the current period and comparative period. The Group will apply this revised standard from 1 January 2010.

- The amendments to FRS 2 "Share-based Payment: Vesting Conditions and Cancellations" (effective from 1 January 2010) clarify that vesting conditions are service conditions and performance conditions only. Other features of a share-based payment are not vesting conditions. These features would need to be included in the grant date fair value for transactions with employees and others providing similar services; they would not impact the number of awards expected to vest or valuation there of subsequent to grant date. All cancellations, whether by the entity or by other parties, should receive the same accounting treatment. The improvement to FRS 2 (effective from 1 July 2010) clarifies that contributions of a business on formation of a joint venture and common control transactions are outside the scope of FRS 2. The Group will apply the amendments and improvements to this standard from 1 January 2010 and 1 January 2011, respectively. The adoption of amendments and improvements to this standard is not expected to have any material impact on the financial statements of the Group and the Company.

- The amendments to FRS 127 "Consolidated and Separate Financial Statements: Cost of an investment in a subsidiary, jointly controlled entity or associate" (effective from 1 January 2010) remove the definition of the cost method from FRS 127 and replaces it with a requirement to present dividends as income in the separate financial statements of the investor. The revised FRS 127 (effective prospectively from 1 July 2010) requires the effects of all transactions with non-controlling interests to be recorded in equity if there is no change in control and these transactions will no longer result in goodwill or gains and losses. The standard also specifies the accounting when control is lost. Any remaining interest in the entity is re-measured to fair value, and a gain or loss is recognised in profit or loss. The Group will apply the amendments to this standard and the subsequent revised standard from 1 January 2010 and 1 January 2011, respectively.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Standards, amendments to published standards and interpretations to existing standards that are applicable but not yet effective and have not been early adopted (cont'd)

- FRS 139 "Financial Instruments: Recognition and Measurement" (effective from 1 January 2010) establishes principles for recognising and measuring financial assets, financial liabilities and some contracts to buy and sell non-financial items. The amendments to FRS 139 permit the reclassifications of financial assets classified as held for trading (but not designated under the fair value option) if the financial asset meets the definition of a loan or receivable at the date of reclassification and the entity has the intent and ability to hold it for the foreseeable future or to maturity. For other financial assets (that is, those that do not meet the definition of a loan or receivable at the date of reclassification), the financial asset may be reclassified only in rare circumstances. Assets classified as available-for-sale may be reclassified as loans and receivables provided they would have met the definition of a loan or receivable, and the company has the intent and ability to hold the asset for the foreseeable future or to maturity.

- IC Interpretation 9 "Reassessment of Embedded Derivatives" (effective from 1 January 2010) requires an entity to assess whether an embedded derivative is required to be separated from the host contract and accounted for as a derivative when the entity first becomes a party to the contract. Subsequent reassessment is prohibited unless there is a change in the terms of the contract that significantly modifies the cash flows that otherwise would be required under the contract, in which case reassessment is required. The improvement to IC Interpretation 9 (effective from 1 July 2010) clarifies that this interpretation does not apply to embedded derivatives in contracts acquired in a business combination, businesses under common control or the formation of a joint venture.

- FRS 7 "Financial instruments: Disclosures" (effective from 1 January 2010) provides information to users of financial statements about an entity's exposure to risks and how the entity manages those risks. The improvement to FRS 7 clarifies that entities must not present total interest income and expense as a net amount within finance costs on the face of the income statement.

- IC Interpretation 10 "Interim Financial Reporting and Impairment" (effective from 1 January 2010) prohibits the impairment losses recognised in an interim period on goodwill and investments in equity instruments and in financial assets carried at cost to be reversed at a subsequent balance sheet date. The adoption of this IC Interpretation is not expected to have any material impact on the financial statements of the Group.

- IC Interpretation 11 "FRS 2 Group and Treasury Share Transactions" (effective from 1 January 2010) provides guidance on whether share-based transactions involving treasury shares or involving group entities (for example, options over a parent's shares) should be accounted for as equity-settled or cash-settled share-based payment transactions in the stand-alone accounts of the parent and group companies. The adoption of this IC Interpretation is not expected to have any material impact on the financial statements of the Group and the Company.

- IC Interpretation 13 "Customer Loyalty Programmes" (effective from 1 January 2010) clarifies that where goods or services are sold together with a customer loyalty incentive (for example, loyalty points or free products), the arrangement is a multiple-element arrangement and the revenue in respect of the consideration receivable from the customer is allocated between the components of the arrangement using fair values. Management is currently assessing the impact of this interpretation on the Group's financial statements.

The Group and the Company have applied the transitional provision in the respective standards and interpretation which exempts entities from disclosing the possible impact arising from the initial application of the standards and interpretation on the financial statements of the Group and the Company.

- FRS 139, Amendments to FRS 139 and IC Interpretation 9
- FRS 7 and Improvement to FRS 7

The following amendments are part of the MASB improvements project issued in September 2009 that are relevant and effective for annual periods beginning on or after 1 January 2010:

- FRS 107 "Cash Flow Statements" clarifies that only expenditure resulting in a recognised asset can be categorised as a cash flow from investing activities.

- FRS 108 "Accounting Policies, Changes in Accounting Estimates and Errors" clarifies the use of implementation guidance in the standard.

- FRS 110 "Events After the Balance Sheet Date" confirms that dividends are liabilities when the company is obliged to pay.

- FRS 116 "Property, Plant and Equipment" and consequential amendment to FRS 107 "Cash Flow Statements" requires entities whose ordinary activities comprise of renting and subsequently selling assets to present proceeds from the sale of those assets as revenue and should transfer the carrying amount of the asset to inventories when the asset becomes held for sale. Cash flows arising from purchase, rental and sale of those assets are classified as cash flows from operating activities.

- FRS 117 "Leases" requires entities with existing leases of land and buildings (combined) to reassess the classification of land as a finance or operating lease, using the general principles of FRS 117.

- FRS 118 "Revenue" replaces the term 'direct costs' with 'transaction costs' and clarifies the distinction between when an entity is acting as a 'principal' and an 'agent'.

- FRS 119 "Employee Benefits" clarifies the terms 'curtailments' and 'negative past service cost', changes the definition of 'return on plan assets' and replacement of term 'fall due'.

- FRS 128 "Investments in Associates", FRS 7 "Financial Instruments: Disclosure", FRS 132 "Financial instruments: Disclosure and presentation" and FRS 131 "Interests in Joint Ventures" clarify the accounting for an impairment on an investments in associates or interests in jointly controlled entities and only certain disclosures are required when investments in associates or interests in jointly controlled entities are accounted for at fair value through profit or loss.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Standards, amendments to published standards and interpretations to existing standards that are applicable but not yet effective and have not been early adopted (cont'd)

- FRS 134 "Interim Financial Reporting" clarifies the presentation of earnings per share information.
- FRS 136 "Impairment of Assets" requires disclosure of estimates used to determine recoverable amount and clarifies that entities must assess their goodwill impairment within cash-generating units at or below the operating segment level.

The adoptions of the above improvements to the standards are not expected to have a material impact on the financial statements of the Group and the Company.

Standards, amendments to published standards and interpretations to existing standards that are not yet effective and are not relevant for the Group and the Company:

FRS 4	Insurance Contracts *
FRS 123	Borrowing Costs *
Amendments to FRS 1	First-time adoption of Financial Reporting Standards *
Amendments to FRS 5	Non-Current Assets Held for Sale and Discontinued Operations #
Amendments to FRS 132 and FRS 101	Puttable Financial Instruments and Obligation Arising on Liquidation *
IC Interpretation 12	Service Concession Arrangements #
IC Interpretation 14	FRS 119 "The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction" *
IC Interpretation 15	Agreements for the Construction of Real Estate #
IC Interpretation 16	Hedges of a Net Investment in a Foreign Operation #
IC Interpretation 17	Distributions of Non-cash Assets to Owners #
Islamic Technical Release TR i-3	Presentation of Financial Statements of Islamic Financial Institution *
Statement of Principles SOP i-1	Financial Reporting from an Islamic Perspective *

* Effective for annual period beginning on or after 1 January 2010
\# Effective for annual period beginning on or after 1 July 2010

The following amendments are part of the MASB improvements project issued in September 2009 that are effective for annual periods beginning on or after 1 January 2010 but not relevant to the Group and the Company:

FRS 5	Non-Current Assets Held for Sale and Discontinued Operations
FRS 120	Accounting for Government Grants and Disclosure of Government Assistance
FRS 129	Financial Reporting in Hyperinflationary Economies
FRS 138	Intangible Assets
FRS 140	Investment Property

The following are the significant accounting policies adopted by the Group:

Basis of Consolidation

Investments in subsidiaries are eliminated on consolidation while investments in jointly controlled entities and associates are accounted for by the equity method of accounting.

a) Subsidiaries

The consolidated financial statements include the financial statements of the Company and all its subsidiaries made up to the end of the financial year. Subsidiaries are those companies in which the Group has power to exercise control over the financial and operating policies so as to obtain benefits from their activities.

Subsidiaries are consolidated from the date on which effective control is transferred to the Group and are no longer consolidated from the date that control ceases. Subsidiaries are consolidated using the purchase method of accounting whereby the results of subsidiaries acquired or disposed of during the financial year are included from the date of acquisition up to the date when the control ceases. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the Group's share of the fair value of the identifiable net assets of the subsidiary acquired at the date of acquisition is reflected as goodwill. See the accounting policy note on the treatment of goodwill.

All material intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also been eliminated unless cost cannot be recovered. Where necessary, accounting policies for subsidiaries have been changed to ensure consistency with the policies adopted by the Group.

The gain or loss on disposal of a subsidiary is the difference between net disposal proceeds and the Group's share of its net assets together with any balance of goodwill on acquisition and exchange differences which were not previously recognised in the consolidated income statement.

Minority interests is measured at the minorities' share of the fair value of the identifiable assets and liabilities of the subsidiary as at the date of acquisition and the minorities' share of movements in the subsidiary's net assets since that date.

b) Jointly controlled entities

Jointly controlled entities are corporations, partnerships or other entities over which there is contractually agreed sharing of control by the Group with one or more parties.

The Group's interests in jointly controlled entities are accounted for in the consolidated financial statements by the equity method of accounting. Equity accounting involves recognising the Group's share of the post acquisition results of jointly controlled entities in the income statement and its share of post acquisition movements within reserves in reserves. The cumulative post acquisition movements are adjusted against the cost of the investment and includes goodwill on acquisition less impairment losses, where applicable. See accounting policy note on impairment of assets.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Basis of Consolidation (cont'd)

b) Jointly controlled entities (cont'd)

The Group recognises the portion of gains or losses on the sale of assets by the Group to the joint venture that is attributable to the other parties in the ventures. The Group does not recognise its share of profits or losses from the joint venture until it resells the assets to an independent party. However, if a loss on the transaction provides evidence of a reduction in the net realisable value of current assets or an impairment loss, the loss is recognised immediately.

Where necessary, in applying the equity method, adjustments have been made to the financial statements of jointly controlled entities to ensure consistency of accounting policies with those of the Group.

Property, Plant and Equipment

Property, plant and equipment are tangible items that:

i) are held for use in the production or supply of goods or services, or for administrative purposes; and

ii) are expected to be used during more than one period.

Property, plant and equipment are stated at cost less accumulated depreciation and impairment loss where applicable.

Cost includes expenditure that is directly attributable to the acquisition of the items.

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. All other repairs and maintenance are charged to the income statement during the financial period that they are incurred.

The depreciable amount of an item of property, plant and equipment is determined as the difference between the cost less its residual value. The residual value is the estimated amount that the Group expects to obtain from disposal of the asset, after deducting the estimated cost to disposal, if the asset was already of the age and in the condition expected at the end of its useful life.

Freehold land and property, plant and equipment which are under construction are not depreciated. Depreciation on assets under construction commences when the assets are ready for their intended use. The Group depreciates other assets based on their consumption pattern and is applied separately to each significant component.

Other property, plant and equipment are depreciated over their estimated useful life using the straight-line method. The annual rates of depreciation used for the major classes of property, plant and equipment are as follows:

Buildings and improvements	2% – 50%
Plant, equipment and vehicles	5% – 50%

The assets residual values and useful life are reviewed annually and revised if appropriate.

Where an indication of impairment exists, the carrying amount of the asset is assessed and written down immediately to its recoverable amount. See accounting policy note on impairment of assets.

Gains and losses on disposals are determined by comparing net disposal proceeds with the carrying amount and are included in the income statement.

Investment Properties

Investment properties consist of investments in land and buildings that are held for long-term rental yield and/or for capital appreciation and are not occupied by the Group. It is initially measured at cost, including direct transaction costs.

The Group adopted the cost model to measure all its investment properties. Under the cost model, investment property is measured at depreciated cost less any accumulated impairment losses. The annual rate of depreciation used for investment properties is 2%.

Where an indication of impairment exists, the carrying amount of the asset is assessed and written down immediately to its recoverable amount. See accounting policy note on impairment of assets.

Gains and losses on disposal are determined by comparing net disposal proceeds with the carrying amount and are included in the income statement.

Leasehold Land Use Rights

Leasehold land normally has a finite economic life and title is not expected to pass to the lessee by the end of the lease term. The payment made on entering into or acquiring a leasehold land is accounted as leasehold land use rights (referred to as prepaid lease payment in FRS 117 "Leases") that are amortised over the lease term in accordance with the pattern of benefits provided.

Leasehold land use rights with lease period of 99 years or less are amortised equally over their respective periods of lease.

Property Development Activities

a) Land held for property development

Land held for property development consists of land on which no significant development work has been undertaken or where development activities are not expected to be completed within the normal operating cycle. Such land is classified as non-current asset and is stated at cost less accumulated impairment losses, if any.

Cost comprises cost of land and all related costs incurred on activities necessary to prepare the land for its intended use. Where the Group had previously recorded the land at revalued amounts, it continues to retain this amount as its surrogate cost as allowed by FRS 201_{2004} (previously MASB 32) "Property Development Activities". Where an indication of impairment exists, the carrying amount of the asset is assessed and written down immediately to its recoverable amount. See accounting policy note on impairment of assets.

Land held for development is transferred to property development costs and included under current assets when development activities have commenced and where the development activities can be completed within the normal operating cycle.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Property Development Activities (cont'd)

b) Property development costs

Property development costs comprise costs associated with the acquisition of land and all costs directly attributable to development activities or costs that can be allocated on a reasonable basis to these activities.

When the outcome of the development activity can be estimated reliably, property development revenue and expenses are recognised by using the percentage of completion method in respect of sales where agreements have been finalised. Under this method, profits are recognised as the property development activity progresses. The stage of completion is determined based on proportion of property development costs incurred for work performed up to the balance sheet date over the estimated total property development cost to completion.

When the 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 of recovery, and property development costs on the development units sold are recognised when incurred. Foreseeable losses, if any, arising when it is probable that total property development costs (including expected defect liability expenditure) will exceed total property development revenue, are recognised immediately in the income statement.

Property development costs not recognised as an expense is recognised as an asset and is stated at the lower of cost and net realisable value. Upon completion of development, the unsold completed development properties are transferred to inventories.

Where revenue recognised in the income statement exceed billings to purchasers, the balance is shown as accrued billings under trade and other receivables (within current assets). Where billings to purchasers exceed revenue recognised in the income statement, the balance is shown as progress billings under trade and other payables (within current liabilities).

Available-For-Sale Financial Asset

Pursuant to paragraphs 18 and 19 of FRS 128, "Investments in Associates", in the event the Group ceased to have significant influence over its associates, the Group shall discontinue the use of equity method from the date that it ceases to have significant influence over the associate and shall account for the investment in accordance with FRS 139, "Financial Instruments: Recognition and Measurement", from that date.

The carrying amount of the investment at the date of recognition is regarded as its cost on initial measurement as an available-for-sale financial asset ("AFS"). After the initial measurement, the Group measures the AFS at its fair values based on quoted prices in an active market.

Any gain or loss arising from a change in the fair value of the AFS is recognised directly in equity as Fair Value Reserve, except for impairment losses and foreign exchange gains and losses, if any, until the AFS is derecognised, at which time the cumulative gain or loss previously recognised in equity shall be recognised in income statement.

When a decline in the fair value of the AFS has been recognised directly in equity and there is objective evidence that the asset is impaired, the cumulative loss that had been recognised directly in equity is removed from Fair Value Reserve and recognised in the income statement even though the AFS has not been derecognised. Impairment losses are incurred if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. The amount of cumulative loss is measured as the difference between the carrying amount and current fair value, less any impairment loss on that AFS previously recognised in the income statement including any related foreign exchange component. Impairment losses recognised in the income statement on such amount are not subsequently reversed through income statement.

Investments

Long term investments, both quoted and unquoted, include investments in subsidiaries, jointly controlled entities, associates and other non-current investments.

Investments in other long term investments are stated at cost less impairment losses. An allowance for diminution in value is made where, in the opinion of the Directors, there is a decline other than temporary in the value of such investments. Such a decline is recognised as an expense in the period in which it is identified.

Short term quoted investments are stated at the lower of cost and market value, determined on a portfolio basis by comparing aggregate cost against aggregate market value. Market value is calculated by reference to quoted selling prices at the close of business on the balance sheet date. Money market instruments are stated at the lower of cost and net realisable value.

On disposal of an investment, the difference between net disposal proceeds and its carrying amount is charged/credited to the income statement.

Intangible Assets

Goodwill represents the excess of the cost of acquisition over the Group's share of the fair value of the identifiable net assets of the subsidiaries/jointly controlled entities at the date of acquisition. Goodwill on acquisition of subsidiaries on or after 1 January 2004 is recognised as an intangible asset and disclosed separately on the consolidated balance sheet at cost less any impairment losses. Goodwill, less any impairment losses, on acquisition of associates occurring on or after 1 January 2004 is included in investments in associates and is tested for impairment as part of the overall balance. Separately recognised goodwill is tested annually for impairment and is stated at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash generating units for the purpose of annual impairment testing. The allocation is made to those cash generating units or groups of cash generating units that are expected to benefit from the business combination in which the goodwill arose.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Impairment of Assets

The carrying values of assets, other than inventories, assets arising from construction contracts, deferred tax assets and financial assets (excluding investments in subsidiaries and jointly controlled entities), are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If such indication exists, an impairment review is performed to assess whether the carrying amount of the asset is fully recoverable.

Irrespective of whether there is any indication of impairment, the Group also:

a) tests intangible assets with indefinite useful life or intangible assets not yet available for use, if any, for impairment annually by comparing its carrying amount with its recoverable amount; and

b) tests goodwill acquired in a business combination, if any, for impairment annually.

Impairment loss is recognised when the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and its value in use, which is measured by reference to discounted future cash flows. Recoverable amounts are estimated for individual assets, or if it is not possible, for the cash generating unit.

An impairment loss is charged to the income statement, unless the asset is carried at revalued amount, in which case the impairment loss is used to reduce the revaluation surplus.

Assets other than goodwill that have suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

An impairment loss is reversed only to the extent of previously recognised impairment losses for the same asset unless the asset is carried at revalued amount, in which case the reversal shall be treated as a revaluation increase. An impairment loss recognised for goodwill shall not be reversed in a subsequent period.

Refer accounting policy on "Available-For-Sale Financial Asset" for impairment of available-for-sale financial assets.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost includes, where relevant, appropriate proportions of overheads and is determined on a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less costs to completion and selling expenses.

The cost of unsold properties comprises cost associated with the acquisition of land, direct costs and an appropriate proportion of allocated costs attributable to property development activities.

Assets Classified as Held for Sale

Non-current assets are classified as assets held for sale and stated at the lower of carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sale transaction rather than a continuing use.

Receivables

Receivables are carried at estimated realisable value. In estimating realisable value, an allowance is made for doubtful receivables based on a review of all outstanding amounts at the financial year end. Bad debts are written off to the income statement during the financial year in which they are identified.

Cash and Cash Equivalents

Cash and cash equivalents include cash and bank balances, deposits and other short term, highly liquid investments that are readily convertible to known amounts of cash and are subject to insignificant risk of changes in value. Money market instruments are included within the short term investments in current assets in the balance sheet.

Share Capital

Ordinary shares are classified as equity in the balance sheet. Costs directly attributable to the issuance of new equity shares are taken to equity as a deduction from the proceeds.

Treasury Shares

Where the Company or its subsidiaries purchases the Company's equity share capital, the consideration paid, including any directly attributable incremental external costs, net of tax, is deducted from total shareholders' equity as treasury shares until they are cancelled, reissued or disposed of.

Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental external costs and the related tax effects, is included in shareholders' equity.

Where the share retirement method is applied, the nominal value of the shares repurchased is cancelled by a debit to the share capital account. An amount equivalent to the nominal value of the shares repurchased is transferred to a capital redemption reserve.

The consideration, including any acquisition cost and premium or discount arising from the shares repurchased, is adjusted directly to the share premium account or any other suitable reserve. In the circumstance where there is no or insufficient share premium, the consideration, or its balance thereof, is adjusted to any other suitable reserve.

The shares cancelled and the adjustments made to share premium or reserves would be shown as a movement in the share capital account and the share premium or reserve account respectively.

Contingent Liabilities and Contingent Assets

The Group does not recognise a contingent liability but discloses its existence in the financial statements. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. When a change in the probability of an outflow of economic resources occurs so that the outflow is probable, it will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events whose existence will be confirmed by uncertain future events beyond the control of the Group. The Group does not recognise contingent assets but discloses its existence where inflow of economic benefits are probable, but not virtually certain. When inflow of economic resources is virtually certain, the asset is recognised.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate can be made of the amount of the obligation.

Income Taxes

a) Current taxation

Current taxation is determined according to the tax laws of each jurisdiction in which the Group operates and includes all taxes based upon the taxable income and is measured using the tax rates which are applicable at the balance sheet date.

b) Deferred taxation

Deferred tax liabilities and/or assets are recognised, using liability method, on temporary differences between the carrying amounts of assets and liabilities in the financial statements and their related tax bases. However, deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deferred tax assets can be utilised. Deferred tax liability in respect of asset revaluations is also recognised. Deferred tax liabilities and assets are measured at the tax rates that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax is recognised on temporary differences arising on investments in subsidiaries, jointly controlled entities and associates except where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Employee Benefits

a) Short term employee benefits

Short term employee benefits include wages, salaries, bonus, social security contributions and paid annual leave. These benefits are accrued when incurred and are measured on an undiscounted basis.

b) Post employment benefits

Post employment benefits include defined contribution plans under which the Group pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods. These benefits are accrued when incurred and are measured on an undiscounted basis.

c) Long term employee benefits

Long term employee benefits include retirement gratuities payable under a retirement gratuity scheme which was established in 1991 by the Board of Directors for Executives and Executive Directors of the Company and certain subsidiaries. The level of retirement gratuities payable is determined by the Board of Directors in relation to the past services rendered and it does not take into account the employee's service to be rendered in later years up to retirement. The gratuity, which is calculated based either on length of service and basic salary as at the reporting date or on the basis of emoluments earned in the immediate past three years, is a vested benefit when the employee reaches retirement age.

The present value of the retirement gratuities is determined by discounting the amount payable by reference to market yields at the balance sheet date on high quality corporate bonds which have terms to maturity approximating the terms of the related liability. Employee turnover is also factored in arriving at the level of the retirement gratuities payable. The differences arising from the application of such discounting as well as any past service costs and the effects of any curtailments or settlements, if any, are recognised immediately in the income statement.

Such retirement gratuities payable are classified as current liabilities where it is probable that a payment will be made within the next twelve months and also provided that the amount has been approved for payment by the Board of Directors.

d) Share-based compensation

The Company operates an equity-settled, share-based compensation plan, where share options are issued to the eligible executives and executive directors.

The fair value of employee services rendered in exchange for the grant of the share options is recognised as an expense over the vesting period. The total amount to be expensed in the income statement over the vesting period is determined by reference to the fair value of each share option granted at the grant date and the number of share options vested by vesting date, with a corresponding increase in equity (option reserve). At each balance sheet date, the respective companies will revise its estimates of the number of share options that are expected to become exercisable. The option reserves in respect of options which have been lapsed are transferred to retained earnings.

The proceeds received net of any directly attributable transaction costs are credited to share capital and share premium when the options are exercised.

The fair value of the options was determined using "Trinomial" model based on the closing market price at Offer Date, the exercise price, expected volatility based on its historical volatility, option life and a risk free interest rate of 3.40% to 3.70% based on the yield on Malaysian Government Securities maturing between 5 to 10 years. The fair value of options granted to employees has been treated as additional paid in capital to be recognised as an expense over the option period. The unamortised amount is included as a separate component of reserves.

Revenue Recognition

Revenues are recognised upon delivery of products or performance of services, net of sales tax and discounts, and after eliminating revenue within the Group.

Casino revenue represents net house takings. The casino license in Malaysia is renewable every three months.

Sales of short term investments are accounted net of the cost of the respective investments when the contracts are executed.

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

Dividends

Dividends on ordinary shares are accounted for in shareholders' equity as an appropriation of retained earnings and accrued as a liability in the financial year in which the obligation to pay is established.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Foreign Currency Translation

a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities 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 the Company's functional and presentation currency.

b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. At the balance sheet date, non-monetary items are translated at balance sheet date using historical rates or rates prevailing when the fair value of the assets are determined. Monetary items are translated at the closing rate. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities at closing rate are recognised in the income statement. However, the exchange differences arising on monetary items that form part of the net investment in the foreign operations are recognised directly in equity in the consolidated financial statements until the disposal of the foreign operations in which case they are recognised as gain or loss in the consolidated income statement.

c) Group companies

On consolidation, the results and financial position of all the Group's entities which have a functional currency different from that of the Group's presentation currency are translated into the Group's presentation currency as follows:

i) assets and liabilities, including goodwill and fair value adjustments arising from business combinations, for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and

iii) all resulting exchange differences are recognised as a separate component of equity.

Financial Instruments

A financial instrument is any contract that gives rise to both a financial asset of one enterprise and a financial liability or equity instrument of another enterprise.

A financial asset is any asset that is cash, a contractual right to receive cash or another financial asset from another enterprise, a contractual right to exchange financial instruments with another enterprise under conditions that are potentially favourable, or an equity instrument of another enterprise.

A financial liability is any liability that is a contractual obligation to deliver cash or another financial asset to another enterprise, or to exchange financial instruments with another enterprise under conditions that are potentially unfavourable.

a) Financial instruments recognised on the balance sheet

The recognition method adopted for financial instruments that are recognised on the balance sheet are disclosed separately in the individual policy statements associated with the relevant financial instruments.

The financial assets and liabilities of the Group are primarily denominated in Ringgit Malaysia. Financial assets and liabilities that are denominated in other currencies, where material, have been disclosed in the Notes to the financial statements.

b) Financial instruments not recognised on the balance sheet

The Group is a party to a call option agreement as disclosed in Note 38 to the financial statements. The instrument is not recognised in the financial statements on inception.

c) Fair value estimation for disclosure purposes

The fair value of publicly traded securities is based on quoted market prices at the balance sheet date. For non-traded financial instruments, the Group uses various methods and makes assumptions that are based on market conditions. Comparisons are made to similar instruments that are publicly traded and estimates based on discounted cash flow techniques are also used. For other long term financial assets and liabilities, fair value is estimated by discounting future contractual cash flows at appropriate interest rates.

The book values of financial assets and liabilities with maturities of less than one year are assumed to approximate their fair values.

Segmental Reporting

The Group adopts business segment analysis as its primary reporting format and geographical segment analysis as its secondary reporting format.

Revenues are attributed to geographical segments based on location of customers where sale is transacted. Assets are allocated based on location of assets.

Segment revenues and expenses are those directly attributable to the segments and include any joint revenues and expenses where a reasonable basis of allocation exists. Segment assets include all assets used by the segment and consist principally of property, plant and equipment net of accumulated depreciation, amortisation and impairment loss, land held for property development, property development costs, inventories and receivables. Segment liabilities comprise operating liabilities. Both segment assets and liabilities do not include income tax assets and liabilities and interest bearing instruments.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

4. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's overall financial risk management objective is to optimise the value creation for shareholders. The Group seeks to minimise the potential adverse impacts arising from fluctuations in foreign currency exchange and interest rates and the unpredictability of the financial markets.

The Group operates within clearly defined guidelines that are approved by the Board of Directors and do not trade in financial instruments. Financial risk management is carried out through risk reviews conducted at all significant operational units. This process is further enhanced by effective internal controls, a group-wide insurance programme and adherence to the financial risk management policies.

The main areas of financial risks faced by the Group are as follows:

Foreign currency exchange risk

The Group is exposed to foreign currency exchange risk when it enters into transactions that are not denominated in their functional currencies. The Group attempts to significantly limit its exposure for all committed transactions by entering into forward foreign currency exchange contracts within the constraints of market and government regulations.

Interest rate risk

The Group has no significant exposure in interest rate risk.

Market risk

The Group, in the normal course of business, is exposed to market risks in respect of its equity investments. The Group manages its risk through established guidelines and policies.

Credit risk

Exposure to credit risk arises mainly from sales made on deferred credit terms. Credit terms offered by the Group range from 30 days to 60 days from date of transaction. Risks arising therefrom are minimised through effective monitoring of receivables and suspension of sales to customers which accounts exceed the stipulated credit terms. Credit limits are set and credit history is reviewed to minimise potential losses.

The Group also seeks to invest cash assets safely and profitably and buys insurance to protect itself against insurable risks. In this regard, counterparties are assessed for credit risks and limits are set to minimise any potential losses.

Liquidity risk

The Group practices prudent liquidity risk management to minimise the mismatch of financial assets and liabilities. The Group's cash flow is reviewed regularly to ensure that the Group is able to settle its commitments when they fall due.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

5. SEGMENT ANALYSIS

a) Primary segment - by activity

2009	Leisure & Hospitality	Properties	Others	Eliminations	Total
Group					
Revenue					
External	**4,925.0**	**3.9**	**62.8**	**-**	**4,991.7**
Inter segment	**1.6**	**5.3**	**67.3**	**(74.2)**	**-**
	4,926.6	**9.2**	**130.1**	**(74.2)**	**4,991.7**
Results					
Segment profit	**1,727.6**	**2.3**	**38.7**	**-**	**1,768.6**
Interest income					**77.7**
Impairment losses	**(2.3)**	**-**	**(79.0)**	**-**	**(81.3)**
Share of results in jointly controlled entity	**-**	**-**	**(0.4)**	**-**	**(0.4)**
Profit before taxation					**1,764.6**
Taxation					**(441.3)**
Profit for the financial year					**1,323.3**
Other Information:					
Assets					
Segment assets	**2,845.0**	**794.0**	**1,538.4**	**(334.4)**	**4,843.0**
Interest bearing instruments	**-**	**-**	**5,159.4**	**-**	**5,159.4**
Jointly controlled entity	**-**	**-**	**1.5**	**-**	**1.5**
Available-for-sale financial asset	**1,270.1**	**-**	**-**	**-**	**1,270.1**
Unallocated corporate assets					**72.0**
Total assets					**11,346.0**
Liabilities					
Segment liabilities	**(1,087.9)**	**(51.1)**	**(60.3)**	**391.3**	**(808.0)**
Interest bearing instruments					**0.0**
Unallocated corporate liabilities					**(393.8)**
Total liabilities					**(1,201.8)**
Other Disclosures					
Capital expenditure incurred	**122.2**	**0.0**	**0.8**	**-**	**123.0**
Depreciation and amortisation charge	**268.6**	**1.6**	**1.6**	**-**	**271.8**
Other significant non-cash items:					
- charges	**30.6**	**-**	**-**	**83.9**	**114.5**
- credits	**4.6**	**-**	**0.1**	**-**	**4.7**

2008					
Group					
Revenue					
External	4,857.3	5.0	24.4	-	4,886.7
Inter segment	1.5	7.8	71.1	(80.4)	-
	4,858.8	12.8	95.5	(80.4)	4,886.7
Results					
Segment profit	1,775.2	0.8	18.1	-	1,794.1
Interest income					115.3
Finance cost					(1.6)
Impairment loss	(781.5)	-	-	-	(781.5)
Share of results in jointly controlled entity	-	-	0.7	-	0.7
Profit before taxation					1,127.0
Taxation					(493.0)
Profit for the financial year					634.0

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

5. SEGMENT ANALYSIS (cont'd)

a) Primary segment - by activity (cont'd)

2008	Leisure & Hospitality	Properties	Others	Eliminations	Total
Group					
Other Information:					
Assets					
Segment assets	4,471.4	428.7	125.2	(353.8)	4,671.5
Interest bearing instruments	-	-	4,262.4	-	4,262.4
Jointly controlled entity	-	-	1.9	-	1.9
Available-for-sale financial asset	415.0	-	-	-	415.0
Unallocated corporate assets					72.1
Total assets					9,422.9
Liabilities					
Segment liabilities	(951.9)	(44.0)	(106.8)	403.3	(699.4)
Interest bearing instruments					0.0
Unallocated corporate liabilities					(398.4)
Total liabilities					(1,097.8)
Other Disclosures					
Capital expenditure incurred	236.3	-	-	-	236.3
Depreciation and amortisation charge	258.8	1.6	1.4	-	261.8
Other significant non-cash items:					
- charges	17.1	0.1	0.0	-	17.2
- credits	19.7	0.6	0.0	-	20.3

The Group is organised into two main business segments:

Leisure & Hospitality - this division includes the gaming, hotel, entertainment and amusement businesses, tours & travel related services and other support services.

Properties - this division is involved in property developments, property investment and management.

All other immaterial business segments including investments in equities, training services, reinsurance services and utilities services are aggregated and disclosed under "Others" as they are not of sufficient size to be reported separately. All inter-segment sales are conducted on an arms length basis.

b) Secondary segment – by geographical location

	Revenue		Total Assets		Capital Expenditure	
	2009	2008	**2009**	2008	**2009**	2008
Malaysia	**4,958.1**	4,886.7	**8,591.9**	7,478.4	**123.0**	236.3
Asia Pacific (excludes Malaysia)	**0.0**	-	**2,337.7**	1,697.0	**-**	-
Others	**33.6**	-	**416.4**	247.5	**-**	-
	4,991.7	4,886.7	**11,346.0**	9,422.9	**123.0**	236.3

Geographically, the main business segments of the Group are concentrated in Malaysia. Included in other countries are the Group's investments in foreign corporations and interest bearing instruments.

6. REVENUE

	Group		Company	
	2009	2008	**2009**	2008
Rendering of services:				
Leisure & hospitality	**4,925.0**	4,857.3	**4,539.0**	4,461.5
Rental and properties management income	**3.9**	3.5	**-**	-
Other services	**28.2**	24.4	**-**	-
Sale of investments	**21.8**	-	**-**	-
Investment income	**12.8**	-	**-**	-
Sale of properties	**-**	1.5	**-**	-
	4,991.7	4,886.7	**4,539.0**	4,461.5

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

7. COST OF SALES

	Group		Company	
	2009	2008	**2009**	2008
Cost of inventories recognised as an expense	**147.0**	133.9	**101.6**	88.9
Cost of services and other operating costs	**2,847.9**	2,770.0	**2,657.3**	2,551.9
	2,994.9	2,903.9	**2,758.9**	2,640.8

Included in the other operating costs are gaming expenses amounting to RM1,104.3 million (2008: RM1,035.1 million) for the Group and RM1,210.5 million (2008: RM1,107.3 million) for the Company.

8. PROFIT BEFORE TAXATION

Profit before taxation has been determined after inclusion of the following charges and credits:

	Group		Company	
	2009 RM'000	2008 RM'000	**2009 RM'000**	2008 RM'000
Charges:				
Depreciation of property, plant and equipment	**270,133**	260,180	**192,366**	182,126
Depreciation of investment properties	**641**	550	**-**	-
Amortisation of leasehold land use rights	**1,102**	1,123	**5**	5
Property, plant and equipment written off	**567**	687	**382**	436
Net loss on disposal of property, plant and equipment	**292**	-	**-**	-
Impairment loss on property, plant and equipment (included in other expenses)	**49**	-	**-**	-
Impairment loss on leasehold land use rights (included in other expenses)	**2,261**	-	**-**	-
Impairment loss on investment in subsidiaries (included in other expenses)	**-**	-	**5,900**	1,040,240
Impairment loss on investment in available-for-sale financial asset (included in other expenses)	**30,425**	781,502	**-**	-
Impairment loss on other long-term investment (included in other expenses)	**48,580**	-	**-**	-
Provision for diminution in value of short term investment	**4,874**	-	**-**	-
Hire of equipment	**7,961**	9,485	**5,032**	6,318
Rental of land and buildings	**1,384**	1,187	**360**	255
Employee benefits expense (Note 9)	**585,890**	561,718	**500,283**	474,537
Directors' remuneration excluding estimated money value of benefits-in-kind (Note 10)	**44,176**	39,318	**44,161**	39,303
Auditors' remuneration - current year	**629**	611	**187**	196
Allowance for doubtful debts - trade	**3,395**	1,971	**60**	372
Finance cost	-	1,644	-	1,644
Net exchange losses - realised	-	3,529	-	-
Charges by holding company:				
- Licensing fees	**171,468**	161,371	**167,273**	157,151
- Shared services fees	**4,068**	4,424	**2,736**	4,147
Charges by other related companies:				
- Management fees	**411,859**	407,253	**395,023**	390,757
- Rental of land and buildings	**4,305**	3,595	**3,160**	3,184
- Hire of equipment	**15,695**	11,670	**15,407**	11,148
- Shared services fees	**10,983**	12,493	**6,581**	7,947
- Commissions	**52,026**	49,679	**35,406**	32,618
- Marketing fees	**466**	480	**466**	480
- Royalty fees	**2,824**	3,444	**2,824**	3,444
- Licensing fees	**248**	245	**248**	245
Charges by subsidiaries:				
- Service fees	**-**	-	**1,117**	1,031
- Hire of equipment	**-**	-	**1,850**	2,589
- Rental of land and buildings	**-**	-	**37,680**	38,201
- Transportation services	**-**	-	**16,949**	16,810

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

8. PROFIT BEFORE TAXATION (cont'd)

Profit before taxation has been determined after inclusion of the following charges and credits (cont'd):

	Group		Company	
	2009 RM'000	2008 RM'000	**2009 RM'000**	2008 RM'000
Credits:				
Interest income	**77,757**	115,325	**75,125**	83,222
Rental income from land and buildings	**49,943**	48,418	**14,080**	14,328
Rental of equipment	**1,113**	1,328	**69**	58
Net gain on disposal of property, plant and equipment	**-**	1,333	**25**	663
Gain on disposal of land held for property development	**2,919**	-	**-**	-
Gain on disposal of investment property	**-**	644	**-**	-
Net gain on disposal of short term investments	**21,820**	55	**-**	-
Investment income	**12,844**	-	**-**	-
Gain on disposal of long term investment arising from foreign exchange translation	**-**	19,784	**-**	-
Net exchange gains - realised	**294**	-	**1**	4,144
Net exchange gains - unrealised	**57**	2,124	**53**	2,283
Income from other related companies:				
- Rental of land and building	**375**	338	**-**	-
- Sales of air tickets	**271**	217	**-**	-
Income from subsidiaries:				
- Rental of land and buildings	**-**	-	**8,244**	7,110
Other information:				
Non statutory audit fees paid to auditors	**229**	410	**209**	173

9. EMPLOYEE BENEFITS EXPENSE

	Group		Company	
	2009 RM'000	2008 RM'000	**2009 RM'000**	2008 RM'000
Wages, salaries and bonuses	**407,584**	398,522	**343,343**	334,552
Defined contribution plan	**52,037**	50,805	**44,825**	43,642
Other short term employee benefits	**108,417**	110,776	**94,603**	94,967
Share option expenses	**57**	33	**57**	33
Net provision for retirement gratuities	**17,795**	1,582	**17,455**	1,343
	585,890	561,718	**500,283**	474,537
Number of employees at financial year end ('000)	**13.7**	13.5	**10.2**	10.0

Employee benefits expense, as shown above, includes the remuneration of Executive Directors.

10. DIRECTORS' REMUNERATION

	Group		Company	
	2009 RM'000	2008 RM'000	**2009 RM'000**	2008 RM'000
Non-executive Directors:				
- Fees	**551**	493	**536**	478
Executive Directors:				
- Fees	**242**	264	**242**	264
- Salaries and bonuses	**32,131**	31,757	**32,131**	31,757
- Defined contribution plan	**4,520**	4,460	**4,520**	4,460
- Other short term employee benefits	**495**	439	**495**	439
- Provision for retirement gratuities	**6,237**	1,905	**6,237**	1,905
Directors' Remuneration excluding estimated money value of benefits-in-kind (Note 8)	**44,176**	39,318	**44,161**	39,303
Estimated money value of benefits-in-kind (not charged to the income statements) in respect of Executive Directors	**620**	660	**620**	660
	44,796	39,978	**44,781**	39,963

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

10. DIRECTORS' REMUNERATION (cont'd)

Remuneration of the Directors of the Company in respect of services rendered to the Company and its subsidiaries is represented by the following bands:

	Number	
Amounts in RM'000	**2009**	2008
Non-Executive Directors		
- 50 to 100	**3**	3
- 100 to 150	**2**	2
Executive Directors		
- 1,000 to 1,050	**-**	1
- 1,050 to 1,100	**2**	-
- 1,150 to 1,200	**-**	1
- > 37,250	**1**	1

Executive Directors of the Company have been granted options under the Employees Share Option Scheme ("ESOS") on the same terms and conditions as those offered to other employees (Note 30) as follows:

Financial year ended 31.12.2009:

		No. of Unissued Shares (ordinary shares of 10 sen each)			
Grant Date	**Subscription price per share RM**	**At start of the year '000**	**Granted '000**	**Exercised '000**	**At end of the year '000**
2.9.2002	**2.064**	**6,080**	**-**	**-**	**6,080**

Financial year ended 31.12.2008:

		No. of Unissued Shares (ordinary shares of 10 sen each)			
Grant Date	Subscription price per share RM	At start of the year '000	Granted '000	Exercised '000	At end of the year '000
2.9.2002	2.064	6,080	-	-	6,080

The number of share options vested at the balance sheet date is 3,892,500 ordinary shares of 10 sen each (2008: 2,798,750 ordinary shares of 10 sen each).

11. TAXATION

	Group		**Company**	
	2009	2008	**2009**	2008
Current taxation:				
Malaysian taxation	**429.3**	468.3	**418.7**	458.8
Foreign taxation	**0.1**	-	**-**	-
	429.4	468.3	**418.7**	458.8
Deferred tax charge / (credit) (Note 34)	**11.9**	24.7	**(6.5)**	6.0
	441.3	493.0	**412.2**	464.8
Current taxation:				
Current year - Malaysia taxation	**448.1**	452.2	**438.0**	442.8
- Foreign taxation	**0.1**	-	**-**	-
(Over) /Under provided in prior years	**(18.8)**	16.1	**(19.3)**	16.0
	429.4	468.3	**418.7**	458.8
Deferred taxation:				
Origination and reversal of temporary differences	**8.6**	24.7	**(9.7)**	6.1
Under / (Over) provided in prior years	**3.3**	0.0	**3.2**	(0.1)
	11.9	24.7	**(6.5)**	6.0

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

11. TAXATION (cont'd)

The reconciliation between the average effective tax rate and the Malaysian tax rate is as follows:

	Group		Company	
	2009	2008	**2009**	2008
	%	%	**%**	%
Malaysia tax rate:	**25.0**	26.0	**25.0**	26.0
Tax effects of:				
- expenses not deductible for tax purposes	**1.7**	19.3	**0.4**	39.2
- different tax regime	**(0.5)**	(1.3)	**-**	-
- income not subject to tax	**0.0**	0.0	**0.1**	-
- tax incentive	**(0.3)**	(1.6)	**(0.0)**	(2.5)
- (over) / under provided in prior years	**(0.9)**	1.4	**(1.0)**	2.2
- effect of change in deferred tax rate	**-**	(0.1)	**-**	0.1
Average effective tax rate	**25.0**	43.7	**24.5**	65.0

Subject to the agreement by the Inland Revenue Board, the amount of unutilised tax losses of subsidiaries available for which the related tax effects have not been included in the net income amounted to approximately RM73.4 million as at the financial year end (2008: RM72.9 million).

Subject to the agreement by the Inland Revenue Board, the Group has investment tax allowance of approximately RM1,304.4 million (2008: RM1,320.3 million) which is available to set off against future taxable profits of the respective companies of the Group.

Taxation is calculated at the Malaysian statutory tax rate of 25% (2008: 26%) on the estimated chargeable profits for the year of assessment 2009.

12. EARNINGS PER SHARE

The basic and diluted earnings per share of the Group are computed as follows:

a) Basic earnings per share

Basic earnings per share of the Group is calculated by dividing the profit for the financial year attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the financial year. The weighted average number of ordinary shares in issue excludes the weighted average number of treasury shares held by the Company.

	Group	
	2009	2008
Profit for the financial year attributable to equity holders of the Company (RM million)	**1,323.7**	634.4
Weighted average number of ordinary shares in issue	**5,710,753,791**	5,734,972,947
Basic earnings per share (sen)	**23.18**	11.06

b) Diluted earnings per share

For the diluted earnings per share calculation, the weighted average number of ordinary shares in issue of the Company is adjusted to assume conversion of all dilutive potential ordinary shares issued by the Company.

	Group	
	2009	2008
Profit for the financial year attributable to equity holders of the Company (RM million)	**1,323.7**	634.4
Weighted average number of ordinary shares adjusted as follows:		
Weighted average number of ordinary shares in issue	**5,710,753,791**	5,734,972,947
Adjustment for share options granted to executives of the Company	**7,762,842**	12,562,431
Adjustment for share issuable arising from conversion of Convertible Notes	**-**	26,278,640
Adjusted weighted average number of ordinary shares in issue	**5,718,516,633**	5,773,814,018
Diluted earnings per share (sen)	**23.15**	10.99

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

13. DIVIDENDS

	2009		2008	
	Gross dividend per share Sen	**Amount of dividend (net of tax) RM million**	Gross dividend per share Sen	Amount of dividend (net of tax) RM million
Interim dividend paid:				
- net of 25% tax	**3.00**	**128.2**	-	-
- net of 26% tax	**-**	**-**	3.00	127.8
Proposed final dividend:				
- net of 25% tax	**4.30**	**183.7**	4.00	171.5
	7.30	**311.9**	7.00	299.3

At the forthcoming Annual General Meeting, a final dividend in respect of the financial year ended 31 December 2009 of 4.30 sen less 25% tax (2008: 4.00 sen less 25% tax) per ordinary share of 10 sen each amounting to RM183.7 million (2008: RM171.5 million) will be proposed for shareholders' approval. These financial statements do not reflect this final dividend which will be accrued as a liability upon approval by shareholders.

14. PROPERTY, PLANT AND EQUIPMENT

Group	**Freehold land**	**Buildings & improvements**	**Plant, equipment & vehicles**	**Construction in progress**	**Total**
At 1 January 2009:					
Cost	**221.5**	**3,344.7**	**2,590.9**	**35.7**	**6,192.8**
Accumulated depreciation	**-**	**(761.6)**	**(1,778.9)**	**-**	**(2,540.5)**
Accumulated impairment losses	**-**	**(13.7)**	**(0.1)**	**-**	**(13.8)**
Net book value	**221.5**	**2,569.4**	**811.9**	**35.7**	**3,638.5**
Movement during the year 2009:					
Opening net book value	**221.5**	**2,569.4**	**811.9**	**35.7**	**3,638.5**
Additions	**0.5**	**1.1**	**90.7**	**30.7**	**123.0**
Disposals	**-**	**-**	**(0.9)**	**-**	**(0.9)**
Written off	**-**	**-**	**(0.6)**	**-**	**(0.6)**
Depreciation charge	**-**	**(69.9)**	**(200.2)**	**-**	**(270.1)**
Impairment loss	**-**	**(0.0)**	**-**	**-**	**(0.0)**
Acquisition of subsidiaries	**-**	**0.5**	**0.4**	**-**	**0.9**
Reclassification/Adjustment/Transfer	**-**	**34.2**	**27.0**	**(61.3)**	**(0.1)**
Closing net book value	**222.0**	**2,535.3**	**728.3**	**5.1**	**3,490.7**
At 31 December 2009:					
Cost	**222.0**	**3,381.6**	**2,714.0**	**5.1**	**6,322.7**
Accumulated depreciation	**-**	**(832.6)**	**(1,985.3)**	**-**	**(2,817.9)**
Accumulated impairment losses	**-**	**(13.7)**	**(0.4)**	**-**	**(14.1)**
Net book value	**222.0**	**2,535.3**	**728.3**	**5.1**	**3,490.7**
At 1 January 2008:					
Cost	221.0	3,305.6	2,435.3	17.7	5,979.6
Accumulated depreciation	-	(691.7)	(1,610.7)	-	(2,302.4)
Accumulated impairment losses	-	(13.7)	(0.1)	-	(13.8)
Net book value	221.0	2,600.2	824.5	17.7	3,663.4
Movement during the year 2008:					
Opening net book value	221.0	2,600.2	824.5	17.7	3,663.4
Additions	0.5	2.6	119.8	113.4	236.3
Disposals	-	(0.1)	(0.3)	-	(0.4)
Written off	-	(0.3)	(0.4)	-	(0.7)
Depreciation charge	-	(70.0)	(190.1)	-	(260.1)
Reclassification/Adjustment/Transfer	-	37.0	58.4	(95.4)	-
Closing net book value	221.5	2,569.4	811.9	35.7	3,638.5

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

14. PROPERTY, PLANT AND EQUIPMENT (cont'd)

	Freehold land	Buildings & improvements	Plant, equipment & vehicles	Construction in progress	Total
At 31 December 2008:					
Cost	221.5	3,344.7	2,590.9	35.7	6,192.8
Accumulated depreciation	-	(761.6)	(1,778.9)	-	(2,540.5)
Accumulated impairment losses	-	(13.7)	(0.1)	-	(13.8)
Net book value	221.5	2,569.4	811.9	35.7	3,638.5
Company					
At 1 January 2009:					
Cost	**87.2**	**1,931.4**	**1,689.5**	**36.3**	**3,744.4**
Accumulated depreciation	**-**	**(526.2)**	**(1,203.4)**	**-**	**(1,729.6)**
Net book value	**87.2**	**1,405.2**	**486.1**	**36.3**	**2,014.8**
Movement during the year 2009:					
Opening net book value	**87.2**	**1,405.2**	**486.1**	**36.3**	**2,014.8**
Additions	**-**	**0.7**	**70.2**	**28.2**	**99.1**
Written off	**-**	**-**	**(0.4)**	**-**	**(0.4)**
Depreciation charge	**-**	**(42.1)**	**(150.3)**	**-**	**(192.4)**
Reclassification/Adjustment/Transfer	**-**	**32.9**	**25.6**	**(58.5)**	**-**
Closing net book value	**87.2**	**1,396.7**	**431.2**	**6.0**	**1,921.1**
At 31 December 2009:					
Cost	**87.2**	**1,965.1**	**1,764.6**	**6.0**	**3,822.9**
Accumulated depreciation	**-**	**(568.4)**	**(1,333.4)**	**-**	**(1,901.8)**
Net book value	**87.2**	**1,396.7**	**431.2**	**6.0**	**1,921.1**
At 1 January 2008:					
Cost	87.2	1,913.3	1,560.0	16.4	3,576.9
Accumulated depreciation	-	(491.0)	(1,079.2)	-	(1,570.2)
Net book value	87.2	1,422.3	480.8	16.4	2,006.7
Movement during the year 2008:					
Opening net book value	87.2	1,422.3	480.8	16.4	2,006.7
Additions	-	1.4	100.7	95.2	197.3
Disposals	-	(0.1)	(0.1)	-	(0.2)
Written off	-	(0.2)	(0.2)	-	(0.4)
Depreciation charge	-	(42.0)	(140.1)	-	(182.1)
Reclassification/Adjustment/Transfer	-	23.8	45.0	(75.3)	(6.5)
Closing net book value	87.2	1,405.2	486.1	36.3	2,014.8
At 31 December 2008:					
Cost	87.2	1,931.4	1,689.5	36.3	3,744.4
Accumulated depreciation	-	(526.2)	(1,203.4)	-	(1,729.6)
Net book value	87.2	1,405.2	486.1	36.3	2,014.8

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

15. LAND HELD FOR PROPERTY DEVELOPMENT

	Group	
	2009	2008
At 1 January / 31 December		
Freehold land - at cost	**181.5**	186.1
Reclassification to asset classified as held for sale (Note 27)	**-**	(4.6)
	181.5	181.5

16. INVESTMENT PROPERTIES

	Group	
	2009	2008
At 1 January		
Cost	**26.7**	28.0
Accumulated depreciation	**(10.2)**	(10.1)
Net book value	**16.5**	17.9
Movement during the year		
Opening net book value	**16.5**	17.9
Disposals	**-**	(0.8)
Depreciation charge for the financial year	**(0.6)**	(0.6)
Reclassification	**0.1**	-
Acquisition of subsidiaries	**277.0**	-
Closing net book value	**293.0**	16.5
At 31 December		
Cost	**350.1**	26.7
Accumulated depreciation	**(57.1)**	(10.2)
Net book value	**293.0**	16.5
Fair value	**302.7**	25.9

The aggregate rental income and direct operating expenses incurred from investment properties which generate rental income during the financial year amounted to RM2.7 million and RM0.5 million respectively (2008: RM2.7 million and RM0.5 million).

The fair values of the properties were estimated based on the last transacted price of other units in the same properties and valuations carried out by independent firms of professional valuers using the fair market value basis.

17. LEASEHOLD LAND USE RIGHTS

	Group		Company	
	2009	2008	**2009**	2008
At 1 January				
Cost	**107.4**	107.4	**0.5**	0.5
Accumulated amortisation	**(12.9)**	(11.8)	**(0.1)**	(0.1)
Accumulated impairment losses	**(0.1)**	(0.1)	**-**	-
Net book value	**94.4**	95.5	**0.4**	0.4
Movement during the year				
Opening net book value	**94.4**	95.5	**0.4**	0.4
Amortisation charge for the financial year	**(1.1)**	(1.1)	**(0.0)**	**(0.0)**
Acquisition of subsidiaries	**24.0**	-	**-**	-
Impairment losses	**(2.3)**	-	**-**	-
Closing net book value	**115.0**	94.4	**0.4**	0.4

17. LEASEHOLD LAND USE RIGHTS (cont'd)

	Group		Company	
	2009	2008	**2009**	2008
At 31 December				
Cost	**133.6**	107.4	**0.5**	0.5
Accumulated amortisation	**(16.2)**	(12.9)	**(0.1)**	(0.1)
Accumulated impairment losses	**(2.4)**	(0.1)	**-**	-
Net book value	**115.0**	94.4	**0.4**	0.4
Represented by:				
Unexpired period more than 50 years	**114.9**	94.4	**0.4**	0.4
Unexpired period less than 50 years	**0.1**	-	**-**	-
	115.0	94.4	**0.4**	0.4

18. GOODWILL

	Group
	2009
Cost	
At 1 January	**-**
Acquisition of subsidiaries (Note 43(c))	**11.6**
At 31 December	**11.6**

19. SUBSIDIARIES

	Company	
	2009	2008
Investment in subsidiaries		
Unquoted shares – at cost	**5,837.7**	5,744.9
Accumulated impairment losses	**(2,058.9)**	(2,053.0)
	3,778.8	3,691.9
Amounts due from subsidiaries	**211.6**	248.1
Allowance for doubtful debts	**(50.3)**	(50.3)
Net amounts due from subsidiaries	**161.3**	197.8
Amounts due to subsidiaries	**(200.3)**	(269.7)

The subsidiaries are listed in Note 42.

The balances of the amounts due from/to subsidiaries are unsecured, interest free and have no fixed terms of repayment.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

20. JOINTLY CONTROLLED ENTITY

	Group	
	2009	2008
Unquoted - at cost:		
Shares in a Malaysian company	**1.2**	1.2
Group's share of post acquisition reserves	**0.3**	0.7
	1.5	1.9

The Group's 35% aggregate share of the income, expenses, assets and liabilities of the jointly controlled entity is as follows:

	Group	
	2009	2008
Revenue	**2.2**	2.4
Expenses	**(2.6)**	(1.7)
Net (loss)/income	**(0.4)**	0.7
Total assets	**2.0**	2.5
Total liabilities	**(0.5)**	(0.6)
Net assets	**1.5**	1.9

There is no capital commitment or contingent liability relating to the Group's interest in the jointly controlled entity as at the financial year end (2008: Nil).

Details of the jointly controlled entity are as follows:

Name of Jointly Controlled Entity	Effective Percentage of Ownership		Country of Incorporation	Principal Activities
	2009	2008		
Genting INTI Education Sdn Bhd	**35**	35	Malaysia	Managing a college for education, tourism, leisure & hospitality

The amount due from/to jointly controlled entity represents outstanding amounts arising from inter company sales. The amount due from/to jointly controlled entity is unsecured, interest free and has no fixed terms of repayment.

21. AVAILABLE-FOR-SALE FINANCIAL ASSET

	Group	
	2009	2008
At 1 January	**415.0**	1,505.4
Foreign exchange differences	**(2.4)**	40.6
Increase/(Decrease) in fair value - recognised in equity (refer to Statements of Changes in Equity)	**887.9**	(1,131.0)
Impairment loss	**(30.4)**	-
At 31 December	**1,270.1**	415.0

21. AVAILABLE-FOR-SALE FINANCIAL ASSET (cont'd)

	Group	
	2009	2008
Investment in foreign corporation		
- Quoted	**1,270.1**	415.0

The currency profile of the available-for-sale financial asset as at the financial year end is as follows:

	Group	
	2009	2008
Denominated in:		
- Hong Kong Dollars	**250.6**	78.3
- United States Dollars	**1,019.5**	336.7
At 31 December	**1,270.1**	415.0

Refer to Note 2 (ii) under Judgements and Estimations on impairment of available-for-sale financial asset.

22. OTHER LONG TERM INVESTMENTS

	Group		Company	
	2009	2008	**2009**	2008
Unquoted shares in foreign corporation, at cost	**238.3**	239.7	**-**	-
Less: Accumulated impairment loss	**(48.6)**	-	**-**	-
	189.7	239.7	**-**	-
Unquoted shares in Malaysian companies, at cost	**4.1**	4.1	**4.1**	4.1
Less: Accumulated impairment losses	**(1.0)**	(1.0)	**(1.0)**	(1.0)
	3.1	3.1	**3.1**	3.1
Other unquoted investments outside Malaysia, at cost	**217.9**	-	**-**	-
	410.7	242.8	3.1	3.1

23. LONG TERM RECEIVABLES

	Group	
	2009	2008
Trade receivables	**12.4**	11.4
Other receivables	**21.6**	-
	34.0	11.4

The maturity profile for the non-current receivables which are denominated in Ringgit Malaysia are as follows:

	Group	
	2009	2008
Later than 1 year and not later than 2 years	**25.2**	3.8
Later than 2 years and not later than 6 years	**8.8**	7.6
	34.0	11.4
Fair value of long term receivables	**31.5**	10.6

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

24. INVENTORIES

	Group		Company	
	2009	2008	**2009**	2008
At cost:				
Food, beverage, tobacco and other hotel supplies	**12.1**	12.0	**9.6**	9.9
Stores, spares and retail stocks	**26.0**	24.6	**23.0**	21.9
Completed properties	**23.9**	23.9	**-**	-
	62.0	60.5	**32.6**	31.8

25. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2009	2008	**2009**	2008
Trade receivables	**41.4**	36.9	**14.6**	8.1
Other receivables	**18.3**	26.7	**5.8**	9.8
Less: Allowance for doubtful debts	**(2.5)**	(1.2)	**(0.1)**	(0.4)
	57.2	62.4	**20.3**	17.5
Deposits	**13.8**	13.4	**11.7**	11.7
Prepayments	**43.1**	37.6	**38.7**	34.3
Total trade and other receivables	**114.1**	113.4	**70.7**	63.5

Credit terms offered by the Group and Company in respect of current trade receivables range from payment in advance to 30 days from the date of invoice.

The fair values of trade and other receivables at the balance sheet dates closely approximate their book values.

The currency profile of the Group and Company for trade and other receivables is in Ringgit Malaysia.

26. HOLDING COMPANY AND OTHER RELATED COMPANIES

The Directors of the Company regard Genting Berhad, a company incorporated in Malaysia, as its immediate and ultimate holding company notwithstanding Genting Berhad's shareholding of less than 50% in the Company as Genting Berhad has control over the Company by virtue of its ability to manage the financial and operating policies of the Company pursuant to a 30-year Resort Management Agreement ("RMA") entered into in 1989 between the Company and Genting Berhad's wholly-owned subsidiary, Genting Hotel & Resorts Management Sdn Bhd ("GHRM"). The RMA, which cannot be unilaterally terminated by either party (except in limited circumstances, generally relating to default by a party continuing after a cure period or insolvency related events affecting a party), is renewable under the original terms and conditions at the end of the original term for 3 consecutive terms of 20 years each. Under the RMA, GHRM is appointed as the operator and manager of the gaming, hotel and resort-related operations ("Resort") of the Company, which includes the supply of senior management and other personnel deemed necessary or appropriate by GHRM for the operation of the Resort. A fee based on the gross revenue and the net operating income before fixed charges and taxation of the Resort is payable by the Company to GHRM for services under the RMA. In addition, Genting Berhad is the single largest shareholder of the Company.

The amount due to holding company represents outstanding balances arising from inter company sales and is unsecured, interest free and has no fixed terms of repayment.

The amounts due to/from other related companies are unsecured, interest free and have no fixed terms of repayment.

27. ASSET CLASSIFIED AS HELD FOR SALE

On 26 September 2008, Setiabahagia Sdn Bhd, a wholly-owned subsidiary of the Company, entered into an agreement to sell its parcel of mixed development sub-divided land in Mentakab for a cash consideration of RM7.5 million. The transaction was completed on 27 January 2009, resulting in a gain on disposal of RM2.9 million.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

28. SHORT TERM INVESTMENTS

	Group		Company	
	2009	2008	**2009**	2008
Quoted - at cost:				
Shares in foreign corporations	**25.5**	11.9	**-**	-
Less: Provision for diminution in value of investment	**(4.9)**	-	**-**	-
	20.6	11.9	**-**	-
Unquoted - at cost:				
Money market instruments (Note 29)	**2,146.6**	1,748.2	**2,146.6**	1,748.2
	2,167.2	1,760.1	**2,146.6**	1,748.2
Market value of quoted shares				
- Foreign corporations	**21.4**	12.3	**-**	-

Both the Group's and Company's investment in money market instruments comprise negotiable certificates of deposit and bankers' acceptances. The money market instruments of the Group and Company as at 31 December 2009 and 2008 have maturity periods ranging between overnight and two months.

Quoted short term investments of the Group are denominated in Sterling Pound and Hong Kong Dollar whereas the unquoted money market instruments are denominated in Ringgit Malaysia.

29. CASH AND CASH EQUIVALENTS

	Group		Company	
	2009	2008	**2009**	2008
Deposits with licensed banks	**2,782.9**	2,504.4	**1,700.4**	1,201.6
Cash and bank balances	**321.6**	290.4	**304.9**	282.5
Bank balances and deposits	**3,104.5**	2,794.8	**2,005.3**	1,484.1
Money market instruments (Note 28)	**2,146.6**	1,748.2	**2,146.6**	1,748.2
Cash and cash equivalents	**5,251.1**	4,543.0	**4,151.9**	3,232.3

The carrying amount of these assets approximates their fair values.

The currency profile and weighted average interest rates (%) per annum of the bank balances, deposits and money market instruments as at the financial year end are as follows:

	Group				Company			
	Currency profile		Interest rates		Currency profile		Interest rates	
	2009	2008	**2009**	2008	**2009**	2008	**2009**	2008
Ringgit Malaysia	**4,157.0**	3,203.9	**1.99**	3.36	**4,126.5**	3,195.7	**1.99**	3.36
US Dollars	**1,068.4**	1,301.3	**0.15**	0.44	**0.1**	0.1	**-**	-
Singapore Dollars	**10.6**	12.8	**-**	-	**10.6**	12.8	**-**	-
Hong Kong Dollars	**14.7**	25.0	**-**	-	**14.7**	23.7	**-**	-
Other foreign currencies	**0.4**	-	**-**	-	**0.0**	-	**-**	-
	5,251.1	4,543.0			**4,151.9**	3,232.3		

The deposits of the Group and Company have an average maturity period of 28 days (2008: 31 days). Bank balances of the Group and Company are deposits held at call.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

30. SHARE CAPITAL

The authorised, issued and fully paid up capital of the Company as at year end are as follow:

	Company			
	No. of ordinary shares		Amount	
	2009	2008	**2009**	2008
Authorised:				
Ordinary shares of 10 sen each	**8,000.0**	8,000.0	**800.0**	800.0
Issued and fully paid:				
Ordinary shares of 10 sen each				
At 1 January	**5,901.8**	5,830.1	**590.2**	583.0
Issue of shares	**3.0**	71.7	**0.3**	7.2
At 31 December	**5,904.8**	5,901.8	**590.5**	590.2

In the prior financial year, RM172.0 million of the zero coupon convertible notes due in 2008 were fully converted into 67.9 million new ordinary shares of the Company.

The Executive Share Option Scheme for Eligible Executives of Genting Malaysia Berhad and its subsidiaries ("ESOS") is governed by the By-Laws and was approved by the shareholders at an Extraordinary General Meeting held on 21 February 2002.

At another Extraordinary General Meeting held on 25 June 2002, the draft By-Laws of the Scheme was further amended such that the total number of new shares to be offered under the Scheme shall not exceed 2.5% of the issued and paid-up share capital of the Company at any time of the offer but the shareholders of the Company may at any time during the tenure of the Scheme, by ordinary resolution increase the total number of new shares to be offered under the Scheme up to 5% of the issued and paid-up share capital of the Company at the time of the offer.

The ESOS became effective on 12 August 2002 for a duration of 10 years terminating on 11 August 2012.

The main features of the ESOS are as follows:

i) The ESOS shall be in force from the Date of Commencement and continue for a period of ten years from the Date of Commencement.

ii) Eligible executives are employees of the Group (including Executive Directors) or persons under an employment contract of the Group for a period of at least twelve full months of continuous service before the Date of Offer. The eligibility for participation in the Scheme shall be at the discretion of the Remuneration, Compensation and Benefits ("RCB") Committee which was established by the Board of Directors. Following the dissolution of the RCB Committee with effect from 29 June 2009, the administration of the Scheme has been delegated by the Board of Directors to the Remuneration Committee ("RC") of the Company.

iii) In the event of cessation of employment of a Grantee with the Group prior to the full exercise of the Options, such Options shall cease without any claim against the Company provided always that subject to the written approval of RC in its discretion where the Grantee ceases his employment with the Group by reason of:

- his retirement at or after attaining retirement age;
- ill-health or accident, injury or disability;
- redundancy; and/or
- other reasons or circumstances which are acceptable to the RC

the Grantee may exercise his unexercised Options within the Option Period subject to such conditions that may be imposed by the RC.

iv) The total number of new shares to be offered under the ESOS shall not exceed 2.5% of the issued and paid-up share capital of the Company at any time of the offer but the shareholders of the Company may at any time during the tenure of the ESOS, by ordinary resolution increase the total number of new shares to be offered under the ESOS up to 5% of the issued and paid-up share capital of the Company at the time of the offer.

v) Not more than 50% of the shares available under the ESOS would be allocated, in aggregate, to the Executive Directors and Senior Management. In addition, not more than 10% of the shares available under the ESOS would be allocated to any individual Eligible Executive who, either singly or collectively through persons connected, holds 20% or more in the issued and paid-up share capital of the Company.

vi) The price at which the Grantee is entitled to subscribe upon exercise of his rights under the Options shall be based on the weighted average market price of the Shares as shown in the Daily Official List of the Bursa Malaysia Securities Berhad for the five (5) Market Days immediately preceding the Date of Offer. Notwithstanding this, the Options Price per Share shall in no event be less than the nominal value of the Shares.

vii) No Options shall be granted for less than 1,000 shares and not more than 7,500,000 shares to any eligible employee.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

30. SHARE CAPITAL (cont'd)

viii) The Options granted can only be exercised by the Grantee in the third year from the Date of Offer and the number of new Shares comprised in the Options which a Grantee can subscribe for from the third year onwards shall at all times be subjected to the following maximum percentage of new shares comprised in the Options:

Year 1	Year 2	Year 3	Year 4	Year 5
-	-	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares
Year 6	**Year 7**	**Year 8**	**Year 9**	**Year 10**
12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% or balance of all Options allotted

ix) All new ordinary shares issued upon exercise of the Options granted under the ESOS will rank pari passu in all respects with the existing ordinary shares of the Company other than their entitlements to dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the new shares and will be subject to all provisions of the Articles of Association of the Company relating to transfer, transmission and otherwise.

x) The Options shall not have any right to vote at general meeting of the Company and the Grantees shall not be entitled to any dividends, right or other entitlements in respect of their unexercised Options.

Set out below are details of Options over the ordinary shares of the Company granted under the ESOS:

Financial year ended 31.12.2009			**Number of Unissued Shares (Ordinary shares of 10 sen each)**				
Grant Date	**Exercisable period**	**Subscription price RM**	**At start of the year '000**	**Granted/ Extended '000**	**Exercised '000**	**Lapsed '000**	**At end of the year '000**
2.9.2002	**2.9.2004 to 11.8.2012**	**2.06**	**33,367**	**690**	**(2,555)**	**(1,052)**	**30,450**
29.11.2002	**29.11.2004 to 11.8.2012**	**1.70**	**300**	**-**	**(65)**	**-**	**235**
17.12.2004	**17.12.2006 to 11.8.2012**	**1.90**	**4,112**	**135**	**(325)**	**(227)**	**3,695**
19.7.2005	**19.7.2007 to 11.8.2012**	**1.98**	**180**	**-**	**(35)**	**-**	**145**
14.12.2005	**14.12.2007 to 11.8.2012**	**2.13**	**375**	**-**	**(10)**	**-**	**365**
			38,334	**825**	**(2,990)**	**(1,279)**	**34,890**

Financial year ended 31.12.2008			Number of Unissued Shares (Ordinary shares of 10 sen each)				
Grant Date	Exercisable period	Subscription price RM	At start of the year '000	Granted/ Extended '000	Exercised '000	Lapsed '000	At end of the year '000
2.9.2002	2.9.2004 to 11.8.2012	2.06	36,850	1,355	(2,994)	(1,844)	33,367
29.11.2002	29.11.2004 to 11.8.2012	1.70	395	-	(80)	(15)	300
17.12.2004	17.12.2006 to 11.8.2012	1.90	5,027	240	(660)	(495)	4,112
19.7.2005	19.7.2007 to 11.8.2012	1.98	215	-	(35)	-	180
14.12.2005	14.12.2007 to 11.8.2012	2.13	420	-	(20)	(25)	375
			42,907	1,595	(3,789)	(2,379)	38,334

The number of share options vested at the balance sheet date is 15.9 million ordinary shares of 10 sen each (2008: 11.1 million ordinary shares of 10 sen each).

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

30. SHARE CAPITAL (cont'd)

Details relating to Options exercised during the financial year are as follows:

Exercise date	Fair value of shares at share issue date (RM/share)	Subscription price (RM/share)	Number of shares issued 2009
May – December 2009	2.75 to 2.84	1.70	**65,000**
January – December 2009	2.37 to 3.00	1.90	**325,000**
July 2009	3.00	1.98	**35,000**
February – December 2009	2.04 to 3.00	2.13	**10,000**
September – October 2009	2.77 to 2.79	2.06	**2,555,000**
			2,990,000

Exercise date	Fair value of shares at share issue date (RM/share)	Subscription price (RM/share)	Number of shares issued 2008
January – March 2008	3.26 to 4.14	1.70	80,000
January – December 2008	2.18 to 4.14	1.90	660,000
September 2008	2.71	1.98	35,000
January – March 2008	3.26 to 4.02	2.13	20,000
January – December 2008	2.18 to 4.14	2.06	2,994,000
			3,789,000

	2009 RM'000	2008 RM'000
Ordinary share capital – at par	**299**	379
Share premium	**5,793**	7,302
Proceeds received on exercise of share options	**6,092**	7,681
Fair value at exercise date of shares issued	**8,352**	13,088

31. RESERVES

	Group		Company	
	2009	2008	**2009**	2008
Share premium	**1,106.0**	1,100.2	**1,106.0**	1,100.2
Fair value reserve	**887.9**	-	**-**	-
Reserve on exchange differences	**(148.0)**	(129.4)	**-**	-
Other reserves:				
- Capital redemption reserve	**0.1**	0.1	**-**	-
- Option reserve	**0.2**	0.2	**0.2**	0.2
Retained earnings	**8,408.1**	7,384.1	**8,088.2**	7,117.6
	10,254.3	8,355.2	**9,194.4**	8,218.0

31. RESERVES (cont'd)

Refer to Statements of Changes in Equity for movements in the reserves.

Based on the prevailing tax rate applicable to dividends, the estimated tax credit position is sufficient to frank approximately RM6,732.2 million (2008: RM7,031.9 million) of the Company's retained earnings if distributed by way of dividends without additional tax liabilities being incurred.

In addition, the Company has tax exempt income as at 31 December 2009, available to frank as tax exempt dividends arising mainly from the Promotions of Investment Act, 1986 and the Income Tax (Amendment) Act, 1999 relating to tax on income earned in 1999 being waived, amounting to approximately RM2,612.1 million (2008: RM2,480.3 million). The estimated tax credit and tax exempt income are subject to agreement by the Inland Revenue Board.

Under the single-tier tax system which came into effect from the year of assessment 2008, companies are not required to have tax credits under Section 108 of the Income Tax Act, 1967 for dividend payment purposes. The single tier dividend is not taxable in the hands of shareholders.

Companies with Section 108 credits as at 31 December 2007 may continue to pay franked dividends until the Section 108 credits are exhausted or 31 December 2013 whichever is earlier unless they opt to disregard the Section 108 credits to pay single-tier dividends under the special transitional provisions of the Finance Act 2007. As at 31 December 2009, subject to agreement with the tax authorities, the Company has sufficient Section 108 tax credits and tax exempt income to pay in full all of the retained earnings of the Company as franked and exempt dividends.

32. TREASURY SHARES

At the Annual General Meeting of the Company held on 16 June 2009, the shareholders of the Company approved the renewal of the authority for the Company to purchase its own shares of up to 10% of the issued and paid-up share capital of the Company.

During the current financial year, the Company had repurchased a total of 29,117,500 ordinary shares of 10 sen each of its issued share capital from the open market. The total consideration paid for the repurchase, including transaction costs, was RM79.9 million and was financed by internally generated funds. The repurchased shares are held as treasury shares in accordance with the requirements of Section 67A (as amended) of the Companies Act, 1965. There is no cancellation, resale or reissuance of treasury shares during the financial year.

As at 31 December 2009, of the total 5,904,787,648 issued and fully paid ordinary shares, 207,201,100 are held as treasury shares by the Company. As at 31 December 2009, the number of outstanding ordinary shares in issue after the setoff is therefore 5,697,586,548 ordinary shares of 10 sen each.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

32. TREASURY SHARES (cont'd)

Details of the repurchase of treasury shares were as follows:

Company 2009	Total shares repurchased 'million	Total consideration paid RM 'million	Purchase price per share (excludes transaction cost) Highest RM	Lowest RM	Average RM
At 1 January	**178.1**	**627.6**	**4.50**	**2.14**	**3.51**
Shares repurchased during the financial year:					
March	**4.7**	**9.3**	**1.99**	**1.92**	**1.97**
June	**1.6**	**4.6**	**2.86**	**2.80**	**2.83**
July	**12.4**	**36.2**	**2.98**	**2.83**	**2.90**
August	**9.4**	**27.0**	**2.93**	**2.79**	**2.87**
November	**1.0**	**2.8**	**2.84**	**2.80**	**2.81**
At 31 December	**207.2**	**707.5**			**3.40**
Company 2008					
At 1 January	121.1	477.2	4.50	3.18	3.93
Shares repurchased during the financial year:					
January	0.2	0.9	3.98	3.80	3.97
March	7.7	27.6	3.68	3.36	3.57
June	17.1	48.7	2.93	2.77	2.84
July	0.8	2.1	2.60	2.57	2.59
November	9.1	21.3	2.35	2.33	2.34
December	22.1	49.8	2.29	2.14	2.25
At 31 December	178.1	627.6			3.51

33. OTHER LONG TERM LIABILITY

Other long term liability represents the advance membership fees relating to fees received on sale of timeshare units by a subsidiary offering a timeshare ownership scheme. These fees are recognised as income over the next twenty four years from commencement of membership.

34. DEFERRED TAXATION

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relates to the same tax authority. The following amounts, determined after appropriate offsetting, are shown in the balance sheet:

	Group		Company	
	2009	2008	**2009**	2008
Deferred tax assets:				
- subject to income tax	**0.1**	-	**-**	-
Deferred tax liabilities:				
- subject to income tax	**(262.4)**	(227.7)	**(115.0)**	(121.5)
Net deferred tax liability	**(262.3)**	(227.7)	**(115.0)**	(121.5)
At 1 January:	**(227.7)**	(203.0)	**(121.5)**	(115.5)
(Charged)/Credited to income statement (Note 11):				
- property, plant and equipment	**(14.9)**	(24.2)	**3.5**	(4.9)
- provisions	**3.0**	(1.3)	**3.0**	(1.3)
- others	**-**	0.8	**-**	0.2
	(11.9)	(24.7)	**6.5**	(6.0)
Acquisition of subsidiaries	**(22.7)**	-	**-**	-
At 31 December	**(262.3)**	(227.7)	**(115.0)**	(121.5)

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

34. DEFERRED TAXATION (cont'd)

	Group		Company	
	2009	2008	**2009**	2008
Subject to income tax:				
(i) Deferred tax assets (before offsetting)				
- Property, plant and equipment	**0.1**	-	**-**	-
- Provisions	**18.9**	15.9	**18.6**	15.6
- Acquisition of subsidiaries	**0.1**	-	**-**	-
- Others	**2.0**	2.0	**2.0**	2.0
	21.1	17.9	**20.6**	17.6
- Offsetting	**(21.0)**	(17.9)	**(20.6)**	(17.6)
Deferred tax assets (after offsetting)	**0.1**	-	**-**	-
(ii) Deferred tax liabilities (before offsetting)				
- Property, plant and equipment	**(219.1)**	(204.1)	**(135.6)**	(139.1)
- Land held for property development	**(39.4)**	(39.4)	**-**	-
- Inventory – completed properties	**(2.1)**	(2.1)	**-**	-
- Acquisition of subsidiaries	**(22.8)**	-	**-**	-
	(283.4)	(245.6)	**(135.6)**	(139.1)
- Offsetting	**21.0**	17.9	**20.6**	17.6
Deferred tax liabilities (after offsetting)	**(262.4)**	(227.7)	**(115.0)**	(121.5)

The amount of unutilised tax losses and deductible temporary differences for which no deferred tax asset is recognised in the balance sheet are as follows:

	Group		Company	
	2009	2008	**2009**	2008
Unutilised tax losses	**73.4**	62.5	**-**	-
Property, plant and equipment	**83.3**	59.9	**-**	-
Provision	**1.7**	1.5	**-**	-
	158.4	123.9	**-**	-

In respect of the Group's unutilised Investment Tax Allowance ("ITA") with regards to FRS 112 "Income Taxes", the Group will continue to recognise in the income statement, the tax impact arising from the ITA as and when it is utilised.

35. PROVISION FOR RETIREMENT GRATUITIES

	Group		Company	
	2009	2008	**2009**	2008
At 1 January	**65.5**	70.9	**62.5**	67.7
Charged to income statement	**17.8**	1.6	**17.5**	1.4
Acquisition of subsidiaries	**0.3**	-	**-**	-
Paid during the financial year	**(5.6)**	(7.0)	**(5.4)**	(6.6)
At 31 December	**78.0**	65.5	**74.6**	62.5
Analysed as follows:				
Current (Note 36)	**5.6**	5.5	**4.6**	5.0
Non-current	**72.4**	60.0	**70.0**	57.5
	78.0	65.5	**74.6**	62.5

35. PROVISION FOR RETIREMENT GRATUITIES (cont'd)

Refer item (c) of Employee Benefits under Note 3 – Significant Accounting Policies for details of the Retirement Gratuities scheme.

36. TRADE AND OTHER PAYABLES

	Group		Company	
	2009	2008	**2009**	2008
Trade payables	**71.8**	53.9	**49.0**	42.6
Accruals	**447.1**	366.1	**428.4**	341.4
Deposits	**19.1**	18.1	**6.2**	6.1
Other payables	**91.7**	97.6	**64.7**	65.5
Provision for retirement gratuities (Note 35)	**5.6**	5.5	**4.6**	5.0
	635.3	541.2	**552.9**	460.6

Credit terms of trade and other payables granted to the Group and Company range from 7 days to 90 days from the date of invoice.

The carrying amount of these trade and other payables approximates their fair values.

The currency profile of the Group and Company for trade and other payables is in Ringgit Malaysia.

37. ZERO COUPON CONVERTIBLE NOTES

On 21 September 2006, the Company issued RM1.1 billion nominal value zero coupon convertible notes due 2008 ("Notes"). The Notes were convertible into ordinary shares of 10 sen each in the Company in accordance with the terms and conditions of the Notes.

In the previous financial year, RM172.0 million of Notes were converted into 67.9 million new ordinary shares of 10 sen each of the Company as follow:

(a) RM100.4 million of Notes were converted into 39.4 million new ordinary shares of 10 sen each at RM2.55 per share.

(b) RM71.6 million of Notes were converted into 28.5 million new ordinary shares of 10 sen each at RM2.51 per share.

The Company redeemed the outstanding Notes of RM4.7 million on 19 September 2008 (being the business day immediately preceding the maturity date of the Notes on 21 September 2008) at 99.0% of the principal amount.

As at the end of the financial year, the Company does not have any outstanding Notes (2008: Nil).

38. FINANCIAL INSTRUMENTS

The Company had on 26 November 2008 announced that Resorts World Limited ("RWL"), an indirect wholly-owned subsidiary of the Company, had entered into, amongst others, a call option agreement ("Option Agreement") with KH Digital Limited ("KHD") where KHD had granted a call option for a cash consideration of USD1 ("Call Option") for RWL to acquire, within a period of eighteen months from the date of the Option Agreement, the entire issued and paid-up share capital of Karridale Limited at an exercise price of USD27.0 million. At the end of the financial year, RWL has not exercised the Call Option.

The carrying amount of the Call Option approximates its fair value.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

39. CAPITAL COMMITMENTS

	Group		Company	
	2009	2008	**2009**	2008
Authorised property, plant and equipment expenditure not provided for in the financial statements:				
- contracted	**168.3**	43.0	**8.6**	33.8
- not contracted	**335.9**	278.6	**258.0**	232.3
	504.2	321.6	**266.6**	266.1

40. SIGNIFICANT NON-CASH TRANSACTIONS

(a) In the previous financial year, RM172.0 million Notes were converted into 67.9 million new ordinary shares of 10 sen each of the Company.

(b) The Company redeemed 136,000 (2008: 107,000) Convertible Non-Cumulative Redeemable preference shares of RM1 each at a premium of RM999 per share in First World Hotels & Resorts Sdn Bhd, a direct wholly-owned subsidiary of the Company, amounting to RM136,000,000 (2008: RM107,000,000).

(c) In the previous financial year, the Company redeemed 1,900 Convertible Non-Cumulative Redeemable preference shares of RM1 each at a premium of RM999 per share in Genting Utilities & Services Sdn Bhd, a direct wholly-owned subsidiary of the Company, amounting to RM1,900,000.

41. SIGNIFICANT RELATED PARTY DISCLOSURES

In the normal course of business, the Group and Company undertakes on agreed terms and prices, transactions with its related companies and other related parties. In addition to related party disclosures mentioned elsewhere in the financial statements, set out below are other significant related party transactions and balances.

(a) The immediate and ultimate holding company of the Company is Genting Berhad ("GENT"), a company incorporated in Malaysia.

(b) The significant related party transactions of the Group during the financial year are as follows:

	Group		Company	
	2009	2008	**2009**	2008
(i) Management agreements				
• Provision of technical know-how and management expertise in the resort's operations of Genting Highlands Resort by Genting Hotel & Resorts Management Sdn Bhd, a wholly-owned subsidiary company of GENT.	**409.7**	404.7	**395.0**	390.8
• Provision of technical know-how and management expertise in the resort's operations for Awana Chain of hotels and resorts as well as the Time Sharing Scheme for Awana Vacation Resorts Development Berhad by Awana Hotels & Resorts Management Sdn Bhd, an indirect wholly-owned subsidiary company of GENT.	**2.3**	2.6	**-**	-
(ii) Rendering of services				
Air ticketing and transportation services rendered by Resorts World Tours Sdn Bhd, a wholly-owned subsidiary company of the Company to:				
• GENT and its subsidiaries.	**1.0**	1.0	**-**	-
• Company.	**-**	-	**16.9**	16.8
(iii) Purchase of goods and services				
• Provision of shared services in relation to tax, treasury, internal audit, corporate affairs, secretarial and human resource functions by GENT.	**4.1**	4.4	**2.8**	4.1
• Provision of consultancy, research and development services for themed entertainment lounges from E-Genting Holdings Sdn Bhd ("E-Genting"), an indirect subsidiary company of GENT.	**3.0**	3.4	**3.0**	3.4
• Provision of information technology support and maintenance services for Customer Relationship Management solution; information technology development, support and maintenance services for hotel property management solutions, Web, eCommerce and other software and hardware related services as well as services through Customer Interaction Centre by Genting Information Knowledge Enterprise Sdn Bhd ("GIKE"), a wholly-owned subsidiary of E-Genting.	**18.0**	17.6	**10.3**	11.0

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

41. SIGNIFICANT RELATED PARTY DISCLOSURES (cont'd)

(b) The significant related party transactions of the Group during the financial year are as follows (cont'd):

	Group		Company	
	2009	2008	**2009**	2008
(iii) Purchase of goods and services (cont'd)				
• Provision of information technology consultation, implementation, support and maintenance services for Enterprise Resource Planning solution, hardware shared services, information technology administration and first time application support service, system research and development and information technology related management and advisory services by E-Genting Sdn Bhd ("EGSB"), a wholly-owned subsidiary of E-Genting.	**18.4**	16.0	**16.1**	14.0
• Provision of management and promotion of loyalty program by Genting WorldCard Services Sdn Bhd ("GWSSB"), a wholly-owned subsidiary of E-Genting.	**3.8**	2.8	**1.9**	1.4
(iv) Rental and related services				
• Rental of premises and provision of connected services to Oriregal Creations Sdn Bhd ("Oriregal"). Puan Sri Lim (Nee Lee), mother of Tan Sri Lim Kok Thay who is the Chairman and Chief Executive of the Company. Puan Sri Lim is a director and substantial shareholder of Oriregal.	**1.4**	1.3	**1.4**	1.3
• Letting of office space and provision of connected services by Oakwood Sdn Bhd ("Oakwood"), a wholly-owned subsidiary company.	**3.5**	3.6	**3.2**	3.1
• Letting of premises by First World Hotel and Resorts Sdn Bhd, a wholly-owned subsidiary company.	**-**	-	**36.6**	37.3
(v) License agreement				
Licensing fees paid to GENT for the use of name and accompanying logo of "Genting" and "Awana".	**171.5**	161.4	**167.3**	157.2
(vi) Sales and Marketing arrangements				
Provision of services as the exclusive international sales and marketing coordinator for Genting Highlands Resort by Genting Singapore PLC (formerly known as Genting International P.L.C.) and its subsidiary, a 50.49% owned indirect subsidiary company of GENT.	**48.5**	41.4	**31.7**	30.0

(c) Directors and key management remuneration

The remuneration of Directors and other members of key management is as follows:

	Group		Company	
	2009 RM'000	2008 RM'000	**2009 RM'000**	2008 RM'000
Wages, salaries and bonuses	**36,613**	35,887	**36,598**	35,872
Defined contribution plan	**4,860**	4,710	**4,860**	4,710
Other short term employee benefits	**651**	645	**651**	645
Provision for retirement gratuities	**7,888**	2,821	**7,888**	2,821
Estimated money value of benefits-in-kind (not charged to the income statements)	**794**	769	**794**	769
	50,806	44,832	**50,791**	44,817

(d) The significant outstanding balances with related parties as at 31 December 2009 were as follows:

	Group		Company	
	2009	2008	**2009**	2008
(i) Receivables from related parties:				
- Subsidiaries	**-**	-	**161.3**	197.8
- Related companies	**18.1**	15.4	**12.9**	11.0
	18.1	15.4	**174.2**	208.8
(ii) Payables to related parties:				
- Holding company	**14.2**	17.3	**13.0**	16.8
- Subsidiaries	**-**	-	**200.3**	269.7
- Related companies	**54.1**	49.5	**47.4**	44.4
	68.3	66.8	**260.7**	330.9

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

41. SIGNIFICANT RELATED PARTY DISCLOSURES (cont'd)

(e) Acquisitions of the entire issued and paid-up share capital of Oakwood Sdn Bhd ("Oakwood") and Genting Highlands Tours and Promotion Sdn Bhd ("GHTP")

On 8 December 2009, the Company entered into sale and purchase agreements with GENT to acquire the entire issued and paid-up share capitals of Oakwood and GHTP for a cash consideration of RM212.7 million and RM15.9 million ("Acquisitions"), respectively. As part of the Acquisitions, the Company paid to GENT the outstanding advances owing by Oakwood and GHTP to GENT of RM55.5 million. The Acquisitions, together with the settlement of outstanding advances, were completed on 11 December 2009.

(f) Acquisitions of the entire issued and paid-up share capital of Bromet Limited and Digital Tree (USA), Inc.

In the previous financial year, RWL entered into a sale and purchase agreement with KH Digital Limited ("KHD") to acquire from KHD the entire issued and paid-up share capitals of Bromet Limited and Digital Tree (USA) Inc. for a total cash consideration of USD69.0 million ("Acquisitions"), equivalent to RM243.7 million. As part of the Acquisitions, RWL and KHD had on 26 November 2008 entered into a call option agreement ("Option Agreement") where KHD had granted a call option ("Call Option") for a cash consideration of USD1 for RWL to acquire, within a period of eighteen months from the date of the Option Agreement ("Call Option Period"), the entire issued and paid-up share capital of Karridale Limited at an exercise price of USD27.0 million (Please refer to Note 38).

42. SUBSIDIARIES

	Effective Percentage of Ownership		Country of Incorporation	Principal Activities
	2009	2008		
Direct Subsidiaries				
Awana Vacation Resorts Development Berhad	**100**	100	Malaysia	Proprietary timeshare ownership scheme
Delquest Sdn Bhd	**100**	100	Malaysia	Investments
Eastern Wonder Sdn Bhd	**100**	100	Malaysia	Support services
First World Hotels & Resorts Sdn Bhd	**100**	100	Malaysia	Hotel business
Genting Centre of Excellence Sdn Bhd	**100**	100	Malaysia	Provision of training services
Genting Entertainment Sdn Bhd	**100**	100	Malaysia	Show agent
Gentinggi Sdn Bhd	**100**	100	Malaysia	Investment holding
Genting Golf Course Bhd	**100**	100	Malaysia	Condotel and hotel business, golf resort and property development
Genting Highlands Berhad	**100**	100	Malaysia	Land and property development
Genting Highlands Tours and Promotion Sdn Bhd	**100**	-	Malaysia	Letting of land and premises
Genting Irama Sdn Bhd	**100**	100	Malaysia	Investment holding
Genting Leisure Sdn Bhd	**100**	100	Malaysia	Investment holding
Genting Skyway Sdn Bhd	**100**	100	Malaysia	Provision of cable car services
Genting Studio Sdn Bhd	**100**	100	Malaysia	Dormant
Genting Theme Park Sdn Bhd	**100**	100	Malaysia	Dormant
Genting Utilities & Services Sdn Bhd	**100**	100	Malaysia	Provision of electricity supply services at Genting Highlands and investment holding
GHR Risk Management (Labuan) Limited	**100**	100	Labuan, Malaysia	Offshore captive insurance
Ikhlas Tiasa Sdn Bhd	**100**	100	Malaysia	Dormant
Kijal Facilities Services Sdn Bhd	**100**	100	Malaysia	Letting of its apartments units
Leisure & Cafe Concept Sdn Bhd	**100**	100	Malaysia	Karaoke business
Oakwood Sdn Bhd	**100**	-	Malaysia	Property investment and management
^Orient Wonder International Limited	**100**	100	Bermuda	Ownership and operation of aircraft
^Orient Star International Limited	**100**	100	Bermuda	Dormant
Phoenix Track Sdn Bhd	**100**	100	Malaysia	Dormant
Resorts International (Labuan) Limited (In Member's Voluntary Liquidation)	**100**	100	Labuan, Malaysia	Pending liquidation
Resorts Tavern Sdn Bhd	**100**	100	Malaysia	Land and property development
Resorts World (Labuan) Limited (In Member's Voluntary Liquidation)	**100**	100	Labuan, Malaysia	Pending liquidation
Resorts World Spa Sdn Bhd	**100**	100	Malaysia	Dormant
Resorts World Tours Sdn Bhd	**100**	100	Malaysia	Provision of tour and travel related services
RWB (Labuan) Limited (In Member's Voluntary Liquidation)	**100**	100	Labuan, Malaysia	Pending liquidation
Seraya Mayang Sdn Bhd	**100**	100	Malaysia	Investment holding
Setiabahagia Sdn Bhd	**100**	100	Malaysia	Dormant

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

42. SUBSIDIARIES (cont'd)

	Effective Percentage of Ownership		Country of Incorporation	Principal Activities
	2009	2008		
Setiaseri Sdn Bhd	**100**	100	Malaysia	Letting of its apartment units
Sierra Springs Sdn Bhd	**100**	100	Malaysia	Investment holding
Stake Excellent Sdn Bhd	**100**	100	Malaysia	Dormant
Vestplus Sdn Bhd	**100**	100	Malaysia	Sale and letting of apartment units
*Vestplus (Hong Kong) Limited	**100**	100	Hong Kong, SAR	Dormant
Indirect Subsidiaries				
Aliran Tunas Sdn Bhd	**100**	100	Malaysia	Provision of water services at Genting Highlands
^@ Latte (USA) LLC	**100**	100	Delaware, USA	Dormant
^Bromet Limited	**100**	100	Isle of Man	Investment holding
^Digital Tree (USA) Inc.	**100**	100	Delaware, USA	Investment holding
^Digital Tree LLC	**100**	100	Delaware, USA	Collection of royalties
Genasa Sdn Bhd	**100**	100	Malaysia	Sale and letting of apartment units
Genas Sdn Bhd	**100**	100	Malaysia	Dormant
Genawan Sdn Bhd	**100**	100	Malaysia	Dormant
Genmas Sdn Bhd	**100**	100	Malaysia	Sale and letting of land and property
Gensa Sdn Bhd	**100**	100	Malaysia	Sale and letting of land and property
Gentasa Sdn Bhd	**100**	100	Malaysia	Dormant
Gentas Sdn Bhd	**100**	100	Malaysia	Dormant
Genting Administrative Services Sdn Bhd	**100**	100	Malaysia	Investment holding
Gentinggi Quarry Sdn Bhd	**100**	100	Malaysia	Dormant
Genting World Sdn Bhd	**100**	100	Malaysia	Leisure and entertainment business
Kijal Resort Sdn Bhd	**100**	100	Malaysia	Property development and property management
^Lafleur Limited	**100**	100	Isle of Man	Investment holding
Lingkaran Cergas Sdn Bhd	**100**	100	Malaysia	Provision of services at Genting Highlands
Merriwa Sdn Bhd	**100**	100	Malaysia	Dormant
Nature Base Sdn Bhd	**100**	100	Malaysia	Provision of services at Genting Highlands
Netyield Sdn Bhd	**100**	100	Malaysia	Dormant
^New Quest, LLC	**100**	100	Delaware, USA	Dormant
Papago Sdn Bhd	**100**	100	Malaysia	Resort and hotel business
Resorts Facilities Services Sdn Bhd	**100**	100	Malaysia	Property upkeep services
Resorts Overseas Investments Limited	**-**	100	Isle of Man	Dissolved
*Resorts World Concepts Limited	**100**	100	Isle of Man	Investment holding
^Resorts World Digital, LLC	**100**	100	Delaware, USA	Investment holding
*Resorts World Limited	**100**	100	Isle of Man	Investment holding and investment trading
Resorts World Properties Sdn Bhd	**100**	100	Malaysia	Investment holding
*Resorts World Ventures Limited	**100**	100	Isle of Man	Dormant
^R.W. Investments Limited	**100**	100	Isle of Man	Investment holding
R.W. Overseas Investments Limited	**-**	100	Isle of Man	Dissolved
Twinmatics Sdn Bhd	**100**	100	Malaysia	Dormant
^Two Digital Trees LLC	**100**	100	Delaware, USA	Investment holding
^VendWorld, LLC	**100**	100	Delaware, USA	Investment holding
Widuri Pelangi Sdn Bhd	**100**	100	Malaysia	Golf resort and hotel business
Bandar Pelabuhan Sdn Bhd (In Members' Voluntary Liquidation)	**60**	60	Malaysia	Pending liquidation
Hitechwood Sdn Bhd	**60**	60	Malaysia	Dormant
Jomara Sdn Bhd	**60**	60	Malaysia	Dormant
Laserwood Sdn Bhd	**60**	60	Malaysia	Dormant
Neutrino Space Sdn Bhd	**60**	60	Malaysia	Dormant

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2009

42. SUBSIDIARIES (cont'd)

	Effective Percentage of Ownership		Country of Incorporation	Principal Activities
	2009	2008		
Indirect Subsidiaries (cont'd)				
Possible Affluent Sdn Bhd	**60**	60	Malaysia	Dormant
Rapallo Sdn Bhd	**60**	60	Malaysia	Dormant
Space Fair Sdn Bhd	**60**	60	Malaysia	Dormant
Sweet Bonus Sdn Bhd	**60**	60	Malaysia	Renting part of its leasehold land
Tullamarine Sdn Bhd	**60**	60	Malaysia	Dormant
Twinkle Glow Sdn Bhd	**60**	60	Malaysia	Dormant
Vintage Action Sdn Bhd	**60**	60	Malaysia	Dormant
Waxwood Sdn Bhd	**60**	60	Malaysia	Dormant
Yarrawin Sdn Bhd	**60**	60	Malaysia	Dormant

* The financial statements of these companies are audited by member firms of PricewaterhouseCoopers International Limited which are separate and independent legal entities from PricewaterhouseCoopers, Malaysia.

^ These entities are subjected to limited review carried out by PricewaterhouseCoopers, Malaysia, although they are not subjected to statutory audit.

43. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

a) Subscription of USD50 million nominal amount of senior secured notes issued by MGM Mirage, Inc

On 20 May 2009, the Company announced that RWL has completed the subscription of USD50 million (approximately RM176 million) nominal amount of senior secured notes issued by MGM Mirage, Inc as follows:

(i) USD25 million nominal amount of 10.375% notes due May 2014; and
(ii) USD25 million nominal amount of 11.125% notes due November 2017.

b) Subscription of USD15 million nominal amount of First Mortgage Notes due 2017 issued by Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp.

On 21 October 2009, the Company announced that RWL has completed the subscription of USD15 million (approximately RM50.51 million) nominal amount of First Mortgage Notes due 2017 issued by Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp., at 97.823% of its nominal value.

c) Acquisition of the entire issued and paid up share capital of Oakwood Sdn Bhd ("Oakwood") and Genting Highlands Tours and Promotion Sdn Bhd ("GHTP")

On 8 December 2009, the Company entered into sale and purchase agreements with GENT to acquire the entire issued and paid up share capital of Oakwood and GHTP for total cash considerations of RM212.7 million and RM15.9 million ("Acquisitions"), respectively. As part of the Acquisitions, the Company paid to GENT the outstanding advances owing by Oakwood and GHTP to GENT of RM55.5 million. The Acquisitions, together with the settlement of outstanding advances, were completed on 11 December 2009.

44. APPROVAL OF FINANCIAL STATEMENTS

The financial statements have been approved for issue in accordance with a resolution of the Board of Directors dated 25 February 2010.

STATEMENT ON DIRECTORS' RESPONSIBILITY PURSUANT TO PARAGRAPH 15.26(a) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

As required under the Companies Act, 1965 ("Act"), the Directors of Genting Malaysia Berhad (formerly known as Resorts World Bhd) have made a statement expressing an opinion on the financial statements. The Board is of the opinion that the financial statements have been drawn up so as to give a true and fair view of the state of affairs of the Group and of the Company as at 31 December 2009 and of the results and the cash flows of the Group and of the Company for the financial year ended on that date in accordance with the MASB Approved Accounting Standards in Malaysia for Entities Other than Private Entities.

In the process of preparing these financial statements, the Directors have reviewed the accounting policies and practices to ensure that they were consistently applied throughout the financial year. In cases where judgement and estimates were made, they were based on reasonableness and prudence.

Additionally, the Directors have relied on the internal control systems to ensure that the information generated for the preparation of the financial statements from the underlying accounting records is accurate and reliable.

This statement is made in accordance with a resolution of the Board dated 25 February 2010.

STATUTORY DECLARATION PURSUANT TO SECTION 169(16) OF THE COMPANIES ACT, 1965

I, **KOH POY YONG**, the Officer primarily responsible for the financial management of **GENTING MALAYSIA BERHAD (formerly known as Resorts World Bhd)**, do solemnly and sincerely declare that the financial statements set out on pages 40 to 79 are, to the best of my knowledge and belief, 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.

Subscribed and solemnly declared by the abovenamed **KOH POY YONG** at KUALA LUMPUR on 25 February 2010 } **KOH POY YONG**

Before me,

TAN SEOK KETT
Commissioner for Oaths
Kuala Lumpur

PRICEWATERHOUSECOOPERS

PricewaterhouseCoopers
(AF 1146)
Chartered Accountants
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INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF GENTING MALAYSIA BERHAD (formerly known as Resorts World Bhd)
(Incorporated in Malaysia)
(Company No.58019-U)

REPORT ON THE FINANCIAL STATEMENTS

We have audited the financial statements of Genting Malaysia Berhad (formerly known as Resorts World Bhd), which comprise the balance sheets as at 31 December 2009 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 40 to 79.

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 MASB Approved Accounting Standards in Malaysia for Entities Other than Private Entities and the Companies Act, 1965. 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 judgement, 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 entity'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 entity's internal control. An audit also includes evaluating the appropriateness of 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 MASB Approved Accounting Standards in Malaysia for Entities Other than Private Entities and the Companies Act, 1965 so as to give a true and fair view of the financial position of the Group and of the Company as of 31 December 2009 and of their financial performance and cash flows 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 of 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 42 to the financial statements.

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

(d) The audit reports on the financial statements of the subsidiaries did not contain any qualification or any adverse comment 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.

PRICEWATERHOUSECOOPERS
(No. AF: 1146)
Chartered Accountants

ERIC OOI LIP AUN
(No. 1517/06/10(J))
Chartered Accountant

Kuala Lumpur
25 February 2010

TEN-YEAR SUMMARY

Amounts in RM million unless otherwise stated	2009	2008	2007	2006	2005	2004	2003	2002	2001	2000
Revenue	**4,991.7**	4,886.7	4,352.3	3,808.5	3,614.0	2,838.9	2,708.4	2,781.5	2,503.1	2,337.9
Profit / (loss) before taxation	**1,764.6**	1,127.0	1,912.1	1,138.7	1,301.6	832.6	756.5	937.7	603.0	(665.2)
Taxation	**(441.3)**	(493.0)	(356.8)	(193.2)	(333.8)	(79.6)	(247.1)	(294.8)	(250.8)	(210.2)
Profit / (loss) for the financial year	**1,323.3**	634.0	1,555.3	945.5	967.8	753.0	509.4	642.9	352.2	(875.4)
Net profit / (loss) attributable to equity holders of the Company	**1,323.7**	634.4	1,555.7	945.9	968.2	753.4	509.8	643.3	352.6	(875.8)
Share capital	**590.5**	590.2	583.0	547.3	545.9	545.9	545.9	545.9	545.9	545.9
Retained earnings	**8,408.1**	7,384.1	7,030.0	5,711.6	4,970.4	4,167.3	3,559.4	3,187.2	2,673.5	2,446.7
Other reserves	**1,846.2**	971.1	1,053.2	(9.3)	120.1	114.3	114.6	110.8	112.1	112.1
Treasury shares	**(707.5)**	(627.6)	(477.2)	-	-	-	-	-	-	-
Shareholders' equity	**10,137.3**	8,317.8	8,189.0	6,249.6	5,636.4	4,827.5	4,219.9	3,843.9	3,331.5	3,104.7
Minority interests	**6.9**	7.3	7.7	8.1	8.5	8.9	9.3	9.7	10.1	10.5
Non-current liabilities	**366.8**	319.0	298.1	1,406.4	382.1	803.0	1,121.6	1,436.3	1,652.0	510.0
Capital employed	**10,511.0**	8,644.1	8,494.8	7,664.1	6,027.0	5,639.4	5,350.8	5,289.9	4,993.6	3,625.2
Property, plant and equipment	**3,490.7**	3,638.5	3,663.4	3,519.1	3,422.2	3,258.9	3,150.7	3,093.0	3,129.7	2,781.6
Land held for property development	**181.5**	181.5	186.1	186.1	186.1	186.1	201.2	201.2	202.5	202.1
Investment properties	**293.0**	16.5	17.9	21.6	22.2	26.0	26.6	31.8	32.5	33.3
Leasehold land use rights	**115.0**	94.4	95.5	96.6	97.8	99.0	100.2	101.3	99.2	100.4
Goodwill	**11.6**	-	-	-	-	-	-	-	-	-
Jointly controlled entity	**1.5**	1.9	1.2	1.1	1.1	-	-	-	-	-
Associates	**-**	-	-	2,070.6	2,155.6	2,144.8	2,122.9	1,984.9	1,666.4	1,639.4
Available-for-sale financial asset	**1,270.1**	415.0	1,505.4	-	-	-	-	-	-	-
Other long term investments	**410.7**	242.8	535.5	232.4	248.1	3.3	3.1	3.2	3.6	110.4
Long term receivables	**34.0**	11.4	9.2	9.5	13.5	17.3	14.9	13.8	12.1	10.1
Deferred tax assets	**0.1**	-	-	-	-	-	-	-	-	-
	5,808.2	4,602.0	6,014.2	6,137.0	6,146.6	5,735.4	5,619.6	5,429.2	5,146.0	4,877.3
Net current assets / (liabilities)	**4,702.8**	4,042.1	2,480.6	1,527.1	(119.6)	(96.0)	(268.8)	(139.3)	(152.4)	(1,252.1)
Employment of capital	**10,511.0**	8,644.1	8,494.8	7,664.1	6,027.0	5,639.4	5,350.8	5,289.9	4,993.6	3,625.2
Basic earnings / (loss) per share (sen) #	**23.2**	11.1	27.4	17.3	17.7	13.8	9.3	11.8	6.5	(16.0)
Net dividend per share (sen) #	**5.5**	5.2	4.8	3.9	3.5	2.9	2.6	2.5	2.3	2.3
Dividend cover (times)	**4.2**	2.1	5.7	4.4	5.1	4.8	3.6	4.7	2.8	N/A
Current ratio	**6.6**	6.2	3.9	3.2	0.9	0.9	0.8	0.9	0.8	0.3
Net assets per share (RM) #	**1.78**	1.45	1.43	1.14	1.03	0.88	0.77	0.70	0.61	0.57
Return / (loss) (after tax and minority interests) on average shareholders' equity - %	**14.3**	7.7	21.5	15.9	18.6	16.9	12.9	18.3	11.2	(24.7)
Market share price										
- highest (RM)	**3.02**	4.26	4.60	2.96	2.34	2.34	2.38	2.40	1.59	3.10
- lowest (RM)	**1.84**	2.14	2.56	2.12	1.85	1.66	1.51	1.21	1.00	1.14

Certain figures relating to the previous years have been reclassified/adjusted to conform with the current year's presentation, due to adoption of new FRSs.

Computed based on issued share capital after the share split exercise which was completed on 16 April 2007.

N/A Not Applicable

LIST OF PROPERTIES HELD

as at 31 December 2009

LOCATION	TENURE	APPROXIMATE AREA	DESCRIPTION	NET BOOK VALUE AS AT 31 DEC 2009 (RM'million)	AGE OF BUILDING (Years)	YEAR OF ACQUISITION
MALAYSIA						
STATE OF PAHANG DARUL MAKMUR						
1 Genting Highlands, Bentong	Freehold	Built-up : 100,592 sq.metres	18-storey Genting Hotel Complex	212.0	28	1982
2 Genting Highlands, Bentong	Freehold	Built-up : 95,485 sq.metres	23-storey Resort Hotel & Car Park II	137.1	17	1992
3 Genting Highlands, Bentong	Freehold	Built-up : 493,750 sq.metres	22-storey First World Hotel & Car Park V	905.4	10	2000
4 Genting Highlands, Bentong	Freehold	Built-up : 20,516 sq.metres	23-storey Awana Tower Hotel	29.1	16	1993
5 Genting Highlands, Bentong	Freehold	Built-up : 19,688 sq.metres	10-level Theme Park Hotel	24.2	38	1989
6 Genting Highlands, Bentong	Freehold	Built-up : 11,902 sq.metres	10-level Theme Park Hotel - Valley Wing	9.8	34	1989
7 Genting Highlands, Bentong	Freehold	Built-up : 29,059 sq.metres	16-storey Residential Staff Complex I	6.6	26	1989
8 Genting Highlands, Bentong	Freehold	Built-up : 28,804 sq.metres	19-storey Residential Staff Complex II	15.1	17	1992
9 Genting Highlands, Bentong	Freehold	Built-up : 89,392 sq.metres	16-storey Residential Staff Complex III & Car Park III	58.0	17	1992
10 Genting Highlands, Bentong	Freehold	Built-up : 41,976 sq.metres	25-storey Residential Staff Complex V	50.6	13	1996
11 Genting Highlands, Bentong	Freehold	Built-up : 70,597 sq.metres	25-storey Residential Staff Complex VIII with 5 levels of carpark	68.5	3	2007
12 Genting Highlands, Bentong	Freehold	Built-up : 4,119 sq.metres	5-storey Ria Staff Residence	0.1	37	1989
13 Genting Highlands, Bentong	Freehold	Built-up : 4,109 sq.metres	5-storey Sri Layang Staff Residence	19.3	15	1989
14 Genting Highlands, Bentong	Freehold	Built-up : 18,397 sq.metres	8-level Car Park I	1.8	26	1989
15 Genting Highlands, Bentong	Freehold	Built-up : 1,086 sq.metres	5-storey Bomba Building	0.7	26	1989
16 Genting Highlands, Bentong	Freehold	Built-up : 1,503 sq.metres	Petrol Station	2.2	11	1999
17 Genting Highlands, Bentong	Freehold	Built-up : 4,151 sq.metres	3-storey Lakeside Teahouse	3.3	22	1989
18 Genting Highlands, Bentong	Freehold	Lake : 2 hectares	Man-made Lake	0.7	-	1989
19 Genting Highlands, Bentong	Freehold	Built-up : 2,769 sq.metres	4-storey Staff Recreation Centre	3.0	17	1992
20 Genting Highlands, Bentong	Freehold	Built-up : 540 sq.metres	1 unit of Kayangan Apartment	0.1	29	1989
			1 unit of Kayangan Apartment	0.2	29	1990
21 Genting Highlands, Bentong	Freehold	Built-up : 7,666 sq.metres	Awana Golf & Country Resort Complex	19.0	23	1989
22 Genting Highlands, Bentong	Freehold	Built-up : 17,010 sq.metres	174 units of Awana Condominium	22.9	23	1989
23 Genting Highlands, Bentong	Freehold	Built-up : 8,756 sq.metres	79 units of Ria Apartment (Pahang Tower)	12.4	23	1989
24 Genting Highlands, Bentong	Freehold	Land : 3,286 hectares	7 plots of land & improvements	272.9	-	1989
			1 plot of land & improvements	6.0	-	1996
			10 plots of land & improvements	59.3	-	1989
			1 plot of land & improvements	0.1	-	1991
			66 plots of land & improvements	238.3	-	1989
			3 plots of land & improvements	24.9	-	2002
			13 plots of land & improvements	9.8	-	1996
25 Genting Highlands, Bentong	Leasehold (unexpired lease period of 84 years)	Land : 6 hectares	2 plots of land & improvements	0.4	-	1994
26 Genting Highlands, Bentong	Leasehold (unexpired lease period of 49 years)	Land : 5 hectares	3 plots of land	0.4	-	1995
27 Genting Highlands, Bentong	Leasehold (unexpired lease period of 81 years)	Land : 3 hectares	1 plot of educational land	1.2	-	2000
28 Bukit Tinggi, Bentong	Leasehold (unexpired lease period of 85 years)	Built-up : 49 sq.metres	1 unit of Meranti Park Apartment, Berjaya Hills	0.1	10	1999
STATE OF SELANGOR DARUL EHSAN						
1 Genting Highlands, Hulu Selangor	Freehold	Built-up : 149,941 sq.metres	28-storey Highlands Hotel & Car Park IV	388.0	13	1997
2 Genting Highlands, Hulu Selangor	Freehold	Land : 6 hectares	2 plots of building land	6.1	-	1993
		Built-up : 47,715 sq.metres	5-storey Genting Skyway Station Complex with 4-level of basement carpark	65.4	13	1997
3 Genting Highlands, Hulu Selangor	Freehold	Built-up : 3,008 sq.metres	2-storey and 4-storey Gohtong Jaya Security Buildings	5.4	12	1998
4 Genting Highlands, Hulu Selangor	Freehold	Built-up : 5,406 sq.metres	47 units of Ria Apartment (Selangor Tower)	6.7	23	1989
5 Genting Highlands, Hulu Selangor	Freehold	Land : 598 hectares	3 plots of building land	12.3	-	1989
			18 plots of building land	41.4	-	1996
			7 plots of building land	10.4	-	1993
6 Genting Highlands, Gombak	Freehold	Land : 394 hectares	2 plots of vacant building land	28.8	-	1996
7 Batang Kali, Hulu Selangor	Freehold	Land : 9 hectares	1 plot of vacant agriculture land	2.1	-	1994
8 Ulu Yam, Hulu Selangor	Freehold	Land : 38 hectares	1 plot of vacant building land	15.0	-	1994
9 Ulu Yam, Hulu Selangor	Freehold	Land : 4 hectares	3 plots of vacant agriculture land	1.0	-	1994
10 Pulau Indah, Klang	Leasehold (unexpired lease period of 86 years)	Land : 47 hectares	13 plots of vacant industrial land & improvements	44.2	-	1997
FEDERAL TERRITORY OF KUALA LUMPUR						
1 Taman U Thant, Kuala Lumpur	Freehold	Built-up : 178 sq.metres	1 unit of Desa Angkasa Apartment	0.2	23	1988
2 Jalan Sultan Ismail, Kuala Lumpur	Freehold	Land : 3,940 sq.metres	Wisma Genting - 25-level office building with	91.9	24	2009
		Built-up : 63,047 sq.metres	6-level of basement			
3 Segambut, Kuala Lumpur	Leasehold (unexpired lease period of 65 years)	Land : 4 hectares Built-up : 2,601 sq.metres	Store, bus and limousine depot	8.8	34	2009
STATE OF TERENGGANU DARUL IMAN						
1 Kijal, Kemaman	Leasehold (unexpired lease period of 82 years)	Land : 262 hectares	4 plots of resort/property development land	43.5	-	1997
		Land : 51 hectares	18-hole Awana Kijal Golf Course	9.2	-	1997
		Built-up : 35,563 sq.metres	7-storey Awana Kijal Hotel	91.4	13	1997
		Built-up : 1,757 sq.metres	27 units of Baiduri Apartment	2.6	15	1997
		Built-up : 7,278 sq.metres	96 units of Angsana Apartment	10.4	14	1997
	Leasehold (unexpired lease period of 82 years)	Land : 18 hectares	17 plots of resort/property development land	1.5	-	2002
	Leasehold (unexpired lease period of 92 years)	Land : 10 hectares	1 plot of resort/property development land	1.6	-	1997
STATE OF KEDAH DARUL AMAN						
1 Tanjung Malai, Langkawi	Leasehold (unexpired lease period of 78 years)	Land : 14 hectares	5 plots of building land	10.8	-	1997
		Built-up : 20,957 sq.metres	3-5 storey Awana Langkawi Hotel, Convention Centre & Multipurpose Hall	56.5	12	1997

ANALYSIS OF SHAREHOLDINGS

as at 27 April 2010

Class of Shares : Ordinary shares of 10 sen each
Voting Rights : On show of hands : 1 vote
On a poll : 1 vote for each share held

Size of Holdings	No. of Shareholders	% of Shareholders	No. of Shares*	% of Shares
Less than 100	3,590	4.245	24,660	0.000
100 - 1,000	18,734	22.150	16,505,711	0.290
1,001 - 10,000	49,608	58.655	224,248,901	3.935
10,001 - 100,000	11,494	13.590	325,416,008	5.710
100,001 to less than 5% of issued shares	1,145	1.354	2,763,241,109	48.486
5% and above of issued shares	5	0.006	2,369,627,159	41.579
TOTAL	**84,576**	**100.000**	**5,699,063,548**	**100.000**

Note: * Excluding 207,201,100 shares bought back and retained by the Company as treasury shares.

THIRTY (30) LARGEST SECURITIES ACCOUNT HOLDERS AS PER RECORD OF DEPOSITORS
(without aggregating the securities from different securities accounts belonging to the same depositor)

	Name	No. of Shares	% of Shares
1.	Genting Berhad	550,000,000	9.651
2.	Genting Berhad	550,000,000	9.651
3.	Genting Berhad	469,627,159	8.240
4.	Genting Berhad	400,000,000	7.019
5.	Genting Berhad	400,000,000	7.019
6.	Genting Berhad	124,690,500	2.188
7.	Cartaban Nominees (Asing) Sdn Bhd *SSBT Fund Va11 For Iva Worldwide Fund*	120,225,600	2.110
8.	HSBC Nominees (Asing) Sdn Bhd *HSBC-FS For The Overlook Partners Fund LP*	119,753,400	2.101
9.	Genting Berhad	103,500,000	1.816
10.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN For The Bank Of New York Mellon (Mellon ACCT)*	101,487,183	1.781
11.	Genting Berhad	96,330,000	1.690
12.	Cartaban Nominees (Asing) Sdn Bhd *Caceis Bank Paris For Magellan*	90,000,000	1.579
13.	Malaysia Nominees (Tempatan) Sendirian Berhad *Great Eastern Life Assurance (Malaysia) Berhad (Par 1)*	89,690,300	1.574
14.	HSBC Nominees (Asing) Sdn Bhd *TNTC For Silchester International Investors International Value Equity Trust*	50,984,323	0.895
15.	Citigroup Nominees (Asing) Sdn Bhd *CBNY For Wintergreen Fund Inc*	46,056,479	0.808
16.	Cartaban Nominees (Asing) Sdn Bhd *State Street For Ishares MSCI Emerging Markets Index Fund*	46,033,000	0.808
17.	Cartaban Nominees (Asing) Sdn Bhd *Government Of Singapore Investment Corporation Pte Ltd For Government Of Singapore (C)*	44,516,543	0.781
18.	Citigroup Nominees (Asing) Sdn Bhd *CBNY For Orbis Sicav - Asia Ex-Japan Equity Fund*	41,514,800	0.728
19.	Cartaban Nominees (Asing) Sdn Bhd *SSBT Fund 0508 For Fpa Funds Trust, Fpa Crescent Fund*	40,506,900	0.711
20.	Genting Berhad	40,000,000	0.702
21.	Citigroup Nominees (Tempatan) Sdn Bhd *Exempt AN For Prudential Fund Management Berhad*	37,927,200	0.665
22.	Genting Berhad	37,829,500	0.664
23.	HSBC Nominees (Asing) Sdn Bhd *BBH and Co Boston For Vanguard Emerging Markets Stock Index Fund*	37,788,690	0.663
24.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN For JPMorgan Chase Bank, National Association (U.K.)*	37,680,702	0.661
25.	Citigroup Nominees (Asing) Sdn Bhd *GSCO For Millgate Master Fund*	33,249,719	0.583
26.	Cartaban Nominees (Asing) Sdn Bhd *RBC Dexia Investor Services Bank For Comgest Growth Emergingmarkets (COMGEST GR PLC)*	31,000,000	0.544
27.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN For JPMorgan Chase Bank, National Association (U.A.E.)*	30,980,590	0.544
28.	Citigroup Nominees (Tempatan) Sdn Bhd *Exempt AN For American International Assurance Berhad*	28,405,500	0.498
29.	Cartaban Nominees (Asing) Sdn Bhd *SSBT Fund Va12 For Iva International Fund*	27,945,900	0.490
30.	Cartaban Nominees (Asing) Sdn Bhd *Exempt AN For Caceis Bank Luxembourg (CLT ACCT-LUX)*	26,828,962	0.471
	Total	**3,854,552,950**	**67.635**

ANALYSIS OF SHAREHOLDINGS (cont'd)

as at 27 April 2010

SUBSTANTIAL SHAREHOLDERS AS PER REGISTER OF SUBSTANTIAL SHAREHOLDERS AS AT 27 APRIL 2010

	No. of shares			
	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital
Genting Berhad ("GENT")	2,771,977,159	48.64	-	-
Kien Huat Realty Sdn Berhad ("KHR")	-	-	2,773,176,089*	48.67
Parkview Management Sdn Bhd	-	-	2,773,176,089+	48.67

Notes:

* Deemed interest through its subsidiary and GENT.
\+ Deemed interest through a subsidiary of KHR and GENT.

DIRECTORS' SHAREHOLDINGS AND SHARE OPTIONS AS PER THE REGISTERS PURSUANT TO THE COMPANIES ACT, 1965 AS AT 27 APRIL 2010

INTEREST IN THE COMPANY

Name	No. of Shares				No. of Option Shares Outstanding
	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital	
Tan Sri Lim Kok Thay	1,660,000	0.0291	-	-	2,340,000
Tun Mohammed Hanif bin Omar	5,000	0.0001	-	-	2,185,000
Tan Sri Alwi Jantan	540,000	0.0095	-	-	1,555,000
Mr Quah Chek Tin	5,000	0.0001	-	-	-
Tan Sri Dr. Lin See Yan	450,000	0.0079	-	-	-
General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin	10,000	0.0002	-	-	-
Mr Teo Eng Siong(1)	540,000	0.0095	-	-	-

INTEREST IN GENTING BERHAD ("GENT"), A COMPANY WHICH OWNS 48.64% EQUITY INTEREST IN THE COMPANY

Name	No. of Shares				No. of Option Shares Outstanding
	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital	
Tan Sri Lim Kok Thay	10,369,000	0.2805	-	-	2,500,000
Tun Mohammed Hanif bin Omar	101,000	0.0027	-	-	1,555,000
Mr Quah Chek Tin(2)	5,000	0.0001	-	-	1,240,000

INTEREST IN GENTING PLANTATIONS BERHAD (FORMERLY KNOWN AS ASIATIC DEVELOPMENT BERHAD), A SUBSIDIARY OF GENT

Name	No. of Shares				No. of Option Shares Outstanding
	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital	
Tan Sri Lim Kok Thay	369,000	0.0487	-	-	-

INTEREST IN GENTING SINGAPORE PLC, A SUBSIDIARY OF GENT

Name	No. of Shares				No. of Option Shares Outstanding/ Performance Shares*
	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital	
Tan Sri Lim Kok Thay	987,600	0.0081	-	-	5,941,463/750,000*
Tun Mohammed Hanif bin Omar	-	-	-	-	1,188,292
Tan Sri Alwi Jantan	54,000	0.0004	-	-	1,039,192
Tan Sri Dr. Lin See Yan	50,000	0.0004	-	-	1,188,292
Mr Quah Chek Tin	669,000	0.0055	-	-	1,113,438
Tan Sri Clifford Francis Herbert	350,000	0.0029	-	-	838,292
General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin	446,000	0.0037	-	-	742,292

Notes:
The following disclosures are made pursuant to Section 134(12)(c) of the Companies Act, 1965 as amended by the Companies (Amendment) Act, 2007 which took effect on 15 August 2007:

(1) Mr Teo's child holds 2,000 ordinary shares (negligible) in the Company.
(2) Mr Quah's spouse holds 630,000 ordinary shares (0.0170%) in GENT.

AMERICAN DEPOSITARY RECEIPTS – LEVEL 1 PROGRAMME

The Company's American Depositary Receipts ("ADR") Level 1 Programme commenced trading in the U.S. over-the-counter market on 8 June 1992. Under the ADR Programme, a maximum of 135 million ordinary shares of RM0.10 each representing approximately 2.4% of the total issued and paid-up share capital (excluding treasury shares) of the Company will be traded in ADRs. Each ADR represents 25 ordinary shares of the Company. Citibank, N.A., New York as the Depositary Bank has appointed Citibank Berhad, Kuala Lumpur as its sole custodian of the shares of the Company for the ADR Programme. As at 31 March 2010 there were 89,132 ADRs outstanding representing 2,228,300 ordinary shares of the Company which have been deposited with the sole custodian for the ADR Programme.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirtieth Annual General Meeting of Genting Malaysia Berhad (formerly known as Resorts World Bhd) ("the Company") will be held at 26th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur on Wednesday, 9 June 2010 at 10.00 a.m.

AS ORDINARY BUSINESSES

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2009 and the Directors' and Auditors' Reports thereon. **(Ordinary Resolution 1)**

2. To approve the declaration of a final dividend of 4.3 sen less 25% tax per ordinary share of 10 sen each for the financial year ended 31 December 2009 to be paid on 21 July 2010 to members registered in the Record of Depositors on 30 June 2010. **(Ordinary Resolution 2)**

3. To approve the payment of Directors' fees of RM778,405 for the financial year ended 31 December 2009 (2008 : RM741,900). **(Ordinary Resolution 3)**

4. To re-elect Tan Sri Lim Kok Thay as a Director of the Company pursuant to Article 99 of the Articles of Association of the Company. **(Ordinary Resolution 4)**

5. To re-elect Mr Teo Eng Siong as a Director of the Company pursuant to Article 104 of the Articles of Association of the Company. **(Ordinary Resolution 5)**

6. To consider and, if thought fit, pass the following resolutions pursuant to Section 129 of the Companies Act, 1965:

   (i) " That Tun Mohammed Hanif bin Omar, retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **(Ordinary Resolution 6)**

   (ii) "That Tan Sri Alwi Jantan, retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **(Ordinary Resolution 7)**

   (iii) "That Tan Sri Dr. Lin See Yan, retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **(Ordinary Resolution 8)**

7. To re-appoint PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 9)**

AS SPECIAL BUSINESSES

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

Ordinary Resolutions

8. **Proposed renewal of the authority for the Company to purchase its own shares**

   "That, subject to the passing of Ordinary Resolution 11, and subject to compliance with all applicable laws, the Company's Articles of Association, and the regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad ("Bursa Securities") and/or any other relevant regulatory authorities:

   (a) approval and authority be and are given for the Company to utilise up to the aggregate of the total retained earnings and share premium accounts of the Company based on its latest audited financial statements available up to the date of the transaction, to purchase, from time to time during the validity of the approval and authority under this resolution, such number of ordinary shares of 10 sen each in the Company (as may be determined by the Directors of the Company) on Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company, provided that the aggregate number of shares to be purchased and/or held by the Company pursuant to this resolution does not exceed 10% of the total issued and paid-up ordinary share capital of the Company at the time of purchase and provided further that in the event that the Company ceases to hold all or any part of such shares as a result of (among others) cancellations, resales and/or distributions of any of these shares so purchased, 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 10% of the total issued and paid-up ordinary share capital of the Company at the time of purchase. Based on the audited financial statements of the Company for the financial year ended 31 December 2009, the Company's retained earnings and share premium accounts were approximately RM8,088.2 million and RM1,106.0 million respectively;

   (b) approval and authority conferred by this resolution shall commence on the passing of this resolution, and shall remain valid and in full force and effect until:

      (i) the conclusion of the next Annual General Meeting of the Company; or
      (ii) the expiry of the period within which the next Annual General Meeting is required by law to be held,

      unless earlier revoked or varied by ordinary resolution of the members of the Company in general meeting, whichever occurs first;

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

(c) approval and authority be and are given to the Directors of the Company in their absolute discretion, to deal with any shares purchased and any existing treasury shares ("the said Shares") in the following manner:

(i) cancel the said Shares; and/or
(ii) retain the said Shares as treasury shares; and/or
(iii) distribute all or part of the said Shares as dividends to shareholders, and/or resell all or part of the said Shares on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancel all or part of the said Shares,

or in any other manner as may be prescribed by all applicable laws and/or regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force and that the authority to deal with the said Shares shall continue to be valid until all the said Shares have been dealt with by the Directors of the Company; and

(d) approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by any relevant regulatory authority or Bursa Securities and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company." **(Ordinary Resolution 10)**

9. **Proposed exemption under Practice Note 2.9.10 of the Malaysian Code on Take-Overs and Mergers, 1998 to Genting Berhad and persons acting in concert with it from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them, upon the purchase by the Company of its own shares pursuant to the proposed renewal of share buy-back authority**

"That, subject to the passing of Ordinary Resolution 10 and the approval of the Securities Commission ("SC"), approval be and is hereby given for Genting Berhad ("GENT") and the persons acting in concert with GENT ("PAC") to be exempted from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them under Part II of the Malaysian Code on Take-Overs and Mergers, 1998 ("Code"), which may arise upon the future purchase by the Company of its own shares pursuant to Ordinary Resolution 10, in conjunction with the application submitted by GENT and the PACs to the SC under Practice Note 2.9.10 of the Code, and further that approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by any relevant regulatory authority and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company." **(Ordinary Resolution 11)**

10. **Authority to Directors pursuant to Section 132D of the Companies Act, 1965**

"That, subject always to the Companies Act, 1965, the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR") and the approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Section 132D of the Companies Act, 1965 to:

(1) issue and allot shares in the Company; and/or

(2) issue, make or grant offers, agreements, options or other instruments that might or would require shares to be issued (collectively "Instruments") during and/or after the period the approval granted by this resolution is in force,

at any time and from time to time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that:

(i) the number of shares to be issued pursuant to the authority granted under this resolution, when aggregated with all shares issued and/or shares that are capable of being issued from the Instruments issued pursuant to Section 132D of the Companies Act, 1965 in the preceding 12 months (calculated in accordance with the MMLR), does not exceed 10% of the issued and paid-up share capital of the Company at the time of issuance of shares or issuance, making or granting the Instruments, and

(ii) for the purpose of determining the number of shares which are capable of being issued from the Instruments, each Instrument is treated as giving rise to the maximum number of shares into which it can be converted or exercised,

AND such authority under this resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or when it is required by the law to be held, whichever is earlier, and that:

(a) approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) in connection therewith; and

(b) the Directors of the Company 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." **(Ordinary Resolution 12)**

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

11. **Proposed renewal of shareholders' mandate for recurrent related party transactions and proposed new mandate for additional recurrent related party transactions of a revenue or trading nature**

"That approval and authority be and are hereby given for the Company and/or its subsidiaries to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.3 under Part C of the Document to Shareholders dated 18 May 2010, provided that such transactions are undertaken in the ordinary course of business, at arm's length and based on commercial terms and on terms not more favourable to the related party than those generally available to/from the public and are not, in the Company's opinion, detrimental to the minority shareholders and that the breakdown of the aggregate value of the recurrent related party transactions conducted/to be conducted during the financial year, including the types of recurrent related party transactions made and the names of the related parties, will be disclosed in the annual report of the Company pursuant to the requirements of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;

AND THAT such approval shall continue to be in force until:

(i) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such Proposed Shareholders' Mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
(ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
(iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier." **(Ordinary Resolution 13)**

12. **Proposed retirement gratuity payment to Tan Sri Wan Sidek bin Hj Wan Abdul Rahman**

"That approval be and is hereby given for the Company to make a retirement gratuity payment of RM457,475 to Tan Sri Wan Sidek bin Hj Wan Abdul Rahman, the former independent non-executive director of the Company in recognition and appreciation of his long service and contribution to the Company AND THAT authority be and is hereby given to the Directors of the Company to take all such actions as they may consider necessary and/or desirable to give full effect to this resolution." **(Ordinary Resolution 14)**

Special Resolution

13. **Proposed amendments to the Articles of Association of the Company**

"That the amendments to the existing Articles of Association of the Company as proposed and set forth under Part D of the Document to Shareholders dated 18 May 2010 be and are approved and adopted by the Company, and that the Directors of the Company be and are authorised to do all acts and things and take all such steps as they may consider necessary and/or desirable to give full effect to these amendments to the Articles of Association of the Company." **(Special Resolution)**

14. To transact any other business of which due notice shall have been given.

FURTHER NOTICE IS HEREBY GIVEN that, subject to the shareholders' approval for the payment of final dividend, a depositor shall qualify for entitlement to the final dividend only in respect of:

(a) shares transferred into the depositor's securities account before 4.00 p.m. on 30 June 2010 in respect of ordinary transfers; and

(b) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

LOH BEE HONG
Secretary

Kuala Lumpur
18 May 2010

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

NOTES

A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies (but not more than two) to attend and vote instead of him. ***A proxy need not be a member of the Company but in accordance with Section 149 of the Companies Act, 1965, a member shall not be entitled to appoint a person who is not a member of the Company as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case.*** *Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his holding to be represented by each proxy. The original instrument appointing a proxy must be deposited at the Registered Office of the Company at 24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.*

EXPLANATORY NOTES ON SPECIAL BUSINESSES

(1) Ordinary Resolution 10, if passed, will empower the Directors of the Company to purchase the Company's shares of an aggregate amount of up to 10% of the issued and paid-up share capital of the Company for the time being ("Proposed Share Buy-Back Renewal") by utilising up to the total retained earnings and share premium of the Company based on its latest audited financial statements up to the date of the purchase. The authority under this resolution will expire at 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 members of the Company at a general meeting, whichever occurs first.

Further information on the Proposed Share Buy-Back Renewal is set out under Part A of the Document to Shareholders dated 18 May 2010 which is despatched together with the Company's 2009 Annual Report.

(2) Ordinary Resolution 11, if passed, will enable the Securities Commission to consider the application by Genting Berhad ("GENT") for the proposed exemption under Practice Note 2.9.10 of the Malaysian Code on Take-Overs and Mergers, 1998 to GENT and the persons acting in concert with GENT from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them as a result of the Company's share buy-back activities ("Proposed Exemption").

Further information on the Proposed Exemption is set out under Part A and Part B of the Document to Shareholders dated 18 May 2010 which is despatched together with the Company's 2009 Annual Report.

(3) Ordinary Resolution 12, if passed, will give a renewed mandate to the Directors of the Company pursuant to Section 132D of the Companies Act, 1965 ("Renewed Mandate"). The Renewed Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, the Directors have not utilised the mandate granted to the Directors at the last Annual General Meeting held on 16 June 2009 and the said mandate will lapse at the conclusion of the Thirtieth Annual General Meeting.

The Renewed Mandate will enable the Directors to take swift action in case of a need for corporate exercises or in the event business opportunities arise which involve the issue of new shares, and to avoid delay and cost in convening general meetings to approve such issue of shares.

(4) Ordinary Resolution 13, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature pursuant to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Proposed Shareholders' Mandate"). This authority will expire at 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 members of the Company at a general meeting, whichever occurs first.

Further information on the Proposed Shareholders' Mandate is set out under Part C of the Document to Shareholders dated 18 May 2010 which is despatched together with the Company's 2009 Annual Report.

(5) Ordinary Resolution 14, if passed, will give approval to the Company to make the payment of retirement gratuity amounting to RM457,475 to Tan Sri Wan Sidek bin Hj Wan Abdul Rahman, the former independent non-executive director of the Company in recognition and appreciation of his long service and contribution to the Company ("Proposed Retirement Gratuity").

Further information on the Proposed Retirement Gratuity is set out under Part E of the Document to Shareholders dated 18 May 2010 which is despatched together with the Company's 2009 Annual Report.

6) Special Resolution, if passed, will streamline the Company's Articles of Association with the provisions of the Companies Act, 1965 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Further information on the proposed amendments to the Articles of Association of the Company is set out under Part D of the Document to Shareholders dated 18 May 2010 which is despatched together with the Company's 2009 Annual Report.

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 forthcoming Thirtieth Annual General Meeting of the Company.

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GENTING
MALAYSIA

GENTING MALAYSIA BERHAD
(FORMERLY KNOWN AS RESORTS WORLD BHD) (58019-U)
(Incorporated in Malaysia under the Companies Act, 1965)

FORM OF PROXY

(Before completing the form, please refer to the notes overleaf)

"A" I/We _____ NRIC No./Co. No.: _____
(FULL NAME IN BLOCK CAPITALS)

of _____
(ADDRESS)

being a member of GENTING MALAYSIA BERHAD (FORMERLY KNOWN AS RESORTS WORLD BHD) hereby appoint

_____ NRIC No.: _____
(FULL NAME)

(Note: In accordance with Section 149 of the Companies Act, 1965, a member shall not be entitled to appoint a person who is not a member of the Company as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case)

of _____
(ADDRESS)

or failing him _____ NRIC No.: _____
(FULL NAME)

of _____
(ADDRESS)

or failing him, *the CHAIRMAN OF THE MEETING as *my/our first proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 26th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur on Wednesday, 9 June 2010 at 10.00 a.m. and at any adjournment thereof.

"B" Where it is desired to appoint a second proxy this section must also be completed, otherwise it should be deleted.

I/We _____ NRIC No./Co. No.: _____
(FULL NAME IN BLOCK CAPITALS)

of _____
(ADDRESS)

being a member of GENTING MALAYSIA BERHAD (FORMERLY KNOWN AS RESORTS WORLD BHD) hereby appoint

_____ NRIC No.: _____
(FULL NAME)

(Note: In accordance with Section 149 of the Companies Act, 1965, a member shall not be entitled to appoint a person who is not a member of the Company as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case)

of _____
(ADDRESS)

or failing him _____ NRIC No.: _____
(FULL NAME)

of _____
(ADDRESS)

or failing him, *the CHAIRMAN OF THE MEETING as *my/our second proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 26th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur on Wednesday, 9 June 2010 at 10.00 a.m. and at any adjournment thereof.

The proportions of my/our holding to be represented by my/our proxies are as follows:

First Proxy "**A**"	%
Second Proxy "**B**"	%
	100%

In case of a vote taken by a show of hands *First Proxy "A"/* Second Proxy "B" shall vote on my/our behalf.

My/our proxies shall vote as follows:

RESOLUTIONS		First Proxy "A"		Second Proxy "B"	
		For	Against	For	Against
To receive and adopt the Audited Financial Statements	Ordinary Resolution 1				
To approve the declaration of a final dividend of 4.3 sen less tax per ordinary share	Ordinary Resolution 2				
To approve the payment of Directors' fees	Ordinary Resolution 3				
To re-elect the following Directors: (i) Tan Sri Lim Kok Thay (ii) Mr Teo Eng Siong	 Ordinary Resolution 4 Ordinary Resolution 5				
To re-appoint the following Directors in accordance with Section 129 of the Companies Act, 1965: (i) Tun Mohammed Hanif bin Omar (ii) Tan Sri Alwi Jantan (iii) Tan Sri Dr. Lin See Yan	 Ordinary Resolution 6 Ordinary Resolution 7 Ordinary Resolution 8				
To re-appoint Auditors	Ordinary Resolution 9				
To renew the authority for the Company to purchase its own shares	Ordinary Resolution 10				
To grant exemption under Practice Note 2.9.10 of the Malaysian Code on Take-overs and Mergers, 1998	Ordinary Resolution 11				
To approve the authority to Directors pursuant to Section 132D of the Companies Act, 1965.	Ordinary Resolution 12				
To approve the proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature	Ordinary Resolution 13				
To approve the proposed retirement gratuity payment to Tan Sri Wan Sidek bin Hj Wan Abdul Rahman	Ordinary Resolution 14				
To approve the proposed amendments to the Articles of Association of the Company	Special Resolution				

(Please indicate with an "X" in the spaces provided how you wish your votes to be cast. If you do not do so, the proxy/proxies will vote or abstain from voting at his/their discretion)

Signed this _____ day of _____ 2010

No. of Shares held	CDS Account No.	Shareholder's Contact No.

* Delete if inapplicable

Signature of Member

NOTES

A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies (but not more than two) to attend and vote instead of him. ***A proxy need not be a member of the Company but in accordance with Section 149 of the Companies Act, 1965, a member shall not be entitled to appoint a person who is not a member of the Company as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case.*** *Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his holding to be represented by each proxy. The original instrument appointing a proxy must be deposited at the Registered Office of the Company at 24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.*

In the case of a corporation, this form must be either under seal or signed by a duly authorised officer or attorney.

EXPLANATORY NOTES ON SPECIAL BUSINESSES

(1) Ordinary Resolution 10, if passed, will empower the Directors of the Company to purchase the Company's shares of an aggregate amount of up to 10% of the issued and paid-up share capital of the Company for the time being ("Proposed Share Buy-Back Renewal") by utilising up to the total retained earnings and share premium of the Company based on its latest audited financial statements up to the date of the purchase. The authority under this resolution will expire at 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 members of the Company at a general meeting, whichever occurs first.

Further information on the Proposed Share Buy-Back Renewal is set out under Part A of the Document to Shareholders dated 18 May 2010 which is despatched together with the Company's 2009 Annual Report.

(2) Ordinary Resolution 11, if passed, will enable the Securities Commission to consider the application by Genting Berhad ("GENT") for the proposed exemption under Practice Note 2.9.10 of the Malaysian Code on Take-Overs and Mergers, 1998 to GENT and the persons acting in concert with GENT from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them as a result of the Company's share buy-back activities ("Proposed Exemption").

Further information on the Proposed Exemption is set out under Part A and Part B of the Document to Shareholders dated 18 May 2010 which is despatched together with the Company's 2009 Annual Report.

(3) Ordinary Resolution 12, if passed, will give a renewed mandate to the Directors of the Company pursuant to Section 132D of the Companies Act, 1965 ("Renewed Mandate"). The Renewed Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, the Directors have not utilised the mandate granted to the Directors at the last Annual General Meeting held on 16 June 2009 and the said mandate will lapse at the conclusion of the Thirtieth Annual General Meeting.

The Renewed Mandate will enable the Directors to take swift action in case of a need for corporate exercises or in the event business opportunities arise which involve the issue of new shares, and to avoid delay and cost in convening general meetings to approve such issue of shares.

(4) Ordinary Resolution 13, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature pursuant to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Proposed Shareholders' Mandate"). This authority will expire at 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 members of the Company at a general meeting, whichever occurs first.

Further information on the Proposed Shareholders' Mandate is set out under Part C of the Document to Shareholders dated 18 May 2010 which is despatched together with the Company's 2009 Annual Report.

(5) Ordinary Resolution 14, if passed, will give approval to the Company to make the payment of retirement gratuity amounting to RM457,475 to Tan Sri Wan Sidek bin Hj Wan Abdul Rahman, the former independent non-executive director of the Company in recognition and appreciation of his long service and contribution to the Company ("Proposed Retirement Gratuity").

Further information on the Proposed Retirement Gratuity is set out under Part E of the Document to Shareholders dated 18 May 2010 which is despatched together with the Company's 2009 Annual Report.

(6) Special Resolution, if passed, will streamline the Company's Articles of Association with the provisions of the Companies Act, 1965 and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Further information on the proposed amendments to the Articles of Association of the Company is set out under Part D of the Document to Shareholders dated 18 May 2010 which is despatched together with the Company's 2009 Annual Report.

GROUP OFFICES

GENTING MALAYSIA BERHAD (formerly known as Resorts World Bhd)
www.gentingmalaysia.com
www.rwgenting.com

CORPORATE OFFICE

Genting Malaysia Berhad
(formerly known as Resorts World Bhd)

23rd Floor, Wisma Genting
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F: +603 2161 5304
E: ir.genm@genting.com

RESORTS

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69000 Pahang Darul Makmur, Malaysia
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F: +603 6101 3535

Awana Kijal Golf & Beach Resort
KM 28, Jalan Kemaman-Dungun
24100 Kijal, Kemaman
Terengganu, Malaysia
T: +609 864 1188
F: +609 864 1688

Awana Porto Malai, Langkawi
Tanjung Malai, 07000 Langkawi
Kedah, Malaysia
T: +604 955 5111
F: +604 955 5222

SALES & RESERVATIONS OFFICES

WorldReservations Centre (WRC)
(Resorts World Genting/Awana Hotel & Resorts - For rooms, concerts & shows, theme park ride tickets, transportation & other resort facilities)
Resorts World OneHub
Lower Ground Floor
Wisma Genting, 28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia
T: +603 2718 1118
F: +603 2718 1888
Reservations E-mail:
customercare@genting.com
Membership E-mail:
hotline@worldcard.com.my
Book online at www.rwgenting.com

Meetings, Incentives, Conventions & Exhibitions (M.I.C.E)
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F: +603 2333 3886
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mice.rwgenting.com

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F: +6082 412 022

Malaysia - Penang *
No.22, Ground Floor, Lorong Abu Siti
10400 Penang, Malaysia
T: +604 226 8189
F: +604 228 7299

OTHER SERVICES

Casino De Genting
Resorts World Genting
69000 Genting Highlands
Pahang Darul Makmur, Malaysia
Membership hotline: +603 6105 2028
Casino Programmes:
T: +603 2718 1189
F: +603 2333 3888

Maxims Genting
Resorts World Genting
69000 Pahang Darul Makmur, Malaysia
T: +603 2718 1133
F: +603 6105 9388
www.maxims.com.my

Club Elite
Highlands Hotel
Resorts World Genting
69000 Pahang Darul Makmur, Malaysia
T: +603 2718 1199
F: +603 6105 9399

VIP
Highlands Hotel
Resorts World Genting
69000 Pahang Darul Makmur, Malaysia
T: +603 2718 1188
F: +603 2333 3888

Resorts World Tours Sdn Bhd
Resorts World OneHub
Lower Ground Floor
Wisma Genting, 28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia
T: +603 2333 3214 (Airline ticketing)
+603 2333 3254 (Outbound)
+603 2333 6652 (Inbound)
F: +603 23336707
E: resorts.world.tours@genting.com

Limousine Service Counter (KLIA Sepang)
Arrival Level 3, Main Terminal Building
KL International Airport
64000 KLIA Sepang
Selangor, Malaysia
T: +603 8776 6753
F: +603 8787 4451

Limousine Service Counter (Resorts World Genting)
Highlands Hotel
69000 Darul Makmur, Malaysia
T: +603 6105 9584
F: +603 6105 9585

Genting Transport Reservations Centre
(For buses and limousines)
Lot 1988/4888, Jalan Segambut Tengah
51200 Kuala Lumpur, Malaysia
T: +603 6251 8398 / 6253 1762
F: +603 6251 8399

OVERSEAS SALES / BRANCH / REPRESENTATIVE / WORLDCARD OFFICES

Australia
Genting (NSW) Pty Ltd *
Suite 810, Level 8, 401 Sussex Street
Sydney NSW 2000
T: +612 9281 1433
F: +612 9281 1430

Hong Kong
Genting Singapore (HK) Limited *
Suite 1001, Ocean Centre
5 Canton Road, Tsimshatsui
Kowloon, Hong Kong S.A.R.
T: +852 2317 7133
F: +852 2314 8724

India - Bangalore
Genting India Travel Services Pvt Ltd *
#62, 62/1, 2nd Floor, Chalapathy Towers
8th Main Road, Vasanth Nagar
Bangalore 560052, India
T: +91 99 1695 1869

India - Chennai
Genting India Travel Services Pvt Ltd *
C/B 10, 1st Floor
Gemini Parsn Complex
Chennai 600006, India
T: +91 99 6255 9093

India - Mumbai
Genting India Travel Services Pvt Ltd *
B-409 Knox Plaza, 4th Floor
Chincholi Bunder, Off Link
Next to Grand Hometel Hotel
Malad West, Mumbai 400064, India
T/F: +91-022 28769689

India – New Delhi
Genting India Travel Services Pvt Ltd *
1518, 15th Floor, Ansal Tower
38, Nehru Place, New Delhi 110019, India
T: +91 11 2629 5674
F: +91 11 2629 5673

Japan
Genting International Japan Co., Ltd*
#1005 Aios Toranomon Nishi
Shimbashi 1-6-12
Minato-Ku, Tokyo, 105-0003, Japan
T: +81 3 3500 4088
F: +81 3 3500 4087

Singapore
Genting International (S) Pte Ltd *
9 Penang Road, #11-18 Park Mall
Singapore 238459
T: +65 6823 9888
F: +65 6737 7260

Thailand - Chiangmai
Genting International (Thailand) Ltd *
1A Floor, Standard Center Building
172/8 Chang-Klan Rd., Chang-Klan
Muang, Chiangmai 50100 Thailand
T: +6653 271 601
F: +6653 271 602

Thailand - Bangkok
Genting International (Thailand) Ltd *
153, Lot No. 400, 4th Floor
The Peninsula Plaza
Rajdamri Road, Lumpini, Patumwan
Bangkok 10330, Thailand
T: +662 254 0753 / 54 / 55
F: +662 254 0768

Thailand - Hatyai
Genting International (Thailand) Ltd *
No 1, Rattakarn Road
Hatyai, Songkhla 90110
Thailand
T: +66 74 231088
F: +66 74 237414

China - Beijing
Adriana Limited #
Room 2305, Full Tower
No.9, Dongsanhuan Middle Road
Chaoyang District, Beijing
100020, China
T: +86 10 8591 1970 / 1980
F: +86 10 8591 1990

China – Guangzhou
Adriana Limited #
Room 735-36, The Garden Tower
No.368 Huanshi Dong Road
Guangzhou 510064, China
T: +86 20 8365 2980
F: +86 20 8365 2981

China - Shanghai
Adriana Limited #
Room 1209 &1609
Jintiandi International Mansions
998 Ren Min Road, Huangpu District
Shanghai 200021, China
T: +86 21 6326 3866 / 3626
F: +86 21 6326 3727

Indonesia - Jakarta
Adriana Limited #
2nd Floor, Jl. Ir. H. Juanda III No. 29B
Jakarta Pusat 10120, Indonesia
T: +62 21 351 9041 / +62 21 386 3507
F: +62 21 386 3506

Indonesia - Medan
T: +62 61 451 1705 / 453 5666
F: +62 61 452 2649

Indonesia - Surabaya
T: +62 31 561 4161
F: +62 31 561 4220

Taiwan
Adriana Limited #
Room 818, 8F, No.160, Sec. 2
Nanjing E. Road, Taipei City
10489 Taiwan, R.O.C.
T: +886 2 25177362
F: +886 2 25173782

Vietnam - Hanoi
Adriana Limited #
8th Floor, 71 Mai Hac De Street
Bui Thi Xuan Ward
Hai Ba Trung District
Hanoi, Vietnam
T: +84 4 3974 4890
F: +84 4 3974 4891

Vietnam – Ho Chi Minh City
Adriana Limited #
Suite 1A, Level 1, Fimexco Building
231 - 233, Le Thanh Ton Street
District 1, Ho Chi Minh City, Vietnam
T: +84 8 3820 3483 / 3484
F: +84 8 3820 3945

WorldCard Hong Kong
WorldCard (Hong Kong) Limited
Suite 1001, Ocean Centre
5 Canton Road
Tsimshatsui, Kowloon
Hong Kong S.A.R.
T: +852 2978 3888
F: +852 2314 8512
E:hotline@worldcard.com.hk
www.worldcard.com.hk

WorldCard Malaysia
Genting WorldCard Services Sdn Bhd
17th Floor, Wisma Genting
28 Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia
T: +603 2179 1888
F: +603 2333 6611
E:hotline@worldcard.com.my
www.worldcard.com.my

WorldCard Singapore
WorldCard (Singapore) Pte Ltd
9 Penang Road, #13-10 Park Mall
Singapore 238459
T: +65 6720 0888
F: +65 6720 0866
E: hotline@worldcard.com.sg
www.worldcard.com.sg

UAE - Sharjah
Adriana Limited ^
Sharjah Airport International Free Zone
Executive Suite X4-17
P.O.Box 120652
Sharjah - U.A.E
T: +971 6557 5015
F: +971 6557 5076

** Sales Office*
^ Branch Office
 # Representative Office

Genting Malaysia Berhad (58019-U)
(formerly known as Resorts World Bhd)
24th Floor, Wisma Genting
Jalan Sultan Ismail
50250 Kuala Lumpur, Malaysia

T : +603 2178 2288 / 2333 2288
F : +603 2161 5304

www.gentingmalaysia.com
www.rwgenting.com

RESORTS WORLD BHD

RESORTS WORLD BHD (58019-U)

ANNUAL REPORT

2008

RESORTS WORLD BHD

To be the leading Leisure, Hospitality and Entertainment Corporation in the world.

OUR MISSION

We will:

1. Be responsive to the changing demands of our customers and excel in providing quality products and services.
2. Be committed to innovation and the adoption of new technology to achieve competitive advantage.
3. Generate a fair return to our shareholders.
4. Pursue personnel policies which recognise and reward performance and contributions of employees and provide proper training, development and opportunities for career advancement.
5. Be a responsible corporate citizen, committed to enhancing corporate governance and transparency.

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CORPORATE PROFILE

RESORTS WORLD BHD

www.resortsworld.com
www.genting.com.my

Resorts World Bhd ("Resorts World") is widely recognised as one of the world's leading companies in the leisure and hospitality industry, with a formidable financial background and strong management. As an integral member of the Genting Group headed by Genting Berhad, Resorts World contributes towards the success of the Group as one of Asia's leading multinational group of companies.

Resorts World's crown jewel is the highly-acclaimed Genting Highlands Resort - voted as the World's Leading Casino Resort *(2005, 2007 - 2008)* and Asia's Leading Casino Resort *(2005 - 2008)* by World Travel Awards. Genting Highlands Resort has six hotels offering over 10,000 rooms, 170 dining and shopping outlets, international business convention facilities, fun rides & attractions, mega shows, and endless entertainment, all at 2,000 metres (6,000 feet) above sea level. With 6,118 rooms, the First World Hotel is the world's largest hotel as acknowledged by the Guinness World Records.

Resorts World also owns and operates the Awana hotel chain in Malaysia, comprising Awana Genting Highlands Golf & Country Resort, Awana Kijal Golf, Beach & Spa Resort, Terengganu and Awana Porto Malai, Langkawi.

bringing you the best in...

accommodation • dining pleasure • theme parks & attractions • gaming experience
international shows • meetings & conventions • spa & relaxation • leisure cruising

GENTING PREMIER BRANDS

RESORTS WORLD BHD

CLUBS, SUITES, PENTHOUSE AND RESIDENCES
GENTING HIGHLANDS RESORT
MALAYSIA

INTEGRATED RESORT
RESORTS WORLD AT SENTOSA
SINGAPORE

GENTING UK

CASINO CLUBS
LONDON
UNITED KINGDOM

CORPORATE DIARY

2008

28 February
Announcement of the following:
(a) Consolidated Unaudited Results of the Group for the fourth quarter and the Audited Results for the financial year ended 31 December 2007.
(b) Book Closure Date in respect of the Proposed Non-Renounceable Offer for Sale by Resorts World Limited ("RWL"), an indirect wholly-owned subsidiary of the Company of its entire equity interest in Genting International Public Limited Company to the shareholders of the Company ("Proposed GIPLC Offer for Sale").
(c) Offer Price in respect of the Proposed GIPLC Offer for Sale.

23 April
Announcement on the results of acceptance/excess application and basis of allocation for excess application in respect of the Proposed GIPLC Offer for Sale.

2 May
Announcement of the following:
(a) Proposed Renewal of the Authority for the Company to purchase its own shares and Proposed Exemption under Practice Note 2.9.10 of the Malaysian Code on Take-Overs and Mergers, 1998.
(b) Completion of the Proposed GIPLC Offer for Sale on 30 April 2008.

21 May
Announcement of the following:
(a) Entitlement Date for the Proposed Final Dividend in respect of the financial year ended 31 December 2007.
(b) Twenty-Eighth Annual General Meeting.
(c) Proposed Amendments to the Articles of Association of the Company.

28 May
Announcement on the Consolidated Unaudited Results of the Group for the first quarter ended 31 March 2008.

30 May
Notice to Shareholders of the Twenty-Eighth Annual General Meeting.

23 June
Twenty-Eighth Annual General Meeting.

25 June
Announcement on the revision to the ratio of the Company's Level 1 American Depositary Receipt Programme.

7 August
Announcement on the maturity of RM1.1 billion nominal value 2-year convertible notes due 2008 on 21 September 2008.

27 August
Announcement of the following:
(a) Consolidated Unaudited Results of the Group for the second quarter ended 30 June 2008.
(b) Entitlement Date for the Interim Dividend in respect of the half year ended 30 June 2008.

8 October
Announcement on the re-designation of Mr Quah Chek Tin as Independent Non-Executive Director from Non-Independent Non-Executive Director of the Company.

26 November
Announcement of the following:
(a) Consolidated Unaudited Results of the Group for the third quarter ended 30 September 2008.
(b) Proposed Acquisitions by RWL of the entire issued and paid-up share capital of Bromet Limited and Digital Tree (USA) Inc. for a total cash consideration of United States Dollar 69.0 million ("Proposed Bromet and Digital Tree Acquisitions").

17 December
Announcement on the completion of the Proposed Bromet and Digital Tree Acquisitions.

2009

25 February
Announcement on the Consolidated Unaudited Results of the Group for the fourth quarter and the Audited Results for the financial year ended 31 December 2008.

7 April
Announcement on the Proposed Renewal of the Authority for the Company to purchase its own shares and Proposed Exemption under Practice Note 2.9.10 of the Malaysian Code on Take-Overs and Mergers, 1998.

12 May
Announcement of the following:
(a) Entitlement Date for the Proposed Final Dividend in respect of the financial year ended 31 December 2008.
(b) Twenty-Ninth Annual General Meeting.
(c) Proposed Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature.
(d) Proposed Change of Name from Resorts World Bhd to Genting Malaysia Berhad.

DIVIDENDS		Announcement	Entitlement Date	Payment
2007	Final - 3.6 sen less tax per ordinary share of 10 sen each	28 February 2008	30 June 2008	18 July 2008
2008	Interim - 3.0 sen less tax per ordinary share of 10 sen each	27 August 2008	30 September 2008	21 October 2008
2008	Proposed Final - 4.0 sen less tax per ordinary share of 10 sen each	25 February 2009	30 June 2009	21 July 2009*

** Upon approval of Shareholders at the Twenty-Ninth Annual General Meeting*

CORPORATE INFORMATION

BOARD OF DIRECTORS

Tan Sri Lim Kok Thay	Chairman & Chief Executive
Tun Mohammed Hanif bin Omar	Deputy Chairman
Tan Sri Alwi Jantan	Executive Director
Mr Quah Chek Tin	Independent Non-Executive Director
Tan Sri Wan Sidek bin Hj Wan Abdul Rahman	Independent Non-Executive Director
Tan Sri Dr. Lin See Yan	Independent Non-Executive Director
Tan Sri Clifford Francis Herbert	Independent Non-Executive Director
General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin	Independent Non-Executive Director

AUDIT COMMITTEE

Tan Sri Clifford Francis Herbert
Chairman/Independent Non-Executive Director

Tan Sri Wan Sidek bin Hj Wan Abdul Rahman
Member/Independent Non-Executive Director

Tan Sri Dr. Lin See Yan
Member/Independent Non-Executive Director

Mr Quah Chek Tin
Member/Independent Non-Executive Director

NOMINATION COMMITTEE

Tan Sri Wan Sidek bin Hj Wan Abdul Rahman
Chairman/Independent Non-Executive Director

Tan Sri Clifford Francis Herbert
Member/Independent Non-Executive Director

Tan Sri Dr. Lin See Yan
Member/Independent Non-Executive Director

REMUNERATION COMMITTEE

Tan Sri Wan Sidek bin Hj Wan Abdul Rahman
Chairman/Independent Non-Executive Director

Tan Sri Clifford Francis Herbert
Member/Independent Non-Executive Director

Tan Sri Dr. Lin See Yan
Member/Independent Non-Executive Director

Tan Sri Lim Kok Thay
Member/Chairman & Chief Executive

SECRETARY

Ms Loh Bee Hong

PRINCIPAL EXECUTIVE OFFICERS

Tan Sri Lim Kok Thay
Chairman & Chief Executive

Tun Mohammed Hanif bin Omar
Deputy Chairman

Tan Sri Alwi Jantan
Executive Director

Dato' Lee Choong Yan
President

Mr Thuy Tuong Trinh
Chief Operating Officer

Ms Koh Poy Yong
Senior Vice President - Finance

Mr Jeffrey Teoh Kak Siew
Senior Vice President - Casino Marketing, Promotions & Entertainment

Mr Leow Beng Hooi
Senior Vice President - Casino Marketing

Mr Lim Eng Ming
Senior Vice President - Casino & Security Operations

Mr Kevin Sim Kia Ju
Senior Vice President - Casino Operations

Mr Wong Yun On
Senior Vice President - Hotel Operations

Mr Edward Arthur Holloway
Senior Vice President - Hotel Operations

Mr Paul Chan Meng Yeong
Senior Vice President - Sales & Marketing

Mr Charles Chow Chon Jin
Senior Vice President - Human Resources

Dato' Anthony Yeo Keat Seong
Senior Vice President - Public Relations & Communications

Mr Jarrod Kenneth Reyes
Senior Vice President - Business Development & Strategy

RESORTS WORLD BHD

A public limited liability company
Incorporated and domiciled in Malaysia
Company no. 58019-U

REGISTERED OFFICE

24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur
Tel : +603 2178 2288/2333 2288
Fax : +603 2161 5304
E-mail : ir.rwb@genting.com

REGISTRARS

Genting Management and Consultancy Services Sdn Bhd
24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur
Tel : +603 2178 2266/2333 2266
Fax : +603 2161 5304

STOCK EXCHANGE LISTING

Main Board of Bursa Malaysia Securities Berhad
(Listed on 22 December 1989)

AUDITORS

PricewaterhouseCoopers (Chartered Accountants)

INTERNET HOMEPAGE

www.resortsworld.com
www.genting.com.my

DIRECTORS' PROFILE

TAN SRI LIM KOK THAY

Chairman and Chief Executive

Tan Sri Lim Kok Thay (Malaysian, aged 57), appointed on 17 October 1988, is the Chairman and Chief Executive. He holds a Bachelor of Science Degree in Civil Engineering from the University of London. He attended the advanced management programme of Harvard Business School, Harvard University in 1979. He is also the Chairman and Chief Executive of Genting Berhad, the Chief Executive and a Director of Asiatic Development Berhad, the Executive Chairman of Genting Singapore PLC (formerly known as Genting International P.L.C.) and the Chairman of Genting UK Plc (formerly known as Genting Stanley Plc).

In addition, he sits on the Boards of other Malaysian and foreign companies. He joined the Genting Group in 1976 and has since served in various positions within the Group. He also sits on the Board of trustees of several charitable organisations in Malaysia.

Tan Sri Lim holds 1,660,000 ordinary shares and has a share option to subscribe for 2,340,000 ordinary shares in the Company.

Tan Sri Lim is the Chairman and Chief Executive Officer of Star Cruises Limited ("Star Cruises"), a company listed on The Stock Exchange of Hong Kong Limited. He also has interest in the securities of Star Cruises. The Star Cruises group engages in cruise and cruise-related businesses which form a segment of the leisure industry. As disclosed in Star Cruises' circular dated 30 March 2007, Star Cruises group acquired shares in Macau Land Investment Corporation to invest in Macau with a view to develop a hotel for the operation of a casino (subject to obtaining the relevant authorisation from the Government of Macau). On 31 July 2008, the Star Cruises group entered into a number of agreements with Alliance Global Group, Inc., a company listed on the Philippine Stock Exchange, Inc. to acquire, upon completion, an aggregate of 50% (direct and indirect) interests in the share capital of Travellers International Hotel Group, Inc. to pursue strategic and collaborative arrangements to develop and operate hotel and casino complexes in the Philippines.

In the context of the above businesses of Star Cruises, Tan Sri Lim is therefore considered as having interests in business apart from the Group's business, which may compete indirectly with the Group's business.

TUN MOHAMMED HANIF BIN OMAR

Deputy Chairman

Tun Mohammed Hanif bin Omar (Malaysian, aged 70), appointed on 23 February 1994, is the Deputy Chairman. He was the Inspector-General of The Royal Malaysian Police for 20 years before retiring in January 1994, having joined as an officer in 1959. He holds a Bachelor of Arts Degree from the University of Malaya, Singapore, Bachelor of Law (Honours) Degree from Buckingham University and the Certificate of Legal Practice (Honours) from the Legal Qualifying Board.

He is also the Deputy Chairman of Genting Berhad and the Chairman of General Corporation Berhad and sits on the Boards of AMMB Holdings Berhad, AmBank (M) Berhad, AmIslamic Bank Berhad, AMFB Holdings Berhad and AmInvestment Bank Berhad.

He has received honorary awards by Malaysia, Indonesia, Thailand, Singapore, Brunei and the Philippines for his invaluable contribution towards the region's security. In 1993, he became the only serving public servant to be awarded non-ex-officio Malaysia's highest non-royal award which carries the titleship of 'Tun'.

Tun Mohammed Hanif was a member of the 2004 Royal Commission for the Enhancements of the Operations and Management of The Royal Malaysian Police. He is the President of the Malaysian Institute of Management (MIM) and the Malaysian Branch of the Royal Asiatic Society (MBRAS), member of the Malaysian Equine Council and a council member of the Malaysian Crime Prevention Foundation. In addition, he is the Chairman of the Tun Razak Trust Foundation, a trustee of the Malaysian Liver Foundation and The MCKK Foundation.

Tun Mohammed Hanif holds 5,000 ordinary shares and has a share option to subscribe for 2,185,000 ordinary shares in the Company.

TAN SRI ALWI JANTAN

Executive Director

Tan Sri Alwi Jantan (Malaysian, aged 74), appointed on 10 August 1990, is an Executive Director. A graduate of the University of Malaya with Bachelor of Arts (Honours) Degree, he had a distinguished career in the public service. Prior to joining the Company, he was the Director General of Public Service Malaysia. He holds directorships in other companies within the Resorts World Group, which include three public companies, Genting Golf Course Bhd, Genting Highlands Berhad and Awana Vacation Resorts Development Berhad. In addition, he sits on the Board of UOA Asset Management Sdn Bhd, the manager of the public-listed UOA Real Estate Investment Trust and on the Board of public-listed Hiap Teck Venture Bhd.

Tan Sri Alwi holds 540,000 ordinary shares and has a share option to subscribe for 1,555,000 ordinary shares in the Company.

DIRECTORS' PROFILE (cont'd)

MR QUAH CHEK TIN
Independent Non-Executive Director

Mr Quah Chek Tin (Malaysian, aged 57), appointed on 15 January 2003, was redesignated as an Independent Non-Executive Director on 8 October 2008. He began his career with Coopers & Lybrand, London before returning to Malaysia. He joined the Genting Group in 1979 and has served in various positions within the Group. He was the Executive Director and Chief Operating Officer of the Company as well as the Executive Director of Genting Berhad prior to his retirement on 8 October 2006. He holds a Bachelor of Science (Honours) Degree in Economics from the London School of Economics and Political Science and is a Fellow of the Institute of Chartered Accountants in England and Wales and a member of the Malaysian Institute of Accountants.

In addition, he sits on the Boards of Genting Berhad, Asiatic Development Berhad and Paramount Corporation Berhad.

Mr Quah holds 5,000 ordinary shares in the Company.

TAN SRI WAN SIDEK BIN HJ WAN ABDUL RAHMAN
Independent Non-Executive Director

Tan Sri Wan Sidek bin Hj Wan Abdul Rahman (Malaysian, aged 73), appointed on 28 August 1997, is an Independent Non-Executive Director. Tan Sri Wan Sidek holds a Bachelor of Arts (Honours) Degree in Economics from the University of Malaya. He has vast experience in the civil service where he held several senior posts such as Federal Secretary, Sarawak (1970 - 1974), State Secretary, Pahang (1974 - 1978), Secretary General of the Ministry of Science, Technology & Environment (1981 - 1982), Secretary General of the Ministry of Information (1982 - 1986), Deputy Secretary General in the Prime Minister's Department (1986 - 1988) and Secretary General of the Ministry of Home Affairs Malaysia (1988 - 1990). Between 1990 to 1993, he served as the High Commissioner for Malaysia to the United Kingdom and Ambassador for Malaysia to the Republic of Ireland. He also sits on the Board of I-Power Berhad.

TAN SRI DR. LIN SEE YAN
Independent Non-Executive Director

Tan Sri Dr. Lin See Yan (Malaysian, aged 69), appointed on 27 February 2002, is an Independent Non-Executive Director. He is an independent strategic and financial consultant and a chartered statistician. Tan Sri Dr. Lin received three degrees from Harvard University, including a PhD in economics. He is an Eisenhower Fellow and also Pro-Chancellor, Universiti Sains Malaysia, Professor of Economics (Adjunct) at Universiti Utara Malaysia and Professor of Business & International Finance (Adjunct) at University Malaysia Sabah.

Prior to 1998, Tan Sri Dr. Lin was Chairman/President and Chief Executive Officer of the Pacific Bank Group and for 14 years previously, Deputy Governor of Bank Negara Malaysia (the Central Bank), having been a central banker for 34 years. After retiring as Chairman of EXCO, Khazanah National in 2000, he continues to serve the public interest, including Member, Prime Minister's Economic Council & National Innovation Council as well as the National Committee to Transform Higher Education; and Economic Advisor, Associated Chinese Chambers of Commerce and Industry of Malaysia. He is Chairman Emeritus, Harvard Graduate School Alumni Association Council at Harvard University as well as its Regional Director for Asia, Harvard Alumni Association. He is also President, Harvard Club of Malaysia and an Eisenhower Fellow & Distinguished Fellow, Institute of Strategic and International Studies Malaysia.

Tan Sri Dr. Lin advises and sits on the Boards of a number of publicly listed and private enterprises in Malaysia, Singapore, Hong Kong and Indonesia, including as Independent Director of Genting Berhad, Ancom Berhad, Fraser & Neave Holdings Berhad, Jobstreet Corporation Berhad, KrisAssets Holdings Berhad and Wah Seong Corporation Berhad.

Tan Sri Dr. Lin is a Trustee of Tun Ismail Ali Foundation (PNB), Malaysian Economic Association Foundation and National Cancer Foundation (MAKNA) as well as Mentor Counsellor of the LIN Foundation.

Tan Sri Dr. Lin holds 450,000 ordinary shares in the Company.

DIRECTORS' PROFILE (cont'd)

TAN SRI CLIFFORD FRANCIS HERBERT

Independent Non-Executive Director

Tan Sri Clifford Francis Herbert (Malaysian, aged 67), appointed on 27 June 2002, is an Independent Non-Executive Director. He holds a Bachelor of Arts (Honours) Degree from the University of Malaya and a Masters of Public Administration from the University of Pittsburgh, United States of America. He retired from the civil service in 1997 and at present sits on the Boards of AMMB Holdings Berhad, AmInvestment Bank Berhad, AmIslamic Bank Berhad, AmBank (M) Berhad and Shell Refining Company (Federation of Malaya) Berhad.

Tan Sri Clifford joined the Administrative and Diplomatic Service of the civil service in 1964, serving as an Assistant Secretary in the Public Services Department from 1964 to 1968 and as Assistant Secretary in the Development Administration Unit, Prime Minister's Department from 1968 to 1975. Tan Sri Clifford served in the Ministry of Finance from 1975 to 1997, rising to the post of Secretary General to the Treasury.

During Tan Sri Clifford's tenure in the civil service, he sat on the Boards of the Pepper Marketing Agency, Tourist Development Corporation, Advisory Council of the Social Security Organisation (SOCSO), Aerospace Industries Malaysia Sdn Bhd, Malaysian Highway Authority, Malaysian Rubber Development Corporation (MARDEC), Port Kelang Authority, Kelang Container Terminal Berhad, Bank Industri Malaysia Berhad, Malaysia Export Credit Insurance Ltd, National Trust Fund (KWAN), Kumpulan Khazanah Nasional Berhad, Malaysia Airline System Berhad (MAS), Petroliam Nasional Berhad (PETRONAS), Bank Negara Malaysia and Multimedia Development Corporation Sdn Bhd. He also served as Chairman of the Inland Revenue Board in 1997.

Tan Sri Clifford is also the Chairman of Montfort Boys Town and is also a trustee of Yayasan Nanyang and the National Kidney foundation. He is also a Vice President of the Federation of Malaysian Manufacturers.

Tan Sri Clifford was instrumental in establishing the Securities Commission of which he was a member from 1993 to 1994 and was also a Board member of the Institute of Strategic and International Studies from 1989 to 1997. As Secretary General to the Minister of Finance, he was also appointed as alternate Governor to the World Bank. Tan Sri Clifford was Chairman of KL International Airport Bhd (KLIAB) from 1993 to 1999. On 16 July 2000, he was appointed as Executive Chairman of Percetakan Nasional Malaysia Berhad ("PNMB") and was Chairman of PNMB from 16 July 2002 to 31 December 2006.

GENERAL (R) TAN SRI MOHD ZAHIDI BIN HJ ZAINUDDIN

Independent Non-Executive Director

General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin (Malaysian, aged 61), appointed on 4 August 2005, is an Independent Non-Executive Director. He holds a Masters of Science Degree in Defence and Strategic Studies from the Quaid-I-Azam University, Islamabad, Pakistan and had attended the Senior Executive Programme in Harvard University, United States of America in 2002. He is a Fellow of the Malaysian Institute of Management (MIM).

General (R) Tan Sri Mohd Zahidi has had a distinguished career in the Malaysian Armed Forces for 38 years 11 months, before retiring from the Force on 30 April 2005. During the period as a professional military officer, he served 6 years 4 months as the Malaysian Chief of Defence Forces from 1 January 1999 and as the Chief of the Malaysian Army for one year from 1 January 1998. Most notable appointments in the Armed Forces held were Aide de Camp (ADC) to His Majesty Yang Di-Pertuan Agong Sultan Azlan Shah, Commander Infantry Brigade, Assistant Chief of Staff Human Resources, Commander of Army Training and Doctrine Command, Deputy Chief of Army and Chief of Army. In international duties, General (R) Tan Sri Mohd Zahidi served as a Military Observer under the United Nations International Monitoring Group in Iraq after Iran-Iraq War Ceasefire in 1988/1989. General (R) Tan Sri Mohd Zahidi is also a Director of Asiatic Development Berhad, Cahya Mata Sarawak Berhad, Affin Holdings Berhad, Wah Seong Corporation Berhad, Bandar Raya Developments Berhad and Bintulu Port Holdings Berhad.

General (R) Tan Sri Mohd Zahidi was made a Member of Dewan Negara Perak, elected by DYMM Paduka Seri Sultan Perak on 25 November 2006 and also a Director of Yayasan Sultan Azlan Shah. He was also made a Member of the Malaysian-Indonesian Eminent Persons Group (EPG) elected by the Prime Minister in July 2008.

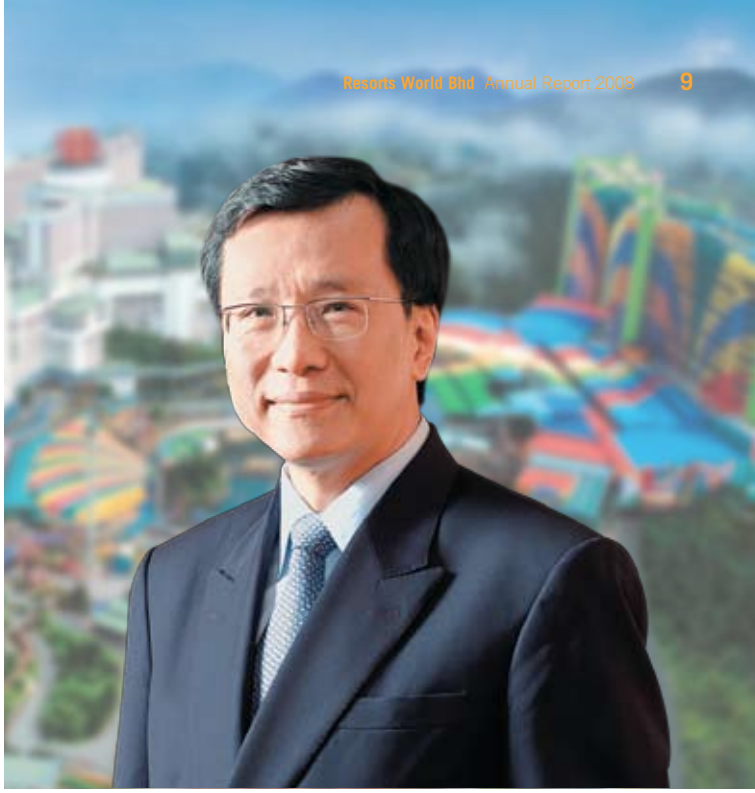
General (R) Tan Sri Mohd Zahidi holds 10,000 ordinary shares in the Company.

Notes:

The details of Directors' attendances at Board Meetings are set out in the Corporate Governance statement on page 28 of this Annual Report.

Save as disclosed, the above Directors have no family relationship with any Director and/or major shareholder of Resorts World Bhd, have no conflict of interest with Resorts World Bhd and have not been convicted for any offence within the past ten years.

CHAIRMAN'S STATEMENT



" We will continue to focus on yield management and maximise operational efficiencies in all our business segments, during this challenging economic environment"

- Tan Sri Lim Kok Thay

On behalf of the Board of Directors, I am pleased to present to you the Annual Report and Audited Financial Statements of Resorts World Bhd ("Company") and its group of companies ("Group" or "We") for the financial year ended 31 December 2008.

PERFORMANCE REVIEW

The year 2008 has been challenging as the financial crisis arising from the meltdown of major global economies began to negatively impact most of the world, including Malaysia.

Despite this, the Group was able to generate a higher revenue of RM4.89 billion, representing a 12% increase from the previous year's revenue of RM4.35 billion. The improved revenue is mainly attributable to the stronger underlying performance of the leisure and hospitality segment as a result of higher business volume and better luck factor from the premium player business.

The Group's profit before tax of RM1.13 billion was 41% lower in 2008 (2007: RM1.91 billion), primarily due to an impairment loss of RM781.5 million relating to the investment in Star Cruises Limited ("SCL").

FINANCIAL HIGHLIGHTS

Year ended 31 December	2008 RM million	2007 RM million	Change %
Operating revenue	**4,886.7**	4,352.3	12.3%
Profit from operations	**1,127.9**	1,936.1	(41.7)%
Profit before taxation	**1,127.0**	1,912.1	(41.1)%
Profit after taxation	**634.0**	1,555.3	(59.2)%
Profit attributable to Shareholders	**634.4**	1,555.7	(59.2)%
Shareholders' equity	**8,317.8**	8,189.0	1.6%
Total assets	**9,422.9**	9,341.5	0.9%
Basic earnings per share (sen)*	**11.06**	27.42	(59.7)%
Diluted earnings per share (sen)*	**10.99**	26.48	(58.5)%
Gross dividend per share (sen)	**7.00**	6.48	8.0%
Dividend cover (times)	**2.1**	5.7	(63.2)%
Net assets per share (RM)	**1.45**	1.43	1.4%
Return (after tax and minority interests) on average shareholders' equity (%)	**7.7**	21.5	(64.2)%

* *Computed based on profit after taxation and minority interests*

The cumulative fair value loss, which was represented by the decline in SCL's share price, was recognised in the 2008 income statement in compliance with Financial Reporting Standard 139 (Financial Instruments : Recognition and Measurement). Also, the previous year's profit before tax had included a one-off gain on part-disposal of equity investment in SCL of RM337.1 million, gain on dilution of investment in SCL of RM81.0 million and a share of loss in SCL of RM63.1 million. Excluding these items, the Group's profit before tax for 2008 would have been 23% higher than the previous year's profit before tax, in tandem with its increased revenue.

DIVIDENDS

We have consistently sought to balance dividend payout with fund preservation for future investment in business growth. An interim dividend of 3.0 sen less 26% tax per ordinary share of RM0.10 each ("Share") amounting to RM127.75 million was paid on 21 October 2008.

The Board has recommended a final gross dividend of 4.0 sen per Share, for the approval of shareholders at the forthcoming 29th Annual General Meeting. Total gross dividend per Share in 2008 would thus amount to 7.0 sen (2007: 6.48 sen).

CORPORATE DEVELOPMENTS

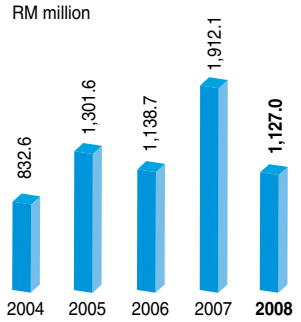
The Group undertook the following corporate exercises in 2008, in chronological order.

On 30 April 2008, the Group through its subsidiary completed the sale of its entire equity interest of 6.16% in Genting International P.L.C. to the Company's shareholders and raised approximately RM522.5 million in cash.

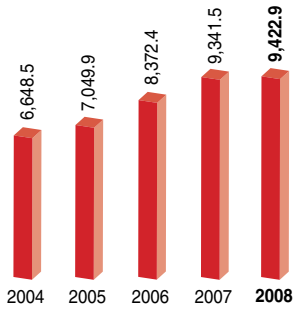
On 23 June 2008, the Company obtained its shareholders' renewed authorisation at the 28th Annual General Meeting for the Company to purchase and/or hold its own shares of an aggregate amount of up to 10% of its prevailing issued and paid-up share capital at any time. As at 23 April 2009, the Company had purchased 182.8 million of its own shares for a total consideration of RM634.3 million.

CHAIRMAN'S STATEMENT (cont'd)

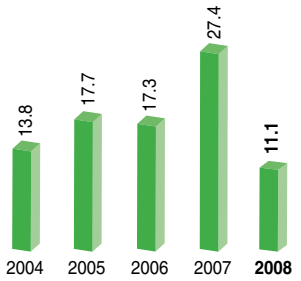
PROFIT BEFORE TAXATION
RM million



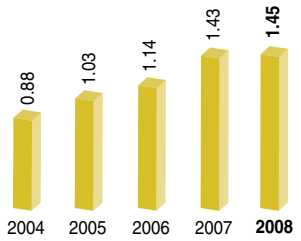
TOTAL ASSETS
RM million



BASIC EARNINGS PER SHARE*
Sen



NET ASSETS PER SHARE*
RM



* *adjusted for share split*

On 17 December 2008, the Group completed its acquisition of a 10% equity stake in Walker Digital Gaming LLC, a US limited liability company principally involved in developing, protecting and commercialising patents attributable to the gaming industry. The investment is expected to allow the Group to align itself with one of the leading innovators in proprietary gaming products to meet the increasingly advanced gaming technology being adopted globally as well as broaden its earnings base.

CORPORATE SOCIAL RESPONSIBILITY

We place great emphasis on our role as an exemplary corporate citizen. The Group's corporate social responsibility (CSR) programme reflects the Group's position as a leading corporation in the leisure and hospitality industry where it provides responsible world-class entertainment within a sustainable business environment. As testament to the Group's commitment, the Group's performance ranks in the leading band in the Bursa Malaysia Corporate Social Responsibility survey 2008. We aim to exceed industry standards in all aspects of management, operations and procedures in the areas of Environment, Marketplace, Workplace and Community, yet not forgetting to fulfill our core responsibilities to our stakeholders.

A separate section in this Annual Report highlights our key corporate social responsibility activities in 2008.

PROSPECTS

Prospects in 2009 will be challenging as the adverse global economic situation has impacted the leisure and hospitality industry. We will nevertheless continue to focus on yield management and maximise operational efficiencies in all our business segments. Genting Highlands Resort will continue to provide exciting and affordable leisure and entertainment activities to mitigate any decline in visitations. Commitment to provide excellent service to our guests and visitors will remain one of our key priorities.

We will also look for strategic opportunities that may arise from these challenging times that will provide long-term growth and expansion plans for the Group.

APPRECIATION

I would like to take this opportunity to thank our distinguished members of the Board, who have provided valuable insights and guidance to the Group during the year.

On behalf of the Board, I am pleased to announce the re-designation of Mr. Quah Chek Tin as Independent Non-Executive Director of the Company from Non-Independent Non-Executive Director with effect from 8 October 2008.

I would like to welcome Ms. Elaine Loh Bee Hong who joined the Group on 1 May 2008, as Company Secretary of the Company. Ms. Loh has had more than 18 years of secretarial experience.

My gratitude goes out to all our customers, shareholders, business associates and authorities for their continued trust and belief in the Group. I greatly anticipate working together with you as we seek to enhance our success and achieve greater heights. I also extend heartfelt thanks to the employees of the Group for their loyalty, dedication and commitment that have been instrumental in the Group's ongoing success.

TAN SRI LIM KOK THAY
Chairman
23 April 2009

PENYATA PENGERUSI

"Kami bertekad untuk terus memberi fokus kepada pengurusan hasil dan memaksimumkan kecekapan operasi dalam semua segmen perniagaan di persekitaran ekonomi yang mencabar."

- Tan Sri Lim Kok Thay

Bagi pihak Lembaga Pengarah, saya dengan sukacitanya membentangkan Laporan Tahunan dan Penyata Kewangan yang telah Diaudit bagi Resorts World Bhd ("Syarikat") dan kumpulan syarikat-syarikat ("Kumpulan" atau "Kami") untuk tahun kewangan berakhir 31 Disember 2008.

SEMAKAN PRESTASI

Tahun 2008 adalah mencabar berikutan krisis kewangan yang muncul akibat kemerosotan ekonomi-ekonomi utama dunia mula memberi kesan negatif kepada kebanyakan negara, termasuk Malaysia.

Namun begitu, Kumpulan berjaya menjana perolehan yang lebih tinggi sebanyak RM4.89 bilion, iaitu peningkatan sebanyak 12% berbanding perolehan tahun sebelumnya sebanyak RM4.35 bilion. Perolehan yang lebih cemerlang ini didorong terutamanya oleh prestasi asas yang lebih kukuh dalam segmen peranginan dan keraian berikutan peningkatan jumlah perniagaan dan faktor nasib yang lebih baik daripada perniagaan pelanggan premium.

Keuntungan sebelum cukai Kumpulan sebanyak RM1.13 bilion adalah 41% lebih rendah pada 2008 (2007: RM1.91 bilion), disebabkan terutamanya oleh kerugian kemerosotan sebanyak RM781.5 juta berkaitan pelaburan dalam Star Cruises Limited ("SCL"). Kerugian nilai wajar terkumpul, yang dicerminkan oleh penurunan dalam harga saham SCL, telah dinyatakan dalam penyata pendapatan 2008 selaras dengan pematuhan Piawaian Pelaporan Kewangan 139 (Instrumen Kewangan: Penyataan dan Penilaian). Di samping itu, keuntungan sebelum cukai tahun sebelumnya telah merangkumi keuntungan satu-kali daripada pelupusan sebahagian pelaburan ekuiti dalam SCL sebanyak RM337.1 juta, keuntungan daripada pengurangan pelaburan dalam SCL sebanyak RM81.0 juta dan sebahagian daripada kerugian dalam SCL sebanyak RM63.1 juta. Tanpa mengira butiran-butiran ini dan selaras dengan perolehan yang meningkat, keuntungan sebelum cukai Kumpulan bagi 2008 adalah 23% lebih tinggi daripada keuntungan sebelum cukai tahun sebelumnya.

SOROTAN KEWANGAN

Tahun berakhir 31 Disember	2008 RM juta	2007 RM juta	Beza %
Perolehan operasi	**4,886.7**	4,352.3	12.3%
Untung daripada operasi	**1,127.9**	1,936.1	(41.7)%
Untung sebelum cukai	**1,127.0**	1,912.1	(41.1)%
Untung selepas cukai	**634.0**	1,555.3	(59.2)%
Untung boleh agih kepada Pemegang Saham	**634.4**	1,555.7	(59.2)%
Ekuiti pemegang saham	**8,317.8**	8,189.0	1.6%
Jumlah aset	**9,422.9**	9,341.5	0.9%
Perolehan asas sesaham (sen)*	**11.06**	27.42	(59.7)%
Perolehan bersih sesaham (sen)*	**10.99**	26.48	(58.5)%
Dividen kasar sesaham (sen)	**7.00**	6.48	8.0%
Liputan dividen (kali)	**2.1**	5.7	(63.2)%
Aset bersih sesaham (RM)	**1.45**	1.43	1.4%
Pulangan (selepas cukai dan kepentingan minoriti) per purata ekuiti pemegang saham (%)	**7.7**	21.5	(64.2)%

* *Dikira berasaskan untung selepas cukai dan kepentingan minoriti.*

DIVIDEN

Kami sentiasa mengekalkan keseimbangan di antara dividen yang dibayar dengan peruntukan dana untuk pelaburan bagi perkembangan perniagaan di masa hadapan. Dividen interim sebanyak 3.0 sen sesaham biasa RM0.10 ("Saham") ditolak cukai 26% untuk jumlah RM127.75 juta telah dibayar pada 21 Oktober 2008.

Lembaga Pengarah telah mencadangkan dividen kasar akhir sebanyak 4.0 sen seSaham, untuk kelulusan para pemegang saham pada Mesyuarat Agung Tahunan Ke-29. Dengan itu, jumlah dividen kasar seSaham bagi tahun 2008 adalah sebanyak 7.0 sen (2007: 6.48 sen).

PEMBANGUNAN KORPORAT

Pada tahun 2008, Kumpulan telah melaksanakan beberapa aktiviti korporat, mengikut turutan di bawah.

Pada 30 April 2008, Kumpulan melalui subsidiarinya telah menyelesaikan penjualan keseluruhan kepentingan ekuitinya sebanyak 6.16% dalam Genting International P.L.C. kepada pemegang saham Syarikat, dengan itu mengumpulkan kira-kira RM522.5 juta dalam tunai.

Pada 23 Jun 2008, Syarikat telah memperoleh kelulusan semula daripada pemegang saham pada Mesyuarat Agung Tahunan ke-28, untuk membeli balik dan/atau memegang sahamnya sendiri untuk jumlah terkumpul sehingga 10% daripada modal saham terbitan dan berbayar semasa, pada bila-bila masa. Setakat 23 April 2009, Syarikat telah membeli balik 182.8 juta saham sendiri dengan jumlah bayaran RM634.3 juta.

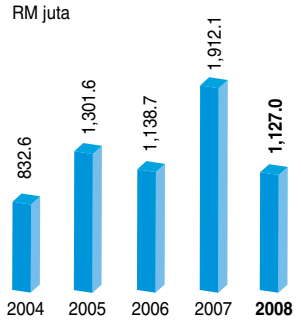
Pada 17 Disember 2008, Kumpulan menyelesaikan pemerolehan 10% pegangan ekuiti dalam Walker Digital Gaming LLC, sebuah syarikat liabiliti terhad Amerika yang terlibat dalam pembangunan, perlindungan dan pengkomersialan paten berkaitan dengan industri perjudian. Pelaburan ini dijangka akan membolehkan Kumpulan untuk menyelaras kedudukannya dengan salah satu peneraju keluaran produk perjudian utama bagi memenuhi permintaan teknologi perjudian yang semakin maju yang diadaptasi secara global dan untuk meluaskan dasar perolehannya.

TANGGUNGJAWAB SOSIAL KORPORAT

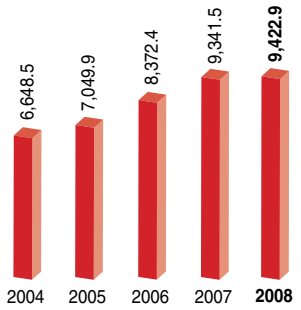
Kami memberi penekanan utama dalam peranan sebagai warga korporat yang dicontohi. Program tanggungjawab sosial korporat (CSR) Kumpulan menyaksikan kedudukan Kumpulan sebagai peneraju korporat dalam industri peranginan dan keraian di mana ia menawarkan hiburan bertaraf dunia yang bertanggungjawab dalam persekitaran perniagaan yang mapan. Sebagai bukti komitmen Kumpulan, prestasi Kumpulan telah ditarafkan dalam golongan teratas dalam kajian tanggungjawab sosial korporat Bursa Malaysia 2008. Kami bertekad untuk menjangkaui piawaian industri dalam semua aspek pengurusan, operasi dan prosedur bagi Persekitaran, Tempat Pasaran, Tempat Kerja dan Komuniti, tanpa mengabaikan tanggungjawab utama kepada para pemegang kepentingan kami.

Seksyen yang berasingan di dalam Laporan Tahunan ini mengemukakan aktiviti utama tanggungjawab sosial korporat kami pada 2008.

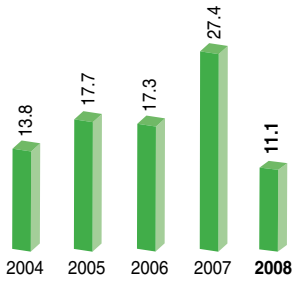
UNTUNG SEBELUM CUKAI
RM juta



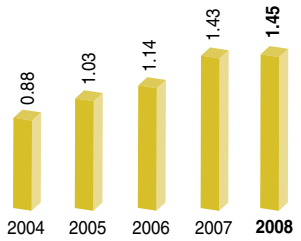
JUMLAH ASET
RM juta



PEROLEHAN ASAS SESAHAM*
Sen



ASET BERSIH SESAHAM*
RM



* *diselaras untuk pecahan saham*

PROSPEK

Prospek untuk 2009 kekal mencabar kesan daripada kemelesetan ekonomi global yang menjejaskan industri peranginan dan keraian. Namun, kami bertekad untuk terus memberi fokus kepada pengurusan hasil dan memaksimumkan kecekapan operasi dalam semua segmen perniagaan. Genting Highlands Resort akan terus menyediakan aktiviti-aktiviti peranginan dan hiburan yang menarik dengan harga yang berpatutan bagi mengekang sebarang penurunan dalam lawatan. Komitmen untuk menyediakan perkhidmatan yang cemerlang kepada pelanggan dan pelawat kekal menjadi salah satu keutamaan kami.

Kami juga akan mencari peluang-peluang strategik yang mungkin muncul pada masa yang mencabar ini yang akan memberikan pertumbuhan dan perancangan perkembangan jangka panjang untuk Kumpulan.

PENGHARGAAN

Saya ingin mengambil peluang ini untuk mengucapkan terima kasih kepada ahli Lembaga Pengarah yang dihormati, yang telah memberikan pendapat dan bimbingan yang bernilai kepada Kumpulan sepanjang tahun ini.

Bagi pihak Lembaga Pengarah, sukacitanya saya mengumumkan penjawatan-semula En. Quah Chek Tin sebagai Pengarah Bukan-Eksekutif Bebas Syarikat daripada Pengarah Bukan-Eksekutif Bukan-Bebas bermula dari 8 Oktober 2008.

Saya ingin mengalu-alukan Puan Elaine Loh Bee Hong yang menyertai Kumpulan pada 1 Mei 2008, sebagai Setiausaha Syarikat kepada Syarikat. Puan Loh mempunyai lebih daripada 18 tahun pengalaman dalam bidang kesetiausahaan.

Penghargaan saya turut ditujukan kepada semua pelanggan, pemegang saham, rakan niaga dan pihak berkuasa, atas kepercayaan dan keyakinan mereka terhadap Kumpulan. Saya amat mengharapkan kerjasama berterusan daripada anda semua dalam usaha kami untuk mempertingkatkan kejayaan dan mencapai kecemerlangan yang lebih tinggi. Saya juga merakamkan penghargaan ikhlas saya kepada kakitangan Kumpulan atas kesetiaan, dedikasi dan komitmen yang telah memainkan peranan penting dalam kejayaan berterusan Kumpulan.

TAN SRI LIM KOK THAY
Pengerusi
23 April 2009

主席文告

“在充满挑战的经济环境下，我们将继续专注效益管理，力求各项业务达到最高营运效率。”

– 丹斯里林国泰

本人谨代表董事部向您呈献名胜世界有限公司（以下简称“本公司”）与其集团成员公司（以下简称“本集团”或“我们”）截至2008年12月31日的年度报告及已审核财政报告。

业绩回顾

随著主要经济体的金融危机对全球经济形成冲击，马来西亚也无法幸免地面对负面影响，2008年可算是一个充满挑战的年头。

尽管如此，本集团仍取得更高的四十八亿九千万令吉营运收入，比前一年的四十三亿五千万令吉增加了12%。营运收入改善，主要归功于云顶胜地业务量增加再加上在赌场豪客业务享有更佳运气，带动了休闲与酒店组业务所致。

本集团2008年税前盈利下跌41%至十一亿三千万令吉（2007年：十九亿一千万令吉），这主要是丽星邮轮投资相关的七亿八千一百五十万令吉减值亏损所致。按照丽星邮轮股价跌幅所计算的合理价值累积亏损，已根据财务报告準则第139準则（金融工具-确认与计量）在2008年综合收益表确认。同时，前一年的税前盈利包括了脱售丽星邮轮部分股权的叁亿叁千七百一十万令吉一次过赚利、稀释丽星邮轮投资的八千一百万令吉赚利，以及分摊丽星邮轮的六千叁百一十万令吉亏损。若不包括这些项目，本集团2008年的税前盈利，反比前一年的税前盈利高出23%，与营运收入增加的步伐一致。

财政重点

截至2008年12月31日财政年	2008年 百万令吉	2007年 百万令吉	差额 %
营运收入	**4,886.7**	4,352.3	12.3%
营运盈利	**1,127.9**	1,936.1	(41.7)%
税前盈利	**1,127.0**	1,912.1	(41.1)%
税後盈利	**634.0**	1,555.3	(59.2)%
归股东盈利	**634.4**	1,555.7	(59.2)%
股东股权	**8,317.8**	8,189.0	1.6%
总资产	**9,422.9**	9,341.5	0.9%
每股基本收益（仙）*	**11.06**	27.42	(59.7)%
每股稀释收益（仙）*	**10.99**	26.48	(58.5)%
每股毛股息（仙）	**7.00**	6.48	8.0%
股息支付率（倍）	**2.1**	5.7	(63.2)%
每股净资产（令吉）	**1.45**	1.43	1.4%
平均股东股权（在扣税与扣除少数股东利益後）的回酬（%）	**7.7**	21.5	(64.2)%

** 根据扣税与扣除少数股东利益後盈利计算。*

股息

我们在派息的同时，保留部分资金作为未来投资与业务扩展之用，以让两者维持合理的平衡。我们已於2008年10月21日，为每股面值10仙普通股支付3.0仙中期股息（须扣除26%税务），总值高达一亿二千七百七十五万令吉。

董事部所建议的每股面值10仙普通股取得4.0仙，并将在来临的第二十九届股东大会提出，由股东批准。2008年分发的每股息股息总额为7.0仙（2007年：6.48仙）。

企业发展

本集团於2008年进行了以下企业计划，下列摘要乃按时间顺序排列。

在2008年4月30日，本集团通过一家子公司完成脱售云顶国际有限公司全部的6.16%股权给本公司股东，并筹措到五亿二千二百五十万令吉现金。

在2008年6月23日，本公司在第二十八届股东大会取得股东重新授权，以随时收购与/或持有本身股票，累积之数可达到现有发行与缴足本的10%。截至2009年4月23日，本公司总共以六亿三千四百三十万令吉价格，收购了一亿八千二百八十万股本身股票。

在2008年12月17日，本集团完成收购美国 Walker Digital Gaming 公司10%股权，後者从事博采业的专利开发、保障与商业化等业务。这项收购可让本集团与名列博彩专利产品的首要革新者之一结盟，以迎合全球日益先进的博采科技，并扩大其盈利基础。

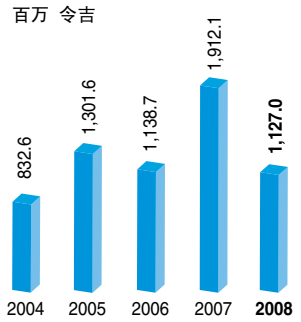
企业社会责任

我们竭尽所能树立企业公民之优良典范。本集团的企业社会责任计划，反映出本集团作为休闲与酒店业之佼佼者的地位，我们在可持续营运的业务环境下，负责任地提供一流娱乐。我们的绩效排名，在马来西亚交易所2008年的企业社会责任调查中名列前茅，正是本集团秉持承诺的最佳证明。我们致力于在环境、市场、工作场所与社区之管理、营运与程序上超越业界标准，同时也全力以赴地兼顾我们对利益相关者之重要责任。

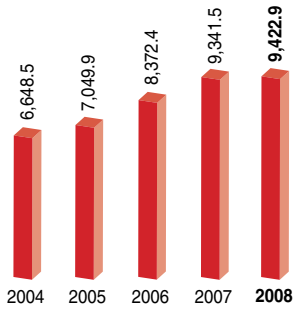
此报告另僻专页，重点介绍我们於2008年履行企业社会责任之主要活动。

主席文告

税前盈利
百万 令吉



总资产
百万 令吉



每股基本收益*
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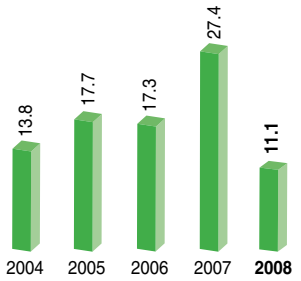

每股净资产
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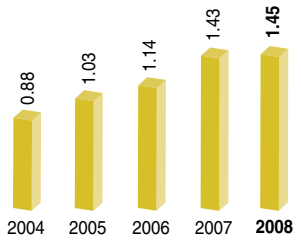

* 經調整股票分拆

前景

有鉴于全球经济的不利局势已对休闲与酒店业形成冲击，因此2009年的前景将充满挑战。然而我们将继续专注效益管理并力求各项业务达到最高营运效率。云顶高原胜地将继续提供引人入胜与能力可及的休闲与娱乐活动，以缓和游客减少的现象。我们的重要任务之一仍是为宾客与游客提供最卓越服务。

我们将留意当前挑战所带来的任何策略契机，以作为本集团长期成长与扩充的计划。

致谢

本人谨此对董事局成员过去一年来为本集团提供的宝贵意见与指导，致以万分谢意。

本人谨代表董事部，欣然宣佈柯建伯先生自2008年10月8日起，从本公司非独立非执行董事调任为独立非执行董事。

本人欢迎卢美凤女士於2008年5月1日加盟本集团成为本公司的公司秘书。卢女士拥有逾十八年的秘书行政经验。

对於我们的顾客、股东、商业同仁、各有关当局，一直以来给予本集团的支持与信赖，本人谨此表达由衷感谢。在本集团茁壮成长、迈向另一顶峰之际，我们衷心期望能继续获得您的鼎力支持。我要在此衷心感谢本集团的全体员工，一直以来忠心耿耿、专注一致与孜孜不倦地付出，为本集团的成就作出卓著贡献。

丹斯里林國泰
主席
2009年4月23日

Come visit "Genting - City of Entertainment", the only city in Malaysia that "never sleeps". It offers six hotels with 10,000 rooms and a myriad of leisure, business and fun-filled activities that span over 90 food and beverage, 80 retail outlets, over 60 fun rides and attractions, world-class convention and mega show venues and much more. Be entertained at Asia's leading integrated resort.

REVIEW OF OPERATIONS

Genting Highlands Resort

GENTING HIGHLANDS RESORT

GENTING - CITY OF ENTERTAINMENT

www.genting.com.my

Genting Highlands Resort ("Resort") is one of the world's leading integrated resort and one of the most popular tourist destinations in Malaysia. It is a three-time winner of World's Leading Casino Resort (2005, 2007 and 2008) and a four-time consecutive winner of Asia's Leading Casino Resort (from 2005 to 2008) by World Travel Awards, reflecting its consistency in delivering world-class products and service excellence.

World's Leading Casino Resort
Asia's Leading Casino Resort
Asia's Leading Family Resort
(World Travel Awards 2008)

The Resort received 19.2 million visitors in 2008, of which 27% were hotel guests and 73% were day-trippers. Approximately 6% of total visitors were Singaporean hotel guests, as the largest single segment. Visitors from India, Middle East, Taiwan, Vietnam, Indonesia and other regional countries continue to arrive in significant numbers, joining local Malaysian visitors whose numbers remain robust. Tourist arrivals to Malaysia totaled 22.1 million in 2008 (2007: 21.0 million), according to Tourism Malaysia.

With its tagline "Genting - City of Entertainment", the Resort is a prime destination for world-class shows and international performances, held at its three mega entertainment venues. **Genting International Showroom** (1,600 capacity), **Pavilion** (2,000 capacity) and **Arena of Stars** (6,000 capacity) hosted some of the best performers from the East and West in 2008.

The Resort's resident show DREAMZ received overwhelming response, leading to a six-month extension into 2009. The daily show features the elusive white tiger and white lion, with an internationally-assembled cast showcasing their illusions, motorcycle stunts and acrobatic performances.

The Arena of Stars played host to the MTV Asia Awards 2008, Southeast Asia's most popular music awards event, which attracted popular artistes from around the world including the Pussycat Dolls, Leona Lewis, One Republic, Panic At The Disco, Jared Leto, Karen Mok and Super Junior. This event was broadcasted to nine countries for over 80 million viewers and showcased the entertainment offerings of the Resort to the world.

DREAMZ

REVIEW OF OPERATIONS (cont'd)

Arena of Stars

Here and Now Tour 2008 - The Best of 80's

Chinese music fans were treated with the performances of various superstars from Hong Kong and Taiwan. The year kicked off with three days of full-house concerts featuring Jacky Cheung, followed by Sam Hui, Emil Chou, Alan Tam, Hacken Lee, Fei Yu Ching, Liza Wang, Joey Yung, Sammi Cheng, May Day, Vinci, Justin Lo, FIR and Leo Ku. Fans of Western artistes were also treated to world-class performers including Missy Elliot, Click 5, Tony Orlando, Kenny G and The Osmonds. One highly-anticipated event was the "Here and Now Tour 2008 - The Best of 80's" concert that featured Paul Young, Limahl, Bananarama, Johnny Hates Jazz and Howard Jones.

The Resort also hosted successful collaborations such as Taiwanese Greatest Hits, Anugerah Bintang Popular and Eric Tsang Super Show, which provided variety and choices in terms of entertainment, for the Resort's vast customer base. Charity-based concerts such as "Magic Mirror - The Musical" and the New York Harlem Singers were also held.

The Osmonds

Magic Mirror - The Musical

REVIEW OF OPERATIONS (cont'd)

Maxims Genting

M Spa & Fitness

HOTELS

During the year under review, the five hilltop hotels (**Maxims Genting** (formerly Genting Hotel), **Highlands Hotel, Resort Hotel, Theme Park Hotel** and **First World Hotel**) achieved an overall average occupancy of 90%, with over 2.6 million room nights sold.

The Resort is continually refurbished and enhanced to provide our guests with the most up-to-date facilities and a high level of customer service. In 2008, the bulk of refurbishment works focused on Maxims Genting and Resort Hotel.

Maxims Genting, the Resort's premier flagship hotel, converted a further three floors covering 168 rooms to Maxims Suites during the year, and now has 11 floors covering 248 suites under the "Maxims" brand. Maxims Club, Suites and Residences have been heavily refurbished and redesigned to provide guests with complete comfort, privacy and exclusivity. Maxims Residences offer panaromic views of the highlands and comprise the Royal Suite (over 13,000 square feet), Presidential Suite (over 9,600 square feet) and Ambassador Suite (over 2,600 square feet). The Residences are the ultimate in extravagance, lavishly furnished and fully equipped with state-of-the-art facilities. During the year, Maxims Genting introduced a "one touch button for service" system to further enhance its premium personal butler service.

The concourse way between Highlands Hotel and Maxims Genting was upgraded to complement the new interior designs of the renovated food and beverage ("F&B") outlets in 2008. **Resort Hotel** was upgraded to feature a newly-renovated lobby, a 24-hour reception counter, upgraded corridors and 147 rooms with interior facelifts and reconfigurations to reflect stylish contemporary design.

First World Hotel & Plaza, comprising First World Hotel and First World Plaza is the only leisure, shopping and entertainment venue that enjoys cool fresh highlands air.

During the year, two floors of **First World Hotel** with 324 rooms were renovated and upgraded from standard to deluxe rooms. Another 60 rooms were refurbished into World Club rooms with deluxe facilities. First World Hotel's keycard system was integrated with the Genting Hospitality Management System (GhpMS) in 2008 to provide automated key issuance to reduce check-in time and increases front office efficiency. The use of the Genting WorldCard as room keycards for members was introduced in First World Hotel and in Highlands Hotel during the year.

First World Hotel

REVIEW OF OPERATIONS (cont'd)

Genting International Convention Centre

CONVENTIONS

Genting International Convention Centre (GICC) at the First World Hotel & Plaza spans over 150,000 square feet. GICC is one of the most sought-after venues for business events, and holds local and international meetings, incentives, conventions and exhibitions (MICE). Its Grand Ballroom is Malaysia's largest column-free hall which can host over 6,000 people in theatre-style seating. The Convention Hall can be split into three smaller halls. GICC also has 18 meeting rooms equipped with high-tech features including built-in LCD projectors, motorised screens, touch panel control systems and the latest video conferencing equipment. Its new Business Centre is equipped with modern business facilities such as secretarial services, facsimile, telephones and Internet access. Major conventioneers at GICC during the year included the International Olympic Council, Network J&J, Nasa Oil Dealers, American International Assurance and Nu Skin.

In 2008, the MICE Privilege Card was introduced to conventioneers for discounts on F&B, leisure facilities and shows.

FOOD & BEVERAGE

The Resort housed a total of 102 F&B outlets offering diners local and international cuisine choices. 43 outlets were operated by the Group, catering to over 13.7 million covers in 2008. New F&B outlets opened in 2008 included Shanghai 10 with its innovative take on Shanghai food, and Vietnam House offering Vietnamese cuisine.

Various food promotions such as A Taste of Malaysia, Best of India, Indochina - An Intriguing Flavor, Singapore Hawker Food Promotion, Fruits & Food Promotion, Perak Food Promotion, Sarawak Food Promotion, The Best of Melaka, A Taste of Vietnam, A Taste of Thai, Made In Australia, Champagne & Oyster Promotion were organised during the year at dining havens such as First World Café, Resort Café, Restoran Kampong, Coffee Terrace, VIP Restaurant, Good Luck Restaurant and the award-winning The Olive.

The Resort's participation in the Malaysian International Gourmet Festival 2008 saw Chef Eric Lee of the Imperial Rama from Highlands Hotel, and Executive Chef Oliver Lopez of The Olive from Maxims Genting showcasing their culinary skills. The teams won four Awards of Excellence for "Best Marketed Restaurant", "Most Creative Dining Experience", "Most Creative Restaurant Station" and "Most Creative Food Presentation".

As part of the Resort's continuous efforts to provide excellent dining experiences, Chef Anton Mosimann of *Mosimann's of London* and Chinese Master Chef Sam Leong from the famous *Tung Lok Group*, were brought back by popular demand. Chef John King, featuring authentic British cuisine, from *Crockford's of London*, was the first of many joint culinary programmes planned for the future.

Club Elite

The Olive

REVIEW OF OPERATIONS (cont'd)

SHOPPING

First World Plaza is the highest shopping destination in Malaysia covering 500,000 square feet in area. The Plaza houses over 50 retail shops, 60 F&B outlets, 25 fun rides and six themed boulevards. During the year, new retail outlets including Lazo Diamond joined existing outlets such as Adidas, World Of Cartoons, Padini Concept Shop, F.O.S. Clothing, The Body Shop, OSIM, Lovely Lace, Bonia and many more.

Genting Times Square continued to host numerous local cultural performances, international magic shows, artiste showcases, festive celebration specials, fashion shows and event launches in 2008.

Universal Walk was a popular venue for numerous arts & cultural showcases, lifestyle & fashion fairs, and themed promotions in 2008, such as Chinese New Year Fair, SQE Valentine's Roadshow, Thai Songkran Festival, Colourful Yunnan Passion of China Art Cultural Fair, Tenants' Sale cum Malaysia Mega Sale Roadshow, Hari Raya Fair, Bumcity Roadshow, Batik Charity Showcase, OSIM Roadshow and The Nature of Inner Mongolia Showcase.

First World Plaza

The "Charming Vietnam" event was held in April-May 2008, showcasing an array of traditional musical and dance performances, fashion shows, Vietnamese water puppet show, Vietnamese martial arts demonstration and a bazaar featuring a variety of arts and craft, apparels and authentic Vietnamese food. Launched by Malaysia's Ministry of Unity, Culture, Arts and Heritage in cooperation with Vietnam's Ministry of Foreign Affairs and Ministry of Culture, Sports and Tourism, the event served to further increase regional cultural exchange activities.

Annual countdown parties for Christmas Eve and New Year's Eve were extremely popular and well-attended by revellers at the Resort in 2008. Throughout the year, live-band music, dancing performances, pyrotechnic fireworks and confetti displays were held at the indoor party celebrations at the First World Plaza to provide many enjoyable and memorable moments.

The Nature of Inner Mongolia Showcase

Thai Songkran Festival

Genting TImes Square

Genting Theme Park - Fun at the Peak

GENTING THEME PARK

Genting Theme Park has over 60 rides and attractions, catering for all age groups. As the winner of the Hospitality Asia Platinum Awards (HAPA) Tourist Attraction of The Year 2007/2008, it is also certified with the Quality Management System Standards ISO 9001:2000 from Lloyds's Register Quality Assurance Ltd.

In 2008, the theme park adopted the Rainforest theme to beautify the park with various flora and fauna that suited the highlands climate - "a-park-within-a-park" concept. The theme park was lit up in the evenings with additional lighting effects for unique night experiences. As one of the premier theme parks in the region, improvements were made to existing and new rides to ensure refreshing experiences and excitement for the entire family. Park rides are continuously refurbished to ensure safe and optimal working conditions for maximum enjoyment.

First World Indoor Theme Park is located within the First World Plaza, amongst the retail and F&B outlets. The Motion Master Theatre, being the first in Malaysia to present a 4D movie experience, now has new movie titles 'The Adventures of Jett and Jin' and 'Monsters of the Deep'.

Outdoor Theme Park featured new attractions in 2008 including the 3D Archery Paintball at the Magic Mountain and Beryl's Chocolate Wonderland. The Chocolate Wonderland is a quaint conservatory of 3,000 square feet storing the finest chocolates made from Ghanaian chocolate beans, and features a chocolate garden, chocolate wishing well and a chocolate factory. Events held annually at the park include the Genting Theme Park Annual Passport WorldCard members Birthday Bash and the Giant Mascot Party hosted by Tabby & Friends.

TRANSPORT

The Group places great emphasis on road safety and convenience for travel to and from the Resort, which is situated 51km and a 45-minute drive away from Kuala Lumpur. The Resort is easily accessible through a mature road network supported by well-developed infrastructure. In 2008, tour bus services were initiated to penetrate new areas in Selangor for travelers to the Resort. The "Go Genting RM38" bus package with return transfers was launched for northern and southern Selangor. For the convenience of WorldCard members, the Group's express bus counters at Puduraya, Pasar Rakyat, KL Sentral, Putra LRT Gombak station, 1 Utama and Kajang now accept bus ticket redemptions using WorldCard points.

Resort visitors continued to travel in comfort and style, as the Group carried out an on-going limousine replacement plan to upgrade its premium limousines. Three units each of Mercedes Benz S300 and Toyota Alphard MPV were added, with the Standard fleet upgraded in 2008 to include eight units of the latest Toyota Camry 2.4V, to make up a fleet total of 47 prestigious limousines.

The popular Genting Skyway, as Southeast Asia's longest and fastest mono-cable car system, provides an exhilarating ride to the Resort, with a beautiful view of tropical rainforest along the way.

By air, esteemed WorldCard members and guests have flown to the Resort from all over the world in the Group's Gulfstream G450 private jet aircraft.

For travel within the Resort itself, shuttle services between Highlands Hotel and First World Hotel have been extended in terms of time and service frequency. During the year, visitors to the Chin Swee Caves Temple began enjoying free hourly shuttle bus services from the Highlands Hotel.

Beryl's Chocolate Wonderland

Chauffer-driven Mercedes-Benz limousines

REVIEW OF OPERATIONS (cont'd)

Awana Genting

AWANA HOTELS & RESORTS

www.awana.com.my

The Awana Hotels & Resorts comprise three beautifully-designed resort properties in Malaysia, and achieved an overall occupancy rate of 65% in 2008 (2007:69%).

Awana Genting Highlands Golf & Country Resort ("Awana Genting")

Nestled in pristine greenery at 3,000 feet above sea level, Awana Genting is a haven for families, golfers, conventioneers, eco-sports lovers and anyone seeking for quiet repose, cool fresh air and breathtaking natural panoramas. Situated close to a host of entertainment facilities at Genting Highlands Resort, Awana Genting has 430 guest rooms, 17 function rooms with a grand ballroom and an 18-hole championship golf course, for which its Hole 4 has been selected as the Most Scenic Hole, by Par Golf Magazine.

Awana Genting has abundant natural greenery, stunning hillside landscapes and plenty of opportunities for sustainable eco-activities. During the year, two new programmes were introduced, namely the Moonlight Walk Tour and Nature Discovery Package. The Moonlight Walk Tour provides visitors with an opportunity to experience the resort's natural surroundings at night. The Nature Discovery Package is designed to promote areas surrounding the resort and to create attractive activities for in-house guests. In November 2008, the 'Genting Trailblazer' 14km run was held at Awana Genting, with a participation of 900 local and international runners.

Awana Genting is a preferred MICE (meetings, incentives, conventions and exhibitions) venue for numerous government and corporate events. It has hosted 'Charles River Center' and 'Harvard Business School Alumni Club of Malaysia' events for the past two years. In 2008, Awana Genting's Tower Rooms, Meeting Rooms, F&B Outlets and the Lobby areas were equipped with Wi-Fi services. Awana Genting achieved a lower occupancy rate of 64% in 2008, due to the economic downturn (2007: 72%).

Awana Kijal Golf, Beach & Spa Resort ("Awana Kijal")

Located at Terengganu's premier beach, Awana Kijal is the No.1 resort on the East Coast of Peninsular Malaysia. Awana Kijal is a luxurious 5-star resort with an 18-hole championship golf course stretching along the 7.6 kilometres of beachfront facing the South China Sea. With a blend of classical Malay architecture and contemporary look, Awana Kijal has a unique feature of an eighty-foot atrium - the first in the country.

In 2008, Awana Kijal obtained certification for HACCP by World Certification Services (WCS), the authority for the Food Safety Management Systems. During the year under review, the resort installed broadband internet access in guest rooms, Wi-Fi service in the lobby and F&B outlets, installed new carpets and upgraded its surveillance monitoring units. The Waterfall Café was transformed into a terrace dining and entertainment lounge concept with added seating capacity.

For the MICE market, the resort collaborated with two teambuilding consultants, namely RRC Worldwide Sdn Bhd and D' Jungle People Sdn Bhd, which have chosen Awana Kijal as their choice learning hub for team building and training center.

Awana Kijal has actively participated in Turtle Release and Adopt-A-Turtle Program carried out by the Fisheries Department of Malaysia, reflecting its care for the environment. Despite the tourism industry softening from the impact of the global economic downturn, Awana Kijal recorded a higher occupancy rate of 71% in 2008 (2007: 65%).

Awana Porto Malai, Langkawi ("Awana Porto Malai")

Awana Porto Malai is a popular choice for family vacations and a highly recommended business MICE resort venue in Langkawi.

Its unique Mediterranean-themed seafront resort with 208 well-decorated rooms attract especially international tourists from South East Asia and Europe, with growing interest from the Middle East and India. During the year, Awana Porto Malai hosted several international MICE events for major conventioneers such as Asia Pacific Correctional Conference Administrators, Royal Police Department, 3rd Langkawi International Temporal Bone Course & ASEAN Academy of Neuro–Oto-Audiology. It also hosted several international tourism events such as Langkawi International Fishing Tournament and Inaugural Friendship Sports Fishing Competition Fish Tales - Langkawi 2008 which were covered by foreign media from Taiwan, China and BBC London.

Awana Porto Malai achieved the HACCP certification in 2008, ensuring the safest procedures in food preparation. Awana Porto Malai introduced the Taman Sari Royal Heritage Spa offering unique Javanese spa treatments, to enhance the 'Rediscover Relaxation' theme. Awana Porto Malai registered a lower occupancy rate of 59% in 2008, due to the economic downturn (2007: 71%).

Awana Kijal

Awana Porto Malai

AWANA VACATION RESORTS ("AVRD")
www.awanavacation.com

The Awana Timeshare Ownership Scheme, operated by Awana Vacation Resorts Development ("AVRD") provides accommodation at various holiday resorts for its Timeshare Owners. The resorts offered under this Timeshare are Awana Genting, Ria Apartments at Genting Highlands Resort and Angsana Apartments at Kijal Beach Resort in Terengganu. The Timeshare members have a choice of 3,800 resorts in 85 countries worldwide through the affiliation with Resort Condominium International (RCI). As at 31 December 2008, AVRD had a total of 5,943 timeshare members.

AVRD is the proud winner, for the second consecutive year, of the "Best Brand in Leisure and Hospitality - Time Sharing" at the BrandLaureate - SMEs Chapter Awards 2008.

E-COMMERCE AND IT DEVELOPMENT

The Group has been upgrading its resorts' network infra-structure to improve the speed and security of its services. The increase in backbone bandwidth and expansion of local area network will result in more hot spots and faster internet speed. The data centre and infrastructure support team achieved the ISO27001 Information Security and Management Systems (ISMS) certification in 2008.

WorldReservations Centre (WRC) provides the Resort's call centre services. During the year, the award-winning WRC obtained ISO 9001:2000 certification. WRC received close to 2 million room bookings in 2008. The online marketing channel via www.genting.com.my also secured substantial online sales.

The **WorldCard** membership base increased to approximately 2.7 million members in 2008 with 392 participating merchants, at 1,914 outlets throughout Malaysia, Singapore and Hong Kong. WorldCard Malaysia has been accredited with the ISO20071 certification in relation to best practices in information security. The "888" promotion was launched in conjunction with the September 2008 Matta Fair, and WorldCard kicked off its WorldCard Movie Mania campaign in November 2008. The Holiday Card and MICE privilege card were newly-launched, as well as the new e-commerce portals of www.worldcard-shopping.com and www.worldcard-travel.com which allow for WorldCard point redemptions for various lifestyle offers and to establish an unique online community.

WorldCard
When it matters most

eGENTING
www.genting.com.my

GENTING OneHub

The one-stop centre for reservations of rooms, shows, transport, cruises, flights and vacations located at Wisma Genting, Kuala Lumpur, Malaysia.
Tel : 603 2718 1118 Online : www.genting.com.my

Genting OneHub

Promoting the cashless society with a wide range of prepaid/gift cards (top) and loyalty cards (bottom).

REVIEW OF OPERATIONS (cont'd)

YA Bhg Tun Dr Mahathir Mohamad presenting the Brand Personality Award to Y Bhg Tan Sri Lim Kok Thay.

YA Bhg Tun Dr Mahathir Mohamad presenting the Best Brands in Leisure and Hospitality award to YA Bhg Tun Mohammed Hanif Omar.

RECOGNITION

The Group has been the recipient of various local and international awards, as a result of its commitment towards excellence and distinction in the leisure and hospitality industry. Major awards received in 2008 include:

- The late Tan Sri (Dr.) Lim Goh Tong, Founder of Genting Group - ***G2E Asia Visionary Award*** by Global Gaming Expo & Macau Business Magazine.
- Tan Sri Lim Kok Thay - ***Brand Personality Award*** by Asia Pacific Brands Foundations (APBF).
- Genting Highlands Resort - ***World's Leading Casino Resort 2008, Asia's Leading Casino Resort 2008*** and ***Asia's Leading Family Resort 2008*** by World Travel Awards.
- Resorts World Bhd (Genting - City of Entertainment) - Ranked No. 4 in ***Malaysia's Most Valuable Brand 2008*** by Association of Accredited Advertising Agents Malaysia & The Edge.
- Resorts World Bhd - ***Malaysia's Top 10 Brands*** by Brand Finance plc.
- Resorts World Bhd - ***Best Brands in Leisure and Hospitality*** and ***Societe Award for Best Brands in Humanitarian - Philanthropy*** by Asia Pacific Brands Foundations (APBF).
- Resorts World Bhd - No. 10 in ***Asia's Most Admired Companies: Malaysia (Overall)*** and No. 10 in ***Asia's Most Admired Companies: Malaysia (Innovation)*** by The Wall Street Journal.
- WorldReservations Centre (WRC), Resorts World Bhd - Bronze Award for ***Best In-House Contact Centre (Over 50 seats)*** by The Customer Relationship Management and Contact Centre Association of Malaysia (CCAM).
- Awana Vacation Resorts Development Bhd - ***Best Brand in Leisure and Hospitality - Time Sharing*** at The BrandLaureate - SMEs Chapter Awards 2008.

Resorts World Bhd
Best Brands in
Leisure and Hospitality
(The BrandLaureate Awards 2008)

World's Leading Casino Resort
Asia's Leading Casino Resort
Asia's Leading Family Resort
(World Travel Awards 2008)

Y Bhg Tan Sri Lim Kok Thay receiving the G2E Asia Visionary Award for the late Tan Sri (Dr.) Lim Goh Tong

YB Senator Tan Sri Amirsham Abdul Aziz, Minister in Prime Minister's Department presenting the Malaysia's Most Valuable Brands award to Y Bhg Dato' Lee Choong Yan, President of Resorts World Bhd.

CORPORATE SOCIAL RESPONSIBILITY

The Group is committed to being a socially responsible corporation, mindful of the long-term interests of its stakeholders, including shareholders, customers, employees, business partners, local communities and other organisations. The Group has always focused on contributing to the sustainable development of the economy and community welfare and care for the environment and its employees. These practices have been an integral part of the Group's business ethics and reflect the Group's continuous pursuit of enhancement of its corporate values through the adoption of good business practices. In line with the Listing Requirements of Bursa Malaysia Securities Berhad, which requires listed companies to provide a description of its corporate social responsibility ("CSR") activities and practices, these efforts are now being articulated under the Group's CSR framework, with the Group's various subsidiaries having specific areas of focus within their respective areas of business.

ENVIRONMENT

The environment and its sustainability is one of the key areas of interest for the Group. The Resort, despite its vast magnitude, holds a strong environmental record as a result of the Group's environmentally-friendly approach, one that has minimal impact on the environment.

The Group's environmental management systems are constantly reviewed and adapted to improve the quality of the environment. The four core areas of interests are conservation of natural resources (energy, fuel and water), waste management, prevention of pollution to water, land and air, as well as the use of renewable energy.

The mid-term review of the Ninth Malaysia Plan states that a key agenda regarding energy is to intensify initiatives for more prudent and productive use of energy resources. The Group thus employs various schemes to help reduce electricity consumption and conserve energy. Measures include the installation of variable speed drives to reduce energy consumed by motors and installation of energy-saving light bulbs in the casino, hotel rooms and car parks to reduce electricity consumption and the heat load for air-conditioning systems.

The Group introduced several schemes to reduce diesel consumption, including the installation of heat recovery systems such as economisers and air pre-heaters at steam plants. The Group also uses a steam trap with no moving parts to avoid unnecessary steam loss. These measures have helped reduce diesel consumption by approximately 15 %.

In addition, the Group successfully reduced water consumption by installing flow restrictors to minimise flow rate in selected areas and effectively reduce water volume per flush for water cistern tanks.

Waste management efforts are intensified following the 3R (Reduce, Reuse and Recycle) program and scheduled waste management. 'Reduce' is achieved by replacing conventional lights with smaller long-life energy saving lights that are lesser in quantity and weight to save energy. 'Reuse' is achieved by using recycled papers in back offices. 'Recycle' is then achieved by collecting recyclables such as plastic wastes, scrap metals and aluminium cans to be sent to recycling centers. The Group has also identified the types of scheduled waste generated and engaged an authorised contractor to recycle and treat them.

One of the objectives of the Ministry of Natural Resources and Environment is to ensure a clean, safe, healthy, productive and unpolluted environment. Recognising this, the Group implements various initiatives to prevent pollution of natural resources. Based on the Yearly Sanitary Survey conducted on the water supply system, remedial actions were identified for the Group to prevent water pollution. Additionally, 110% containments for the diesel tanks are installed and the diesel piping is checked daily to eliminate the risk of water contamination due to leaking diesel. Effective waste management procedures are currently in place to avoid land pollution.

Within the Group, Engineering Department has achieved ISO14001:2004 (Environmental Management System - EMS) together with OHSAS18001:2007 (Occupational Health and Safety Assessment Series), certified by SIRIM Bhd.

MARKETPLACE

The Group's standard engineering and construction contracts require conformity to, where applicable, the Environmental Control Act 1974, to ensure no emission, discharges or disposal of radioactive, toxic or harmful substances, chemicals, pollutants, contaminations or other wastes of any form on or under the Group's site as well as compliance with the Occupational Safety and Health Act 1994 requirements, to ensure good safety practices, when working on or within the Group's properties.

RWB's 2007 Annual Report received the Global Reporting Initiative (GRI) C+ standard, as checked by an authorised certifier. The C+ standard is the first level of standardisation towards future progress by following the Sustainability Reporting Guidelines by GRI. The GRI Reporting Framework is a sustainability report providing a balanced and reasonable representation of the Group's performance in economic, environmental and social impacts. It provides a clear CSR report to help stakeholders understand the management and it also indicates value added improvements. Additionally, the GRI Reporting Framework also helps internal strategies through KPIs and benchmark besides being essential for good investor relations.

Genting Highlands Resort - surroundings

20th Senior Managers' Conference

Employees Appreciation Nite 2008

WORKPLACE

As of 31 December 2008, the Group has a total workforce of approximately 12,800 employees.

Staff training is a key thrust for the Group, in line with its vision of becoming an efficient, responsible and professional organisation. The Group's stipulation for employees to attend a certain number of trainings annually saw over 11,000 employees receiving training in 2008. The main focus of the training was on customer service, especially in the induction of new hotel staff into the hospitality industry and training of the existing staff and executives on relevant customer service programs.

Employee grooming was also emphasised in order to project workplace professionalism. Front line executives attended etiquette and professional image programs on a compulsory basis, while front line service staff attended basic grooming programs. Grooming rallies were held to inculcate awareness on the importance of grooming. Additionally, team building programs were organised to strengthen team spirit, improve relationships and train staff to perform and interact better.

The Ministry of Human Resources seeks to assure the safety and health of the workforce. In line with this, the Group conducts relevant safety, health and environmental training programs to instill safety consciousness amongst employees and continuously upgrade technician skills. The NIOSH Genting Safety Passport Program was established to enhance safety awareness amongst third party contract workers as part of the Group's Safety Culture initiative, where service-providing contractors are required to undergo a formal OSH training program before commencing work within our properties. Some of these trainings also coincide with the Group's preparation towards additional Environmental Health and Safety Certifications for the Resort.

The Group also organised various conferences for the development of its executives, such as the 20th Senior Managers' Conference themed "Leading the Business of Tomorrow" in Manila, Philippines, to explore leadership successes from outstanding organisations globally. In addition, the 15th Human Resources Conference at Awana Kijal, Terengganu hosted teambuilding activities aimed at strengthening bonds within the HR Department, with the knowledge disseminated to forge better ties amongst Group employees. Senior managers from operations departments were invited to the Conference to provide feedback and strengthen mutual understanding.

In line with the Group's overall CSR programs, the hotels embarked on an extensive Talent Management Program and introduced a new Hotel Management Trainee program. Selected middle management participated in advanced management programs through the Malaysian Hotels educational arm MAHTEC, while selected senior management partook in various Cornel University programs.

The Group encourages its properties and Departments to practice Quality Management System (QMS) standards. In line with that, Maxims Genting, Highlands Hotel, Resort Hotel, Theme Park Hotel, Awana Genting Highlands Golf & Country Resort and several other departments namely Tenancy Management Department, National Marketing and National Sales Departments, Engineering Department and Finance (Hospitality) Department have achieved ISO9001.

In 2008, 25 Management Trainees graduated and entered into various operational units. The Group also hired 19 graduates to undergo a structured development program for succession into various managerial positions. Additionally, 25 scholarships were awarded to deserving employees and students to pursue their studies in any field relevant to the business, with the aim of providing financial assistance to internal staff and offer employment upon graduation. Furthermore, to aid the development of a skilled workforce in the hospitality industry, the Group offered 78 candidates a chance to participate in the Hotel Industry Apprenticeship Scheme (HIAS) and undergo apprenticeship training in the Group's hotels before being offered full time employment.

WorldReservations Centre (WRC) also jointly organised with non-governmental organisations (NGOs) a series of talks on career opportunities for the disabled community. Shortlisted candidates attended training sessions before possible employment with WRC.

The HR Department will continue to focus on employee development in its effort to raise service and skill levels whilst steering employees to reach their full potential.

RWB Scholarship Award 2008

Genting Olympics 2008

Y Bhg Tan Sri Lim Kok Thay with the recipients of donations in memory of the late Tan Sri (Dr.) Lim Goh Tong.

Y Bhg Tan Sri Lim Kok Thay presenting the mock-cheque to Universiti Tunku Abdul Rahman's representative during the official opening of the late Tan Sri (Dr.) Lim Goh Tong Memorial Hall.

COMMUNITY

The Group's community investment contributions reflect its success in adhering to the philosophy of the Group, the government and the society towards contributing for the development of a sustainable community. They fall within a clear set of priority areas.

Infrastructure Support and Services to Local Communities: The Group's contributions reach out to different sectors of the community irrespective of race and religion. The Group contributed to Majlis Kebajikan dan Pembangunan Masyarakat Kebangsaan Malaysia, as well as donating to Gang Yin Temple, Raub for the Official Opening of Thousand Hands Kwan Yin Statue, Sri Aathi Sankarar Ashramam Building Fund for the expansion of its current facilities for young children, SMJK Phor Tay High School Building Fund for the relocation of its Penang school and to the Sri Thandayuthapani Temple. According to the Ninth Malaysia Plan, a core area of interest in health is for the government, private sectors and NGOs to work together and provide good healthcare and services to the community. The Group's community investments are aligned with this, as the Group has donated a new ambulance to the Malaysian Volunteer Fire and Rescue Association (MVFRA) for faster and more efficient emergency rescue services in the Klang Valley. The Group also contributed to the Malaysian Red Crescent Society, Bentong District to aid in repairing and purchasing new life saving apparatus, and also to St John Ambulance Malaysia for its 24 Hours Highway Emergency Ambulance Service during festive seasons.

Youth development: A strategy of the National Youth Development Policy is to equip youths with technical knowledge and vocational skills to meet the demands of nation-building. The Group is therefore a corporate sponsor for the Monfort Boys' Town and has assisted to renovate 2,000sq feet of the centre's Bakery and Pastry department and purchase new baking equipment for students. The Group also offers internship and employment opportunities for Monfort alumni and more than 10 alumni have secured jobs with the Group to date. The Group has also donated to Desa Kreatif, an integrated centre that provides creative terrain for youths.

Education: The Group strongly believes in enhancing the quality and status of education in the country and has supported various educational institutions. In memory of the Group's beloved late founder, Tan Sri (Dr.) Lim Goh Tong, the Genting Group allocated RM4.5 million to five leading institutions of higher learning in Malaysia in April 2008 during the official opening of the Group founder's Memorial Hall whereby Resorts World Bhd pledged donations to two education funds worth RM1 million each in his honour, namely with Universiti Tunku Abdul Rahman and Tunku Abdul Rahman College.

The Group also contributed to The Malaysian Branch of The Royal Asiatic Society to replenish The Malay Annals (Sejarah Melayu) in hopes of meeting the demands of scholars, students and Malay history enthusiasts. The Group also donated to numerous education funds to help deserving students in Pahang including Tabung Kebajikan Pelajar Miskin Pahang and Yayasan Pendidikan Pelajar Melayu. The Group's support also extended to Kolej Tunku Ja'afar, SK Kg Kuantan Batang Kali and SMK Victoria, among others.

Underprivileged and Disability Groups: The Group gives paramount importance to the underprivileged and disabled - by playing host at the Resort in 2008 to 49 schools and organisations for over 2,174 children and senior citizens during festive celebrations such as the Lunar New Year, Hari Raya Aidilfitri, Deepavali, 51st Merdeka celebration, Genting's 43rd anniversary, as well as meeting singer and host Henley, with R&B soul group Ruffedge. A Christmas party was organised where the staff and Management donated cash to help grant the wishes of the underprivileged. Besides playing host, the Group also provided a platform for NGOs such as Agathians Shelter, Mouth and Foot painting Artistes and Kiwanis Club of Metro KL to conduct a fund raising and exhibition on their initiatives and handicrafts at Times Square, First World Plaza. The objective was to raise public awareness of the works of the less fortunate.

Sports: The Group believes that sporting activities are essential to help groom a nation that is dedicated, driven and athletic. In line with that, the Group contributed substantially to help organisations execute various sporting events. These include the International Federation for Equestrian (FEI) World Endurance Championship with Malaysia as the host and the Group as a main sponsor. We also sponsored Le Tour de Langkawi, Kuala Lumpur International Marathon, Sultan Ahmad Shah Tioman International Eco-Challenge and the Selangor Tennis Association – Junior Development Programme and supported the Persatuan Kriket Melayu Malaysia, Olympic Council of Malaysia, Football Association of Malaysia and Pahang Football Association, among others, to assist them in sports development.

Culture and Arts: The Group works alongside the Ministry of Culture, Arts and Heritage to highlight and popularise arts and culture, by sponsoring the participation of local artists in the World Championship of Performing Arts in Hollywood, USA. Upon their return, the Resort hosted the group who made Malaysia proud by winning 27 Gold, 7 Silver, 2 Bronze and also won 15 Titles of Champions of the World Award at the competition. The group popularly known as Showcase Malaysia performed three days at the Times Square, First World Plaza. The Group also contributed to the National Film Development Corporation Malaysia (FINAS) for their 21st Malaysian Film Festival 2008 and the 21st Malaysian Chinese Folk Dance Festival.

RWB We CARE Team: : This year marked the inception of the Group's very own community service volunteer team aptly named 'RWB We CARE Team'. The team of 120 members was formed in line with the Group's effort to intensify community service efforts especially amongst employees. During the year of review, the team regularly visited the Selangor Family Aid Association, Ulu Yam and Badan Amal Nur Zaharah, Janda Baik. The team assisted the homes to carry out maintenance work, gardening, cooking, cleaning, teaching and organised fun-filled games for the residents. The team also donated necessary supplies including food.

Furthermore, in conjunction with the festive season in December, the team donated food supplies to nine homes including Ampang Old Folks Home, Rumah Bakti, Rumah Peyakin, Good Samaritan and Pertubuhan Kebajikan Anak-anak Yatim.

CORPORATE GOVERNANCE

It is the policy of the Company to manage the affairs of the Group in accordance with the appropriate standards for good corporate governance. Set out below is a statement on how the Company has applied the principles and complied with the best practices as set out in the Malaysian Code on Corporate Governance ("the Code").

A. DIRECTORS

(i) The Board

The Board has overall responsibility for the proper conduct of the Company's business. The Board meets on a quarterly basis and additionally as required. The Board has a formal schedule of matters specifically reserved for its decision, including overall strategic direction, annual operating plan, capital expenditure plan, acquisitions and disposals, major capital projects and the monitoring of the Group's operating and financial performance.

Formal Board Committees established by the Board in accordance with the Code namely, the Audit Committee, Nomination Committee and Remuneration Committee assist the Board in the discharge of its duties.

During the year under review, seven meetings of the Board were held and all Directors have complied with the requirements in respect of board meeting attendance as provided in the Listing Requirements of Bursa Malaysia Securities Berhad.

The details of Directors' attendances are set out below:

Name of Directors	Number of Meetings Attended
Tan Sri Lim Kok Thay	6 out of 7
Tun Mohammed Hanif bin Omar	7 out of 7
Tan Sri Alwi Jantan	6 out of 7
Mr Quah Chek Tin	7 out of 7
Tan Sri Dr. Lin See Yan	7 out of 7
Tan Sri Wan Sidek bin Hj Wan Abdul Rahman	7 out of 7
Tan Sri Clifford Francis Herbert	7 out of 7
General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin	7 out of 7

(ii) Board Balance

The Board has eight members, comprising three executive Directors and five non-executive Directors. All the five non-executive Directors are independent non-executive Directors. The Directors have wide ranging experience and all have occupied or are currently occupying senior positions in the public and/or private sectors.

The independent non-executive Directors provide a strong independent element on the Board with Tan Sri Wan Sidek bin Hj Wan Abdul Rahman as the senior independent non-executive Director to whom concerns may be conveyed. Four of the five independent non-executive Directors participate in the Audit Committee. Three of the five independent non-executive Directors also participate in the Remuneration and Nomination Committees as members of these Committees.

The Board is mindful of the dual roles of Chairman and Chief Executive held by Tan Sri Lim Kok Thay but is of the view that there are sufficient experienced and independent-minded Directors on the Board to provide the assurance that there is sufficient check and balance. Also, the dual roles have to a certain extent been balanced by the presence of Tun Mohammed Hanif bin Omar as Deputy Chairman.

A brief profile of each of the Directors is presented on pages 6 to 8 of this Annual Report.

(iii) Supply of Information

Notice of meetings, setting out the agenda and accompanied by the relevant Board papers are given to the Directors in sufficient time to enable the Directors to peruse, obtain additional information and/or seek further clarification on the matters to be deliberated.

As a Group practice, any Director who wishes to seek independent professional advice in the furtherance of his duties may do so at the Group's expense. Directors have access to all information and records of the Company and also the advice and services of the Company Secretary.

(iv) Appointments to the Board

The Nomination Committee comprising entirely of independent non-executive Directors is responsible for identifying and recommending to the Board suitable nominees for appointment to the Board and Board Committees.

On appointment, Directors are provided with information about the Group and are encouraged to visit the sites of the Group's operating units and meet with key senior executives.

The Nomination Committee has reviewed the membership of the Board, the professional qualifications and experience of the Directors and was satisfied that the Board composition in terms of size, the balance between executive, non-executive and independent Directors and mix of skills is adequate.

The process of assessing the Directors is an on-going responsibility of the entire Board.

All the Directors have attended the Mandatory Accreditation Programme and are also encouraged to attend courses whether in-house or external to help them in the discharge of their duties.

The following are the courses and training programmes attended by the Directors in 2008:

COURSES	NAMES OF DIRECTORS							
	Tan Sri Lim Kok Thay	Tun Mohammed Hanif bin Omar	Tan Sri Alwi Jantan	Mr Quah Chek Tin	Tan Sri Wan Sidek bin Hj Wan Abdul Rahman	Tan Sri Dr. Lin See Yan	Tan Sri Clifford Francis Herbert	Gen. (R) Tan Sri Mohd Zahidi bin Hj Zainuddin
Harvard Asian Leaders' Workshop, Shanghai by Association of Harvard University Alumni Clubs of Asia						√		
Harvard Club of Malaysia Colloquium - Making Mergers & Acquisitions Work by Professor Nabil N. Eh-Hage		√						
Prevention of Fraud, Anti Money Laundering and Board Effectiveness by KPMG								√
Board Remuneration on the Upswing - A foreseeable trend? By Dato' Johan Raslan		√						

CORPORATE GOVERNANCE (cont'd)

A. DIRECTORS (cont'd)

(iv) Appointments to the Board (cont'd)

COURSES	NAMES OF DIRECTORS							
	Tan Sri Lim Kok Thay	Tun Mohammed Hanif bin Omar	Tan Sri Alwi Jantan	Mr Quah Chek Tin	Tan Sri Wan Sidek bin Hj Wan Abdul Rahman	Tan Sri Dr. Lin See Yan	Tan Sri Clifford Francis Herbert	Gen. (R) Tan Sri Mohd Zahidi bin Hj Zainuddin
Directors' Continuing Education Programme 2008 by Guinness Anchor Berhad and Fraser & Neave Holdings Bhd: - Module 1 - Revised Code of Corporate Governance - Module 2 - Amendments to Companies Act - Module 3 - Corporate Fraud, Fraud Risk Management - Module 4 - Stock Market Outlook and Investors' Perception on GAB and F&N			√					
Crisis Management by Charles River Centre						√		
World Congress on Information Technology - Genomics: From Human Health to the Environment by Dr. J. Craig Venter	√	√	√	√			√	
G2E Asia 2008 - Successful Strategies in Partnering with Government - Integrated Resorts Driving Tourism and Growth	√							
How 3D Negotiation Can Transform Your Organisation and Generate Value Creating Deals in the Private and Public Sector by Professor James K Sebenius		√						
Strategy : Building and Sustaining Competitive Advantage by Charles River Centre						√		
28th Management Conference (Plantation Division) Sustainability - The Way Forward				√				√
What Policy Should Malaysia Pursue in an Environment of High Inflation and Low Growth by Professor Dr. Takatoshi Ito		√						
The 2009 Budget by Deloitte KassimChan Tax Services Sdn Bhd					√			√
The Essentials of Upstream Oil and Gas - Delivering Commercial Insight to the Global Energy Industry by Wood Mackenzie	√	√		√		√		
Operational Risk Management from a Basel Perspective (Awareness Program for the Board) organised by Ambank Group Risk Management Department		√						
Enhancing the Resilience and Stability of the Islamic Financial System hosted by Bank Negara Malaysia and jointly organised by The Islamic Financial Services Board (IFSB) and Institute of International Finance (IIF)		√						
Strategy Execution & Leadership in Today's Uncertain Times by Prof. Paul Tiffany				√				

(v) Re-election

The Articles of Association of the Company provides that at least one-third of the Directors are subject to retirement by rotation at each Annual General Meeting and that all Directors shall retire once in every three years. A retiring Director is eligible for re-election. The Articles of Association also provides that a Director who is appointed by the Board in the course of the year shall be subject to re-election at the next Annual General Meeting to be held following his appointment.

Directors over seventy years of age are required to submit themselves for re-appointment annually in accordance with Section 129(6) of the Companies Act, 1965.

CORPORATE GOVERNANCE (cont'd)

B. DIRECTORS' REMUNERATION

The Remuneration Committee comprising three independent non-executive Directors and one executive Director is responsible for making recommendations to the Board on the remuneration packages of executive Directors and members of Board Committees. In making recommendations to the Board, information provided by independent consultants and appropriate survey data are taken into consideration. The Board as a whole determines the level of fees of non-executive Directors and executive Directors. Directors' fees are approved at the Annual General Meeting by the shareholders. Directors do not participate in decisions regarding their own remuneration packages.

The Remuneration Committee met twice during the financial year.

Details of the Directors' remuneration are set out in the Audited Financial Statements on pages 57 to 58 of this Annual Report. In the interest of security, additional information have not been provided other than the details stipulated in the Listing Requirements of Bursa Malaysia Securities Berhad.

C. SHAREHOLDERS

The Group acknowledges the importance of timely and equal dissemination of material information to the shareholders, investors and public at large. The Company's Annual General Meeting remains the principal forum for dialogue with shareholders. Shareholders are encouraged to participate in the proceedings and to ask questions about the resolutions being proposed and the operations of the Group.

The Group maintains a corporate website at www.resortsworld.com which provides information relating to annual reports, press releases, quarterly results, announcements and corporate developments.

The Group also participates in investor forums held locally and abroad and also organises briefings and meetings with analysts and fund managers to give them a better understanding of the businesses of the Group.

D. ACCOUNTABILITY AND AUDIT

(i) Financial Reporting

The Board aims to ensure that the quarterly reports, annual financial statements as well as the annual review of operations in the annual report are presented in a manner which provides a balanced and understandable assessment of the Company's performance and prospect.

The Directors are also required by the Companies Act, 1965 to prepare financial statements for each financial year which have been made out in accordance with the Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards for Entities Other than Private Entities in Malaysia and 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.

A statement by the Board of its responsibilities for preparing the financial statements is set out on page 77 of this Annual Report.

(ii) Internal Control

The Board is responsible for the Group's system of internal control and risk management and for reviewing its adequacy and integrity. While acknowledging their responsibility for the system of internal control, the Directors are aware that such a system is designed to manage rather than eliminate risks and therefore cannot provide an absolute assurance against material misstatement or loss.

The Internal Audit Function is provided by the Internal Audit Department of the holding company, Genting Berhad, based on the plan approved by the Company's Audit Committee, to assist the Board in maintaining a sound system of internal control for the purposes of safeguarding shareholders' investment and the Group's assets. The activities of this department which reports regularly to the Audit Committee provides the Board with much of the assurance it requires regarding the adequacy and integrity of the system of internal control. As proper risk management is a significant component of a sound system of internal control, the Group has also put in place a risk management process to help the Board in identifying, evaluating and managing risks.

(iii) Relationship with Auditors

The Company through the Audit Committee, has an appropriate and transparent relationship with the external auditors. In the course of audit of the Group's financial statements, the external auditors have highlighted to the Audit Committee and the Board, matters that require the Board's attention. All Audit Committee meetings are attended by the external auditors for purposes of presenting their audit plan and report and for presenting their comments on the audited financial statements.

E. OTHER INFORMATION

(i) Material Contracts

Material Contracts of the Company and its subsidiaries involving Directors and major shareholders either subsisting at the end of the financial year or entered into since the end of the previous financial year are disclosed in Note 41 to the financial statements under "Significant Related Party Disclosures" on pages 71 to 73 of this Annual Report.

(ii) SHARE BUY-BACK

The details of the Company's Share Buy-Back exercises for the financial year ended 31 December 2008 are as follows:

Schedule of Share Buy-Back for the Financial Year Ended 31 December 2008

Month	No. of Shares Purchased & Retained As Treasury Shares	Purchase Price Per Share Lowest (RM)	Highest (RM)	Average (RM)	Total Consideration* (RM)
January	230,000	3.80	3.98	3.97	916,967
March	7,710,900	3.36	3.68	3.57	27,578,522
June	17,073,400	2.77	2.93	2.84	48,696,649
July	790,000	2.57	2.60	2.59	2,056,064
November	9,105,100	2.33	2.35	2.34	21,355,772
December	22,050,000	2.14	2.29	2.25	49,781,846
Total	**56,959,400**			**2.63**	**150,385,820**

* Inclusive of transaction costs

During the financial year, all the shares purchased by the Company were retained as treasury shares. As at 31 December 2008, the number of treasury shares was 178,083,600.

This Statement on Corporate Governance is made in accordance with the resolution of the Board of Directors.

AUDIT COMMITTEE REPORT

AUDIT COMMITTEE

The Audit Committee ("Committee") was established on 26 July 1994 to serve as a Committee of the Board.

MEMBERSHIP

The present members of the Committee comprise:

Tan Sri Clifford Francis Herbert	Chairman/Independent Non-Executive Director
Tan Sri Wan Sidek bin Hj Wan Abdul Rahman	Member/Independent Non-Executive Director
Tan Sri Dr. Lin See Yan	Member/Independent Non-Executive Director
Mr Quah Chek Tin	Member/Independent Non-Executive Director

ATTENDANCE AT MEETINGS DURING THE FINANCIAL YEAR 2008

The Committee held a total of seven (7) meetings. Details of attendance of the Committee members are as follows:

Name of Member	Number of Meetings Attended*
Tan Sri Clifford Francis Herbert	**7 out of 7**
Tan Sri Wan Sidek bin Hj Wan Abdul Rahman	**7 out of 7**
Tan Sri Dr. Lin See Yan	**7 out of 7**
Mr Quah Chek Tin	**7 out of 7**

** The total number of meetings is inclusive of the special meetings held between members of the Committee who are non-executive Directors of the Company and representatives of the external auditors, PricewaterhouseCoopers without the presence of any Executive Director.*

SUMMARY OF ACTIVITIES DURING THE FINANCIAL YEAR 2008

The Committee carried out its duties in accordance with its Terms of Reference.

The main activities carried out by the Committee were as follows:

i) considered and approved the internal audit plan for the Company and the Group and authorised resources to address risk areas that have been identified;

ii) reviewed the internal audit reports for the Company and the Group;

iii) reviewed the external audit plan for the Company and the Group with the external auditors;

iv) reviewed the external audit reports for the Company and the Group with the external auditors;

v) reviewed the quarterly reports of the Company and of the Group, focusing particularly on:

   (a) changes in or implementation of major accounting policy changes;
   (b) significant and unusual events; and
   (c) compliance with accounting standards and other legal requirements;

vi) reviewed related party transactions of the Company and of the Group;

vii) reviewed the proposed audit fees for the external auditors in respect of their audit of the Group and of the Company;

viii) considered the re-appointment of the external auditors for recommendation to the shareholders for their approval;

ix) reviewed the Financial Statements of the Group and of the Company for the financial year ended 31 December 2007; and

x) reviewed the reports submitted by the Risk and Business Continuity Management Committee of the Company.

INTERNAL AUDIT FUNCTION AND RISK MANAGEMENT PROCESS

The Internal Audit function is provided by the Internal Audit Department of the holding company, Genting Berhad based on the plan approved by the Committee, to assist the Board in maintaining a sound system of internal control. The internal audit department reports to the Committee and is independent of the activities it audits. The primary role of the department is to undertake regular and systematic review of the systems of internal control so as to provide sufficient assurance that the Group has sound systems of internal control and that established policies and procedures are adhered to and continue to be effective and satisfactory.

During the financial year ended 31 December 2008, the Internal Audit Department carried out its duties covering operation audit, information system audit and compliance audit.

On a quarterly basis, audit reports and the plan status are submitted for review and approval by the Committee. Included in the reports are recommended corrective measures on risks identified, if any, for implementation by Management.

As proper risk management is a significant component of a sound system of internal control, the Group has also put in place a risk management process to help the Board in identifying, evaluating and managing risks.

TERMS OF REFERENCE

The Committee is governed by the following terms of reference:

1. Composition

(i) The Committee shall be appointed by the Board from amongst the Directors excluding Alternate Directors; shall consist of not less than three members, all of whom are non-executive Directors with a majority of them being independent Directors; and 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:

      (aa) he must have passed the examinations specified in Part I of the 1st Schedule of the Accountants Act 1967; or

      (bb) 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

AUDIT COMMITTEE REPORT (cont'd)

TERMS OF REFERENCE (cont'd)

1. Composition (cont'd)

(c) fulfills such other requirements as prescribed or approved by Bursa Malaysia Securities Berhad ("Bursa Securities").

The Chairman shall be an independent Director elected by the members of the Committee.

(ii) In the event of any vacancy in the Committee resulting in the non-compliance of paragraph (i) above, the Board must fill the vacancy within 3 months.

(iii) The term of office and performance of the Committee and each of its members shall be reviewed by the Board at least once every 3 years to determine whether the Committee and its members have carried out their duties in accordance with their terms of reference.

2. Authority

The Committee is granted the authority to investigate any activity of the Company and its subsidiaries within its terms of reference, and all employees are directed to co-operate as requested by members of the Committee. The Committee is empowered to obtain independent professional or other advice and retain persons having special competence as necessary to assist the Committee in fulfilling its responsibility.

3. Responsibility

The Committee is to serve as a focal point for communication between non-Committee Directors, the external auditors, internal auditors and the Management on matters in connection with financial accounting, reporting and controls. The Committee is to assist the Board in fulfilling its fiduciary responsibilities as to accounting policies and reporting practices of the Company and all subsidiaries and the sufficiency of auditing relative thereto. It is to be the Board's principal agent in assuring the independence of the Company's external auditors, the integrity of the Management and the adequacy of disclosures to shareholders.

If the Committee is of the view that a matter reported to the Board has not been satisfactorily resolved resulting in a breach of the Bursa Securities Listing Requirements, the Committee shall promptly report such matter to Bursa Securities.

4. Functions

The functions of the Committee are to review:

i) with the external auditors, their audit plan;

ii) with the external auditors, their evaluation of the system of internal accounting controls;

iii) with the external auditors, their audit report and management letter (if any);

iv) the assistance given by the Company's officers to the external auditors;

v) 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;

vi) 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;

vii) the quarterly results and year end financial statements, prior to the approval by the Board, focusing particularly on:

(a) changes in or implementation of major accounting policy changes;
(b) significant and unusual events; and
(c) compliance with accounting standards and other legal requirements;

viii) any related party transaction and conflict of interest situation that may arise within the Company or Group including any transaction, procedure or course of conduct that raises questions of Management integrity; and

ix) consider the nomination, appointment and re-appointment of external auditors; their audit fees; and any questions on resignation, suitability and dismissal.

5. Meetings

i) The Committee is to meet at least four times a year and as many times as the Committee deems necessary.

ii) In order to form a quorum for any meeting of the Committee, the majority of members present must be independent.

iii) The meetings and proceedings of the Committee are governed by the provisions of the Articles of Association of the Company regulating the meetings and proceedings of the Board so far as the same are applicable.

iv) The head of finance and the head of internal audit shall normally attend meetings of the Committee. The presence of a representative of the external auditors will be requested, if required.

v) Upon request by the external auditors, the Chairman of the Committee shall convene a meeting of the Committee to consider any matters the external auditors believe should be brought to the attention of the Directors or Shareholders of the Company.

vi) At least twice a year, the Committee shall meet with the external auditors without the presence of any executive Director.

vii) Whenever deemed necessary, meetings can be convened with the external auditors, internal auditors or both, excluding the attendance of other directors and employees.

6. Secretary and Minutes

The Secretary of the Committee shall be the Company Secretary. Minutes of each meeting are to be prepared and sent to the Committee members, and the Company's Directors who are not members of the Committee.

This Audit Committee Report is made in accordance with the resolution of the Board of Directors.

STATEMENT ON INTERNAL CONTROL

as at 31st December, 2008

The Board's Responsibilities

In relation to internal control, pursuant to the requirements under the Malaysian Code on Corporate Governance for companies listed on the Bursa Malaysia Securities Berhad ("Bursa Malaysia"), the Board of Directors ("the Board") acknowledges their responsibility under the Bursa Malaysia Listing Requirements to: -

- Identify principal risks and ensure implementation of appropriate control measures to manage the risks.
- Review the adequacy and integrity of the internal control system, management information systems and systems for compliance with applicable laws, regulations, rules, directives and guidelines.

It should be noted that an internal control system is designed to manage risks rather than eliminate them and can provide only reasonable but not absolute assurance against any material misstatement or loss.

The Board confirms that there is an ongoing risk management process established to identify, evaluate, and manage significant risks to effectively mitigate the risks that may impede the achievement of the RWB Group of companies' ("the RWB Group") business and corporate objectives. The Board reviews the process on a regular basis to ensure proper management of risks and measures are taken to mitigate any weaknesses in the control environment.

The Risk Management Process

The RWB Group has implemented the Control Self-Assessment ("CSA") to formalise the risk management process. With the CSA, departments/business areas of the RWB Group are required to identify and evaluate controls within key functions/activities of their business processes.

The implementation of the risk management process for the RWB Group is the responsibility of the Executive Committee comprising the Executive Directors, the Business/Operations Heads of the RWB Group's operating units with oversight and assistance provided by relevant senior management staff of the holding company, Genting Berhad. The Risk and Business Continuity Management Committee ("RBCMC"), chaired by the Head of Finance ("SVP Finance"), further oversees the effectiveness of the risk management program.

The key aspects of the risk management process are:-

- Business/Operations Heads are required to update their risk profiles on a half yearly basis and in this regard issue a Letter of Assurance at the end of each second half yearly review to confirm that they have reviewed the risk profiles, risk reports and related business processes and are also monitoring the implementation of action plans.
- Reviews of the risk profiles, the control procedures and status of the action plans are carried out on a regular basis by the Head-Risk Management of the holding company and the Business/Operations Heads.
- Management of the respective companies are provided with reports to enable them to review, discuss and monitor the risk profiles and implementation of action plans.
- The risks to the RWB Group's strategic objectives are assessed at both the group and company levels.
- On a quarterly basis, a risk report detailing significant risk issues and control measures implemented or to be implemented to deal with the risks will be reviewed by the RBCMC prior to being tabled to the RWB Group Executive Committee.
- On a quarterly basis, a risk management report summarising the significant risks and/or the status of action plans are presented to the Audit Committee for review, deliberation and recommendation for endorsement/approval by the Board.

The Internal Control Processes

The other key aspects of the internal control process are:-

- The Board and the Audit Committee meet every quarter to discuss matters raised by Management of the RWB Group ("Management") on business and operational matters including potential risks and control issues.
- The Board has delegated their responsibilities to various committees established by the Board and Management to implement and monitor the Board's policies on controls.
- Delegation of authority including authorisation limits at various levels of Management and those requiring the Board's approval are documented and designed to ensure accountability and responsibility.
- Internal procedures and policies are clearly documented in manuals and reviewed and revised periodically to meet changing business, operational and statutory reporting needs.
- Performance and cash flow reports are provided to Management and the RWB Group Executive Committee to review and monitor the financial performance and cash flow position.
- Business/operating units present their annual budget which includes the financial and operating targets, capital expenditure proposals and performance indicators for approval by the RWB Group Executive Committee and the Board.
- A half yearly review of the annual budget is undertaken by Management to identify and where appropriate, to address significant variances from the budget.

Some weaknesses in internal control were identified for the year under review but these are not deemed significant and hence have not been included in this statement, as these weaknesses have not materially impacted the business or operations of the RWB Group.

Business continuity management is regarded to be an integral part of the RWB Group's risk management process. In this regard, the RWB Group has commenced implementation of business continuity plans to minimise business disruptions in the event of potential failure of critical IT systems and operational processes. The documentation of the business continuity plan for the RWB Group's core business operations has been completed.

The Internal Audit Function

The Internal Audit function is provided by the Internal Audit Department of the holding company, Genting Berhad, based on the plan approved by the RWB Group Audit Committee to undertake regular and systematic review of the internal controls and to provide the RWB Group Audit Committee with sufficient assurance that the systems of internal control are effective in addressing the risks identified.

On a quarterly basis, audit reports and the plan status are submitted for review and approval by the RWB Group Audit Committee. Included in the reports are recommended corrective measures on risks identified, if any, for implementation by Management.

This Statement on Internal Control is made in accordance with the resolution of the Board of Directors.

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965

The Directors of RESORTS WORLD BHD have pleasure in submitting their report together with their statement pursuant to Section 169(15) of the Companies Act, 1965 therein and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2008.

PRINCIPAL ACTIVITIES

The Company is involved in a tourist resort business at Genting Highlands and its activities cover leisure and hospitality services, which comprise gaming, hotel, entertainment and amusement.

The principal activities of the subsidiaries include property development and management, leisure and hospitality services, investments, time share ownership scheme, tours and travel related services.

Details of the principal activities of the subsidiaries are set out in Note 42 to the financial statements.

There have been no significant changes in the nature of the activities of the Group and of the Company during the financial year.

FINANCIAL RESULTS

	Group RM Million	Company RM Million
Profit before taxation	1,127.0	715.0
Taxation	(493.0)	(464.8)
Profit for the financial year	**634.0**	**250.2**

TREASURY SHARES

The shareholders of the Company had granted a mandate to the Company to purchase its own shares at the Annual General Meeting held on 23 June 2008.

During the financial year, the Company purchased 56,959,400 ordinary shares of 10 sen each of its issued share capital from the open market at an average price of RM2.63 per share. The share buy back transactions were financed by internally generated funds. As at 31 December 2008, the total number of shares purchased was 178,083,600 and held as treasury shares in accordance with the requirement of Section 67A of the Companies Act, 1965.

DIVIDENDS

Dividends paid by the Company since the end of the previous financial year were:

(i) a final dividend of 3.6 sen less 26% tax per ordinary share of 10 sen each amounting to RM152,552,859 in respect of the financial year ended 31 December 2007 was paid on 18 July 2008; and

(ii) an interim dividend of 3.0 sen less 26% tax per ordinary share of 10 sen each amounting to RM127,750,388 in respect of the financial year ended 31 December 2008 was paid on 21 October 2008.

The Directors recommend payment of a final dividend of 4.0 sen less 25% tax per ordinary share of 10 sen each in respect of the current financial year ended 31 December 2008 to be paid to shareholders registered in the Register of Members on a date to be determined later by the Directors. Based on the issued and paid-up capital less Treasury Shares of the Company as at the date of this report, the final dividend would amount to RM171.7 million.

RESERVES AND PROVISIONS

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

ISSUE OF SHARES, DEBENTURES AND SHARE OPTIONS

During the financial year, the Company issued:

(a) 3,789,000 new ordinary shares of 10 sen each for cash arising from the following exercise of options to take up unissued ordinary shares of the Company by executive employees pursuant to The Executive Share Option Scheme for Eligible Executives of Resorts World Bhd and its subsidiaries ("Scheme"). These options were granted prior to the current financial year.

Subscription Price Per Share RM	No. of Ordinary Shares of 10 sen each fully paid
2.064	2,994,000
1.700	80,000
1.898	660,000
1.984	35,000
2.134	20,000
	3,789,000

(b) 39,352,937 new ordinary shares of 10 sen each arising from the conversion of RM100,350,000 zero coupon convertible notes due 2008 at RM2.55 per share.

(c) 28,537,044 new ordinary shares of 10 sen each arising from the conversion of RM71,628,000 zero coupon convertible notes due 2008 at RM2.51 per share.

All the abovementioned ordinary shares rank pari passu with the then existing ordinary shares of the Company.

There were no issue of debentures during the financial year.

The following Options to take up unissued ordinary shares in the Company, which have been granted to executive employees of the Group as specified in the Scheme, were outstanding as at 31 December 2008:

Option Number	Option Expiry Date	Subscription Price Per Share RM	No. of Unissued Shares
1/2002	11 August 2012	2.064	33,367,000
2/2002	11 August 2012	1.700	300,000
3/2004	11 August 2012	1.898	4,112,000
4/2005	11 August 2012	1.984	180,000
5/2005	11 August 2012	2.134	375,000
			38,334,000

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

ISSUE OF SHARES, DEBENTURES AND SHARE OPTIONS (cont'd)

The Scheme became effective on 12 August 2002 for a duration of 10 years terminating on 11 August 2012.

(a) The expiry date of the Options on 11 August 2012 shall apply unless the Options have ceased by reason of non compliance by the Grantee with the terms and conditions under which the Options were granted pursuant to the Scheme.

(b) (i) The Options granted can only be exercised by the Grantee in the third year from the Date of Offer and the number of new Shares comprised in the Options which a Grantee can subscribe for from the third year onwards shall at all times be subject to the following maximum:

Percentage of new Shares comprised in the Options exercisable each year from the Date of Offer

Year 1	Year 2	Year 3	Year 4	Year 5
-	-	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares
Year 6	**Year 7**	**Year 8**	**Year 9**	**Year 10**
12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% or balance of all options allotted

(ii) Any new Shares comprised in an Option which is exercisable in a particular year but has not been exercised in that year, can be exercised in subsequent years within the Option Period, subject to the Scheme remaining in force.

(iii) In the event that an Eligible Executive becomes a Grantee after the first year of the Scheme, the Grantee shall always observe the two-year incubation period and the Options granted can only be exercised in the third year from the Date of Offer subject to the maximum percentage of new Shares comprised in the Options exercisable as stipulated above.

(c) The persons to whom the Options have been issued have no right to participate by virtue of the Options in any share issue of any other company.

DIRECTORATE

The Directors who served since the date of the last report are:

Tan Sri Lim Kok Thay*
Tun Mohammed Hanif bin Omar
Tan Sri Alwi Jantan
Mr Quah Chek Tin
Tan Sri Wan Sidek bin Hj Wan Abdul Rahman*
Tan Sri Dr. Lin See Yan*
Tan Sri Clifford Francis Herbert*
General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin

* Also members of the Remuneration Committee

According to the Register of Directors' Shareholdings, the following persons who were Directors of the Company at the end of the financial year have interests in shares of the Company; Genting Berhad, a company which owns 48.43% equity interest in the Company as at 31 December 2008; and Asiatic Development Berhad and Genting International P.L.C., both of which are subsidiaries of Genting Berhad as set out below:

Interest in the Company

Shareholdings in which the Directors have direct interests	**1.1.2008**	**Acquired/ (Disposed)**	**31.12.2008**
	(Number of ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	1,660,000	-	1,660,000
Tun Mohammed Hanif bin Omar	5,000	-	5,000
Tan Sri Alwi Jantan	540,000	-	540,000
Mr Quah Chek Tin	5,000	-	5,000
Tan Sri Dr. Lin See Yan	300,000	150,000	450,000

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

DIRECTORATE (cont'd)

Interest in the Company (cont'd)

Share Option in the names of Directors	**1.1.2008**	**Offered/ (Exercised)**	**31.12.2008**
	(Number of unissued ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	2,340,000	-	2,340,000
Tun Mohammed Hanif bin Omar	2,185,000	-	2,185,000
Tan Sri Alwi Jantan	1,555,000	-	1,555,000

Interest in Genting Berhad

Shareholdings in which the Directors have direct interests	**1.1.2008**	**Acquired/ (Disposed)**	**31.12.2008**
	(Number of ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	10,369,000	-	10,369,000
Tun Mohammed Hanif bin Omar	631,000	(530,000)	101,000
Mr Quah Chek Tin	5,000	-	5,000

Interest of Spouse/Child of a Director^	**1.1.2008**	**Acquired/ (Disposed)**	**31.12.2008**
	(Number of ordinary shares of 10 sen each)		
Mr Quah Chek Tin	630,000	-	630,000

Share Option in the names of Directors	**1.1.2008**	**Offered/ (Exercised)**	**31.12.2008**
	(Number of unissued ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	2,500,000	-	2,500,000
Tun Mohammed Hanif bin Omar	1,555,000	-	1,555,000
Mr Quah Chek Tin	1,240,000	-	1,240,000

Interest in Asiatic Development Berhad

Shareholdings in which the Directors have direct interests	**1.1.2008**	**Acquired/ (Disposed)**	**31.12.2008**
	(Number of ordinary shares of 50 sen each)		
Tan Sri Lim Kok Thay	369,000	-	369,000
General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin	-	20,000	20,000

Interest in Genting International P.L.C.

Shareholdings in which the Directors have direct interests	**1.1.2008**	**Acquired/ (Disposed)**	**31.12.2008**
	(Number of ordinary shares of US$0.10 each)		
Tan Sri Lim Kok Thay	32,000	166,000	198,000
Tan Sri Alwi Jantan	-	54,000	54,000
Tan Sri Dr. Lin See Yan	-	45,000	45,000

Share Option in the names of Directors	**1.1.2008**	**Offered/ (Exercised)**	**31.12.2008**
	(Number of unissued ordinary shares of US$0.10 each)		
Tan Sri Lim Kok Thay	5,658,536	-	5,658,536
Tun Mohammed Hanif bin Omar	1,131,707	-	1,131,707
Tan Sri Alwi Jantan	1,131,707	-	1,131,707
Mr Quah Chek Tin	1,697,560	-	1,697,560
Tan Sri Wan Sidek bin Hj Wan Abdul Rahman	1,131,707	-	1,131,707
Tan Sri Dr. Lin See Yan	1,131,707	-	1,131,707
Tan Sri Clifford Francis Herbert	1,131,707	-	1,131,707
General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin	1,131,707	-	1,131,707

Performance Shares in the name of Director	**Awarded on 15.9.2008**	**Vested/ (Cancelled)**	**31.12.2008**
	(Number of unissued ordinary shares of US$0.10 each)		
Tan Sri Lim Kok Thay	750,000#	-	750,000

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

DIRECTORATE (cont'd)

Legend

^ *Disclosure pursuant to Section 134(12) (c) of the Companies Act, 1965 as amended by the Companies (Amendment) Act 2007 which took effect on 15 August 2007.*

\# *Represents the right of the participant to receive ordinary shares at par value of US$0.10 per share, upon the participant satisfying the criteria set out in the Performance Share Scheme of Genting International P.L.C. and upon satisfying such conditions as may be imposed.*

Apart from the above disclosures:

(a) the Directors of the Company do not have any other interests in shares in the Company and in shares in other related corporations of the Company either at the beginning or end of the financial year; and

(b) neither during nor at the end of the financial year, was the Company a party to any arrangement whose object is to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Since the end of the previous financial year, no Director of the Company has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by the Directors and the provision for Directors' retirement gratuities shown in the financial statements or the fixed salary of a full time employee of the Company and/or related corporations) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which he is a member or with a company in which he has a substantial financial interest except for any benefit which may be deemed to have arisen by virtue of the following transactions:

(i) A company in which Tan Sri Lim Kok Thay is a director and a substantial shareholder has appointed Asiatic Plantations (WM) Sdn Bhd, a wholly-owned subsidiary of Asiatic Development Berhad, which in turn is a subsidiary of Genting Berhad to provide plantation advisory services.

(ii) A corporation in which Tan Sri Lim Kok Thay and his spouse are directors and which is wholly-owned indirectly by them has rented its property to Genting International P.L.C. ("GIPLC"), a subsidiary of Genting Berhad.

(iii) A corporation which is owned by the family of Tan Sri Lim Kok Thay has been appointed by Resorts World at Sentosa Pte Ltd, an indirect wholly-owned subsidiary of GIPLC to provide professional design consultancy and master-planning services for the Resorts World at Sentosa integrated resort in Singapore.

(iv) Transactions made by the Company or its related corporations with certain corporations referred to in Note 41 in which the nature of relationships of Tan Sri Lim Kok Thay are disclosed therein.

Tan Sri Clifford Francis Herbert and Mr Quah Chek Tin are due to retire by rotation at the forthcoming Annual General Meeting ("AGM") in accordance with Article 99 of the Articles of Association of the Company and they, being eligible, have offered themselves for re-election.

Tun Mohammed Hanif bin Omar, Tan Sri Alwi Jantan and Tan Sri Wan Sidek bin Hj Wan Abdul Rahman will retire pursuant to Section 129 of the Companies Act, 1965 at the forthcoming AGM and that separate resolutions will be proposed for their re-appointment as Directors at the AGM under the provision of Section 129(6) of the said Act to hold office until the next AGM of the Company.

OTHER STATUTORY INFORMATION

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 had been made for doubtful debts; and

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

At the date of this report, the Directors are not aware of any circumstances:

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

(ii) which would render the values attributed to the current assets in the financial statements of the Group and of the Company misleading;

(iii) which have arisen which render adherence to the existing methods of valuation of assets or liabilities in the financial statements of the Group and of the Company misleading or inappropriate; and

(iv) not otherwise dealt with in this report or in the financial statements of the Group and of the Company, that would render any amount stated in the respective financial statements misleading.

At the date of this report, there does not exist:

(i) any charge on the assets of the Group or of the Company that 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 that has arisen since the end of the financial year.

No contingent or other liability of the Group or of the Company has become enforceable, or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the Directors, will or may substantially affect the ability of the Group or of the Company to meet their obligations as and when they fall due.

In the opinion of the Directors:

(i) the results of the operations of the Group and of the Company for the financial year have not been substantially affected by any item, transaction or event of a material and unusual nature except for those disclosed in the financial statements; 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 and of the Company for the financial year in which this report is made.

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

STATEMENT BY DIRECTORS PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965

In the opinion of the Directors, the financial statements set out on pages 39 to 76 are drawn up so as to give a true and fair view of the state of affairs of the Group and of the Company as at 31 December 2008 and of the results and the cash flows of the Group and of the Company for the financial year ended on that date in accordance with the Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards for Entities Other than Private Entities in Malaysia and comply with the provisions of the Companies Act, 1965.

HOLDING COMPANY

The Directors of the Company regard Genting Berhad, a company incorporated in Malaysia, as its immediate and ultimate holding company as Genting Berhad continues to have control over the Company within the definition of "control" as set out in FRS 127 on Consolidated and Separate Financial Statements, although its shareholding in the Company has fallen to 48.43% as at 31 December 2008.

AUDITORS

The auditors, PricewaterhouseCoopers, have expressed their willingness to continue in office.

On behalf of the Board,

TAN SRI LIM KOK THAY
Chairman and Chief Executive

TAN SRI ALWI JANTAN
Executive Director

Kuala Lumpur
25 February 2009

INCOME STATEMENTS

for the Financial Year Ended 31 December 2008

Amounts in RM million unless otherwise stated

		Group		Company	
	Note(s)	**2008**	2007	**2008**	2007
Revenue	5 & 6	**4,886.7**	4,352.3	**4,461.5**	3,967.9
Cost of sales	7	**(2,903.9)**	(2,620.6)	**(2,640.8)**	(2,371.8)
Gross profit		**1,982.8**	1,731.7	**1,820.7**	1,596.1
Other income:					
- Gain on disposal of equity investment in associate		**-**	337.1	**-**	-
- Gain on disposal of long term investment arising from foreign exchange translation	43 (a)	**19.8**	-	**-**	-
- Others		**135.3**	110.2	**94.9**	87.4
Selling and distribution costs		**(68.5)**	(73.7)	**(41.0)**	(49.7)
Administration expenses		**(114.6)**	(111.7)	**(93.0)**	(92.9)
Other expenses:					
- Impairment loss	8	**(781.5)**	-	**(1,040.2)**	(936.0)
- Others		**(45.4)**	(57.5)	**(24.8)**	(91.9)
		1,127.9	1,936.1	**716.6**	513.0
Finance cost	8	**(1.6)**	(41.9)	**(1.6)**	(41.9)
Share of results in jointly controlled entity	19	**0.7**	0.0	**-**	-
Share of results in associate		**-**	(63.1)	**-**	-
Gain on dilution of equity investment in associate		**-**	81.0	**-**	-
Profit before taxation	5, 8, 9 & 10	**1,127.0**	1,912.1	**715.0**	471.1
Taxation	11	**(493.0)**	(356.8)	**(464.8)**	(332.2)
Profit for the financial year		**634.0**	1,555.3	**250.2**	138.9
Attributable to:					
Equity holders of the Company		**634.4**	1,555.7	**250.2**	138.9
Minority interests		**(0.4)**	(0.4)	**-**	-
Profit for the financial year		**634.0**	1,555.3	**250.2**	138.9
Earnings per share for profit attributable to the equity holders of the Company:					
Basic earnings per share (sen)	12	**11.06**	27.42		
Diluted earnings per share (sen)	12	**10.99**	26.48		
Gross dividends per share (sen)	13	**7.00**	6.48		

The notes set out on pages 46 to 76 form part of these financial statements.

BALANCE SHEETS

as at 31 December 2008

Amounts in RM million unless otherwise stated

		Group		Company	
	Note(s)	**2008**	2007	**2008**	2007
ASSETS					
Non-Current Assets					
Property, plant and equipment	14	**3,638.5**	3,663.4	**2,014.8**	2,006.7
Land held for property development	15	**181.5**	186.1	**-**	-
Investment properties	16	**16.5**	17.9	**-**	-
Leasehold land use rights	17	**94.4**	95.5	**0.4**	0.4
Subsidiaries	18	**-**	-	**3,691.9**	4,838.9
Jointly controlled entity	19	**1.9**	1.2	**-**	-
Available-for-sale financial asset	20	**415.0**	1,505.4	**-**	-
Other long term investments	21	**242.8**	535.5	**3.1**	3.1
Long term receivables	22	**11.4**	9.2	**-**	-
		4,602.0	6,014.2	**5,710.2**	6,849.1
Current Assets					
Inventories	23	**60.5**	59.1	**31.8**	31.5
Trade and other receivables	24	**113.4**	114.2	**63.5**	68.5
Amounts due from subsidiaries	18	**-**	-	**197.8**	177.8
Amounts due from other related companies	25	**15.4**	28.1	**11.0**	13.6
Asset classified as held for sale	26	**4.6**	-	**-**	-
Short term investments	27	**1,760.1**	794.9	**1,748.2**	794.9
Bank balances and deposits	28	**2,794.8**	2,256.9	**1,484.1**	1,340.4
Tax recoverable		**72.1**	74.1	**71.9**	73.1
		4,820.9	3,327.3	**3,608.3**	2,499.8
Total Assets		**9,422.9**	9,341.5	**9,318.5**	9,348.9
EQUITY AND LIABILITIES					
Equity Attributable To Equity Holders Of The Company					
Share capital	29	**590.2**	583.0	**590.2**	583.0
Reserves	30	**8,355.2**	8,083.2	**8,218.0**	8,075.6
Treasury shares	31	**(627.6)**	(477.2)	**(627.6)**	(477.2)
		8,317.8	8,189.0	**8,180.6**	8,181.4
Minority interests		**7.3**	7.7	**-**	-
Total Equity		**8,325.1**	8,196.7	**8,180.6**	8,181.4
Non-Current Liabilities					
Other long term liability	32	**31.3**	30.3	**-**	-
Deferred taxation	33	**227.7**	203.0	**121.5**	115.5
Provision for retirement gratuities	34	**60.0**	64.8	**57.5**	62.2
		319.0	298.1	**179.0**	177.7
Current Liabilities					
Trade and other payables	35	**541.2**	492.2	**460.6**	424.3
Amount due to holding company	25	**17.3**	13.2	**16.8**	12.7
Amount due to subsidiaries	18	**-**	-	**269.7**	215.5
Amount due to other related companies	25	**49.5**	46.4	**44.4**	42.9
Amount due to jointly controlled entity	19	**0.1**	0.2	**-**	-
Zero coupon convertible notes	36	**-**	175.1	**-**	175.1
Taxation		**170.7**	119.6	**167.4**	119.3
		778.8	846.7	**958.9**	989.8
Total Liabilities		**1,097.8**	1,144.8	**1,137.9**	1,167.5
Total Equity And Liabilities		**9,422.9**	9,341.5	**9,318.5**	9,348.9
NET ASSETS PER SHARE*		**1.45**	1.43		

* *The computation of net assets per share is based on weighted average number of ordinary shares in issue excludes the weighted average number of treasury shares held by the Company.*

The notes set out on pages 46 to 76 form part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY

for the Financial Year Ended 31 December 2008

Amounts in RM million unless otherwise stated

	Attributable to equity holders of the Company									
Group	**Share Capital**	**Share Premium**	**Fair Value Reserve**	**Reserve on Exchange Differences**	**Other Reserves**	**Treasury Shares**	**Retained Earnings**	**Total**	**Minority Interests**	**Total Equity**
Balance at 1 January 2008	**583.0**	**927.7**	**349.5**	**(224.3)**	**0.3**	**(477.2)**	**7,030.0**	**8,189.0**	**7.7**	**8,196.7**
Foreign exchange differences recognised directly in equity - Group	**-**	**-**	**-**	**94.9**	**-**	**-**	**-**	**94.9**	**-**	**94.9**
Available-for-sale financial asset - Fair value movement (Note 20)	**-**	**-**	**(1,131.0)**	**-**	**-**	**-**	**-**	**(1,131.0)**	**-**	**(1,131.0)**
Net income and expenses recognised directly in equity	**-**	**-**	**(1,131.0)**	**94.9**	**-**	**-**	**-**	**(1,036.1)**	**-**	**(1,036.1)**
Impairment loss charged to income statement	**-**	**-**	**781.5**	**-**	**-**	**-**	**(781.5)**	**-**	**-**	**-**
Profit for the financial year	**-**	**-**	**-**	**-**	**-**	**-**	**1,415.9**	**1,415.9**	**(0.4)**	**1,415.5**
Total recognised income and expenses for the financial year	**-**	**-**	**(349.5)**	**94.9**	**-**	**-**	**634.4**	**379.8**	**(0.4)**	**379.4**
Share based payments under ESOS	**-**	**-**	**-**	**-**	**0.0**	**-**	**-**	**-**	**-**	**0.0**
Issue of shares	**7.2**	**172.5**	**-**	**-**	**-**	**-**	**-**	**179.7**	**-**	**179.7**
Buy-back of own shares	**-**	**-**	**-**	**-**	**-**	**(150.4)**	**-**	**(150.4)**	**-**	**(150.4)**
Appropriation:										
Final dividend paid for financial year ended 31 December 2007 (3.6 sen less 26% income tax)	**-**	**-**	**-**	**-**	**-**	**-**	**(152.5)**	**(152.5)**	**-**	**(152.5)**
Interim dividend paid for financial year ended 31 December 2008 (3.0 sen less 26% income tax)	**-**	**-**	**-**	**-**	**-**	**-**	**(127.8)**	**(127.8)**	**-**	**(127.8)**
Balance at 31 December 2008	**590.2**	**1,100.2**	**-**	**(129.4)**	**0.3**	**(627.6)**	**7,384.1**	**8,317.8**	**7.3**	**8,325.1**

STATEMENTS OF CHANGES IN EQUITY (cont'd)

for the Financial Year Ended 31 December 2008

Amounts in RM million unless otherwise stated

	Attributable to equity holders of the Company									
Group	**Share Capital**	**Share Premium**	**Fair Value Reserve**	**Reserve on Exchange Differences**	**Other Reserves**	**Treasury Shares**	**Retained Earnings**	**Total**	**Minority Interests**	**Total Equity**
Balance at 1 January 2007	547.3	60.1	-	(88.0)	18.6	-	5,711.6	6,249.6	8.1	6,257.7
Foreign exchange differences recognised directly in equity - Group	-	-	-	(129.6)	-	-	-	(129.6)	-	(129.6)
Foreign exchange reserve realised directly in income statement - Associate	-	-	-	(6.7)	-	-	-	(6.7)	-	(6.7)
Decrease in equity portion of convertible bonds in associate	-	-	-	-	(10.2)	-	-	(10.2)	-	(10.2)
Realisation of equity portion of convertible bonds in associate	-	-	-	-	(8.1)	-	8.1	-	-	-
Available-for-sale financial asset										
- Measurement at date of designation	-	-	1,473.9	-	-	-	-	1,473.9	-	1,473.9
- Fair value movement	-	-	(1,124.4)	-	-	-	-	(1,124.4)	-	(1,124.4)
Net income and expenses recognised directly in equity	-	-	349.5	(136.3)	(18.3)	-	8.1	203.0	-	203.0
Profit for the financial year	-	-	-	-	-	-	1,555.7	1,555.7	(0.4)	1,555.3
Total recognised income and expenses for the financial year	-	-	349.5	(136.3)	(18.3)	-	1,563.8	1,758.7	(0.4)	1,758.3
Share based payments under ESOS	-	-	-	-	0.0	-	-	0.0	-	0.0
Issue of shares	35.7	867.6	-	-	-	-	-	903.3	-	903.3
Buy-back of own shares	-	-	-	-	-	(477.2)	-	(477.2)	-	(477.2)
Appropriation:										
Final dividend paid for financial year ended 31 December 2006 (3.0 sen* less 27% income tax)	-	-	-	-	-	-	(125.1)	(125.1)	-	(125.1)
Interim dividend paid for financial year ended 31 December 2007 (2.88 sen less 27% income tax)	-	-	-	-	-	-	(120.3)	(120.3)	-	(120.3)
Balance at 31 December 2007	583.0	927.7	349.5	(224.3)	0.3	(477.2)	7,030.0	8,189.0	7.7	8,196.7

* *Adjusted following the subdivision of ordinary shares of 50 sen each into 5 ordinary shares of 10 sen each.*

STATEMENTS OF CHANGES IN EQUITY (cont'd)

for the Financial Year Ended 31 December 2008

Amounts in RM million unless otherwise stated

		Non-Distributable		Distributable		
Company	**Share Capital**	**Share Premium**	**Other Reserve**	**Treasury Shares**	**Retained Earnings**	**Total**
Balance at 1 January 2008	**583.0**	**927.7**	**0.2**	**(477.2)**	**7,147.7**	**8,181.4**
Profit for the financial year	**-**	**-**	**-**	**-**	**250.2**	**250.2**
Share based payments under ESOS	**-**	**-**	**0.0**	**-**	**-**	**0.0**
Issue of shares	**7.2**	**172.5**	**-**	**-**	**-**	**179.7**
Buy-back of own shares	**-**	**-**	**-**	**(150.4)**	**-**	**(150.4)**
Appropriation:						
Final dividend paid for financial year ended 31 December 2007 (3.6 sen less 26% income tax)	**-**	**-**	**-**	**-**	**(152.5)**	**(152.5)**
Interim dividend paid for financial year ended 31 December 2008 (3.0 sen less 26% income tax)	**-**	**-**	**-**	**-**	**(127.8)**	**(127.8)**
Balance at 31 December 2008	**590.2**	**1,100.2**	**0.2**	**(627.6)**	**7,117.6**	**8,180.6**
Balance at 1 January 2007	547.3	60.1	0.2	-	7,254.2	7,861.8
Profit for the financial year	-	-	-	-	138.9	138.9
Share based payments under ESOS	-	-	0.0	-	-	0.0
Issue of shares	35.7	867.6	-	-	-	903.3
Buy-back of own shares	-	-	-	(477.2)	-	(477.2)
Appropriation:						
Final dividend paid for financial year ended 31 December 2006 (3.0 sen* less 27% income tax)	-	-	-	-	(125.1)	(125.1)
Interim dividend paid for financial year ended 31 December 2007 (2.88 sen less 27% income tax)	-	-	-	-	(120.3)	(120.3)
Balance at 31 December 2007	583.0	927.7	0.2	(477.2)	7,147.7	8,181.4

* *Adjusted following the subdivision of ordinary shares of 50 sen each into 5 ordinary shares of 10 sen each.*

CASH FLOW STATEMENTS

for the Financial Year Ended 31 December 2008

Amounts in RM million unless otherwise stated

	Group		Company	
	2008	2007	**2008**	2007
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before taxation	**1,127.0**	1,912.1	**715.0**	471.1
Adjustments for:				
Depreciation of property, plant and equipment	**260.2**	244.1	**182.1**	170.8
Depreciation of investment properties	**0.5**	0.7	**-**	-
Amortisation of leasehold land use rights	**1.1**	1.1	**0.0**	0.0
Property, plant and equipment written off	**0.7**	1.0	**0.4**	0.8
(Gain)/loss on disposal of property, plant and equipment	**(1.3)**	0.0	**(0.6)**	(0.0)
Gain on disposal of investment property	**(0.6)**	(2.0)	**-**	-
Impairment loss on investment in subsidiaries	**-**	-	**1,040.2**	936.0
Impairment loss on investment in available-for-sale financial asset	**781.5**	-	**-**	-
Reversal of impairment loss on investment in subsidiary	**-**	-	**-**	(12.2)
Gain on disposal of equity investment in associate	**-**	(337.1)	**-**	-
Gain on dilution of equity investment in associate	**-**	(81.0)	**-**	-
Gain on disposal of short term investment	**(0.0)**	-	**-**	-
Gain on disposal of long term investment arising from foreign exchange translation	**(19.8)**	-	**-**	-
Interest income	**(115.3)**	(85.4)	**(83.2)**	(64.4)
Finance cost	**1.6**	41.9	**1.6**	39.9
Finance cost to subsidiaries	**-**	-	**-**	2.0
Share of results in jointly controlled entity	**(0.7)**	(0.0)	**-**	-
Share of results in associate	**-**	63.1	**-**	-
Allowance for doubtful debts (Note 8)	**1.9**	1.6	**0.4**	50.3
Net provision for retirement gratuities	**1.6**	11.8	**1.3**	11.1
Share option expenses	**0.0**	0.0	**0.0**	0.0
Realised gain on foreign exchange	**-**	(2.9)	**-**	-
Unrealised gain on foreign exchange	**(2.1)**	(1.2)	**(2.3)**	(1.0)
	909.3	(144.3)	**1,139.9**	1,133.3
Operating profit before working capital changes	**2,036.3**	1,767.8	**1,854.9**	1,604.4
Related companies	**17.5**	(11.2)	**5.9**	(4.8)
Increase in inventories	**(1.4)**	(5.8)	**(0.3)**	(6.0)
(Increase)/Decrease in trade and other receivables	**(1.7)**	(1.5)	**4.8**	1.6
Increase in trade and other payables	**82.5**	8.0	**61.1**	26.9
Increase in amount due to holding company	**4.1**	0.3	**4.1**	0.1
Jointly controlled entity	**(0.1)**	0.0	**-**	-
Subsidiaries	**-**	-	**143.6**	336.4
Other long term assets	**(2.1)**	0.3	**-**	-
	98.8	(9.9)	**219.2**	354.2
Cash generated from operations	**2,135.1**	1,757.9	**2,074.1**	1,958.6
Retirement gratuities paid	**(7.0)**	(1.4)	**(6.6)**	(1.4)
Taxation paid	**(415.8)**	(305.0)	**(409.5)**	(301.8)
Advanced membership fees	**1.0**	(0.6)	**-**	-
	(421.8)	(307.0)	**(416.1)**	(303.2)
NET CASH FLOW FROM OPERATING ACTIVITIES	**1,713.3**	1,450.9	**1,658.0**	1,655.4

CASH FLOW STATEMENTS (cont'd)

for the Financial Year Ended 31 December 2008

Amounts in RM million unless otherwise stated

	Group		Company	
	2008	2007	**2008**	2007
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of property, plant and equipment	**(263.8)**	(412.6)	**(215.2)**	(212.8)
Proceeds from disposal of property, plant and equipment	**1.8**	1.1	**0.9**	0.8
Proceeds from disposal of investment property	**1.4**	5.0	**-**	-
Purchase of investments	**(255.6)**	(330.6)	**-**	-
Proceeds from disposal of investments (Note 43 (a))	**521.0**	-	**-**	-
Subscription of shares issued by existing subsidiaries	**-**	-	**(2.1)**	(312.9)
Subscription of shares in newly incorporated subsidiaries	**-**	-	**(0.0)**	(115.8)
Proceeds from disposal of equity investment in associate	**-**	1,172.6	**-**	-
Interest received	**116.5**	84.2	**83.1**	64.8
NET CASH FLOW FROM INVESTING ACTIVITIES	**121.3**	519.7	**(133.3)**	(575.9)
CASH FLOWS FROM FINANCING ACTIVITIES				
Buy-back of shares	**(150.4)**	(477.2)	**(150.4)**	(477.2)
Dividends paid	**(280.3)**	(245.4)	**(280.3)**	(245.4)
Interest paid	**-**	(2.6)	**-**	(2.6)
Proceeds received on exercise of share option	**7.7**	31.1	**7.7**	31.1
Settlement of zero coupon convertible notes (Note 36)	**-**	(77.6)	**-**	(77.6)
Redemption of zero coupon convertible notes (Note 36)	**(4.7)**	-	**(4.7)**	-
Repayment of borrowings	**-**	(125.9)	**-**	-
Repayment of borrowings to a subsidiary	**-**	-	**-**	(125.9)
Other financing expenses	**0.0**	(0.9)	**-**	(0.9)
NET CASH FLOW FROM FINANCING ACTIVITIES	**(427.7)**	(898.5)	**(427.7)**	(898.5)
NET INCREASE IN CASH AND CASH EQUIVALENTS	**1,406.9**	1,072.1	**1,097.0**	181.0
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL YEAR	**3,051.8**	1,980.7	**2,135.3**	1,954.3
EFFECT OF CURRENCY TRANSLATION	**84.3**	(1.0)	**-**	-
CASH AND CASH EQUIVALENTS AT END OF THE FINANCIAL YEAR	**4,543.0**	3,051.8	**3,232.3**	2,135.3
ANALYSIS OF CASH AND CASH EQUIVALENTS				
Bank balances and deposits (Note 28)	**2,794.8**	2,256.9	**1,484.1**	1,340.4
Money market instruments (Note 27)	**1,748.2**	794.9	**1,748.2**	794.9
	4,543.0	3,051.8	**3,232.3**	2,135.3

NOTES TO THE FINANCIAL STATEMENTS

31 December 2008

Amounts in RM million unless otherwise stated

1. PRINCIPAL ACTIVITIES

The Company is involved in a tourist resort business at Genting Highlands and its principal activities cover leisure and hospitality services, which comprise gaming, hotel, entertainment and amusement.

The principal activities of the subsidiaries include property development and management, leisure and hospitality services, investments, timeshare ownership scheme, tours and travel related services.

Details of the principal activities of the subsidiaries are set out in Note 42 to the financial statements.

Apart from the above, there have been no other significant changes in the nature of the activities of the Group and of the Company during the financial year.

2. BASIS OF PREPARATION

The financial statements have been prepared in accordance with and comply with the Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards for Entities Other than Private Entities in Malaysia and the provisions of the Companies Act, 1965. The bases of measurement applied to assets and liabilities are cost, amortised cost, lower of cost and net realisable value, revalued amount and fair value.

The preparation of financial statements in conformity with the Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards for Entities Other than Private Entities in Malaysia and the provisions of the Companies Act, 1965 requires the Directors to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial year. It also requires Directors to exercise their judgements in the process of applying the Company's accounting policies. Although these judgements and estimates are based on the Directors' best knowledge of current events and actions, actual results could differ from those judgements and estimates.

JUDGEMENTS AND ESTIMATIONS

In the process of applying the Group's accounting policies, management makes judgements that can significantly affect the amount recognised in the financial statements. These judgements include:

i) Impairment of available-for-sale financial asset

Resorts World Limited's ("RWL") equity shareholding in SCL, was reduced from 36.01% as at 31 December 2006 to 19.58% as at 30 July 2007 following the disposal of 1.01 billion ordinary shares of USD0.10 each in SCL. RWL is an indirect wholly-owned subsidiary of the Company. Accordingly, RWL ceased to have significant influence over SCL and pursuant to paragraphs 18 and 19 of FRS 128, Investments in Associates, the use of the equity method was discontinued from the date the entity ceased to have significant influence over the associate and the investment was accounted for in accordance with the requirements of FRS 139, Financial Instruments : Recognition and Measurement.

In compliance with FRS 139, RWL had subsequently accounted for its investment in SCL as an "available-for-sale financial asset" ("AFS") which is measured at its fair value based on SCL's quoted share prices. Any gain or loss arising from a change in the fair value of the AFS has been recognised directly in equity, through the statement of changes in equity.

JUDGEMENTS AND ESTIMATIONS (cont'd)

i) Impairment of available-for-sale financial asset (cont'd)

Pursuant to the paragraph 61 of FRS 139, a significant or prolonged decline in the fair value of an investment in an equity instrument below its cost is objective evidence of impairment. Consequently, in compliance with the requirements of FRS 139, the cumulative fair value loss of RM781.5 million in the investment in SCL, which had previously been recognised in equity, is now recognised as an impairment loss in the income statement. This cumulative fair value loss of RM781.5 million represents the decline in SCL's share price to USD0.085 per share as at 31 December 2008 from the Group's carrying value of USD0.24 per share at the time of derecognition of SCL as an associated company in July 2007.

ii) Impairment of investments in subsidiaries

The Company follows the guidance of Financial Reporting Standard 136: Impairment of Assets ("FRS 136") to determine whether the Company's investment in subsidiary is impaired. In making this judgement, the Company evaluates, among other factors, the fair value and value in use of its subsidiaries. The fair value is the amount obtainable from the sale of an asset or cash generating unit of the subsidiary in an arms length transaction less the cost of disposal. The determination of fair value is based on the best information available including but not limited to the quoted market prices when available and independent appraisals, as appropriate. The calculation of value in use takes into consideration of estimated future cash flows of the subsidiary, expectations about possible variations in the amount or timing of these future cash flows, and time value of money.

The investment in subsidiary will be impaired if the carrying amount exceeds its recoverable amount measured at the higher of its fair value less cost to sell and value in use. An impairment loss is charged to the income statement.

During the financial year, the Company recorded an impairment loss of RM1,040.2 million (2007: RM936.0 million) in the income statement.

iii) Investment

a) Classification of investments

Management uses its judgement to determine the classification of the Group's investments into current and non-current. An investment is classified as current if it is readily realisable and it is held for trading or intended to be realised within 12 months after the balance sheet date. All other investments are classified as non-current.

Significant estimates used in the preparation of financial statements that may cause a material adjustment to the carrying amount of assets and liabilities are:

i) Provision for taxation

The Group is subject to income taxes in numerous jurisdictions in which the Group operates. Significant judgement is required in determining the provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for tax based on estimates of assessment of the tax liability due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

3. SIGNIFICANT ACCOUNTING POLICIES

Adoption of new Financial Reporting Standards

Accounting policies adopted by the Group and the Company have been applied consistently in dealing with items that are considered material in relation to the financial statements, unless otherwise stated. The following new and revised Financial Reporting Standards ("FRS") that are relevant to the Group have been adopted during the financial year:

FRS 107	Cash Flow Statements
FRS 112	Income Taxes
FRS 118	Revenue
FRS 134	Interim Financial Reporting
FRS 137	Provisions, Contingent Liabilities and Contingent Assets

Amendment to FRS 121 The Effects of Changes in Foreign Exchange Rates – Net Investment in a Foreign Operation

IC Interpretation 8 Scope of FRS 2

The adoption of the above FRSs and IC interpretation did not result in substantial changes to the Group's accounting policies. In respect of FRS 112, the Group will continue to recognise in the income statement, the tax impact arising from the investment tax allowances as and when it is utilised.

Standards, amendments to published standards and interpretations to existing standards that are not yet effective and have not been early adopted

The new standards and IC Interpretations that are applicable to the Group, but which the Group has not early adopted, are as follows:

FRS 8	Operating Segments (effective for annual period beginning on or after 1 July 2009)
IC Interpretation 9	Reassessment of Embedded Derivatives (effective for annual period beginning on or after 1 January 2010)
IC Interpretation 10	Interim Financial Reporting and Impairment (effective for annual period beginning on or after 1 January 2010)

The following standards will be effective for annual period beginning on or after 1 January 2010. The Group has applied the transitional provision in the respective standards which exempts entities from disclosing the possible impact arising from the initial application of the standard on the financial statements of the Group and Company.

FRS 4	Insurance Contracts
FRS 7	Financial Instruments: Disclosures
FRS 139	Financial Instruments: Recognition and Measurement

The following are the significant accounting policies adopted by the Group:

Basis of Consolidation

Investments in subsidiaries are eliminated on consolidation while investments in jointly controlled entities and associates are accounted for by the equity method of accounting.

a) Subsidiaries

The consolidated financial statements include the audited financial statements of the Company and all its subsidiaries made up to the end of the financial year. Subsidiaries are those companies in which the Group has power to exercise control over the financial and operating policies so as to obtain benefits from their activities.

Subsidiaries are consolidated from the date on which effective control is transferred to the Group and are no longer consolidated from the date that control ceases. Subsidiaries are consolidated using the purchase method of accounting whereby the results of subsidiaries acquired or disposed of during the financial year are included from the date of acquisition up to the date when the control ceases. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the Group's share of the fair value of the identifiable net assets of the subsidiary acquired at the date of acquisition is reflected as goodwill. See the accounting policy note on the treatment of goodwill.

All material intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also been eliminated unless cost cannot be recovered. Where necessary, accounting policies for subsidiaries have been changed to ensure consistency with the policies adopted by the Group.

The gain or loss on disposal of a subsidiary is the difference between net disposal proceeds and the Group's share of its net assets together with any balance of goodwill on acquisition and exchange differences which were not previously recognised in the consolidated income statement.

Minority interests is measured at the minorities' share of the fair value of the identifiable assets and liabilities of the acquiree as at the date of acquisition and the minorities' share of movements in the acquiree's net assets since that date. Separate disclosure is made of minority interests.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Basis of Consolidation (cont'd)

b) Jointly controlled entities

Jointly controlled entities are corporations, partnerships or other entities over which there is contractually agreed sharing of control by the Group with one or more parties.

The Group's interests in jointly controlled entities are accounted for in the consolidated financial statements by the equity method of accounting. Equity accounting involves recognising the Group's share of the post acquisition results of jointly controlled entities in the income statement and its share of post acquisition movements within reserves in reserves. The cumulative post acquisition movements are adjusted against the cost of the investment and includes goodwill on acquisition less impairment losses, where applicable. See accounting policy note on impairment of assets.

The Group recognises the portion of gains or losses on the sale of assets by the Group to the joint venture that is attributable to the other parties in the ventures. The Group does not recognise its share of profits or losses from the joint venture until it resells the assets to an independent party. However, if a loss on the transaction provides evidence of a reduction in the net realisable value of current assets or an impairment loss, the loss is recognised immediately.

Where necessary, in applying the equity method, adjustments have been made to the financial statements of jointly controlled entities to ensure consistency of accounting policies with those of the Group.

Property, Plant and Equipment

Property, plant and equipment are tangible items that:

i) are held for use in the production or supply of goods or services, or for administrative purposes; and

ii) are expected to be used during more than one period.

Property, plant and equipment are stated at cost less accumulated depreciation and impairment loss where applicable.

Cost includes expenditure that is directly attributable to the acquisition of the items.

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. All other repairs and maintenance are charged to the income statement during the financial period that they are incurred.

The depreciable amount of an item of property, plant and equipment is determined as the difference between the cost less its residual value. The residual value is the estimated amount that the Group expects to obtain from disposal of the asset, after deducting the estimated cost to disposal, if the asset was already of the age and in the condition expected at the end of its useful life.

Property, Plant and Equipment (cont'd)

Freehold land and property, plant and equipment which are under construction are not depreciated. Depreciation on assets under construction commences when the assets are ready for their intended use. The Group depreciates other assets based on their consumption pattern and is applied separately to each significant component.

Other property, plant and equipment are depreciated over their estimated useful lifes using the straight-line method. The annual rates of depreciation used for the major classes of property, plant and equipment are as follows:

Buildings and improvements	2% - 50%
Plant, equipment and vehicles	5% - 50%

The assets residual values and useful life are reviewed annually and revised if appropriate.

Where an indication of impairment exists, the carrying amount of the asset is assessed and written down immediately to its recoverable amount. See accounting policy note on impairment of assets.

Gains and losses on disposals are determined by comparing net disposal proceeds with the carrying amount and are included in the income statement. On disposal of revalued assets, amounts in the revaluation reserve relating to those assets are transferred to retained earnings.

Investment Properties

Investment properties consist of investments in land and buildings that are held for long-term rental yield and/or for capital appreciation and are not occupied by the Group. It is initially measured at cost, including direct transaction costs.

The Group adopted the cost model to measure all its investment properties. Under the cost model, investment property is measured at depreciated cost less any accumulated impairment losses. The annual rate of depreciation used for investment properties is 2%.

Where an indication of impairment exists, the carrying amount of the asset is assessed and written down immediately to its recoverable amount. See accounting policy note on impairment of assets.

Gains and losses on disposal are determined by comparing net disposal proceeds with the carrying amount and are included in the income statement.

Leasehold Land Use Rights

Leasehold land that normally has a finite economic life and title is not expected to pass to the lessee by the end of the lease term is treated as an operating lease. The payment made on entering into or acquiring a leasehold land is accounted as leasehold land use rights (referred to as prepaid lease payment in FRS 117, Leases) that are amortised over the lease term in accordance with the pattern of benefits provided.

Leasehold land use rights with lease period of 99 years or less are amortised equally over their respective periods of lease.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Property Development Activities

a) Land held for property development

Land held for property development consists of land on which no significant development work has been undertaken or where development activities are not expected to be completed within the normal operating cycle. Such land is classified as non-current asset and is stated at cost less accumulated impairment losses, if any.

Cost comprises cost of land and all related costs incurred on activities necessary to prepare the land for its intended use. Where the Group had previously recorded the land at revalued amounts, it continues to retain this amount as its surrogate cost as allowed by FRS 201_{2004} (previously MASB 32), Property Development Activities. Where an indication of impairment exists, the carrying amount of the asset is assessed and written down immediately to its recoverable amount. See accounting policy note on impairment of assets.

Land held for development is transferred to property development costs and included under current assets when development activities have commenced and where the development activities can be completed within the normal operating cycle.

b) Property development costs

Property development costs comprise costs associated with the acquisition of land and all costs directly attributable to development activities or costs that can be allocated on a reasonable basis to these activities.

When the outcome of the development activity can be estimated reliably, property development revenue and expenses are recognised by using the percentage of completion method in respect of sales where agreements have been finalised. Under this method, profits are recognised as the property development activity progresses. The stage of completion is determined based on proportion of property development costs incurred for work performed up to the balance sheet date over the estimated total property development cost to completion.

When the 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 of recovery, and property development costs on the development units sold are recognised when incurred. Foreseeable losses, if any, arising when it is probable that total property development costs (including expected defect liability expenditure) will exceed total property development revenue, are recognised immediately in the income statement.

Property development costs not recognised as an expense is recognised as an asset and is stated at the lower of cost and net realisable value. Upon completion of development, the unsold completed development properties are transferred to inventories.

Where revenue recognised in the income statement exceed billings to purchasers, the balance is shown as accrued billings under trade and other receivables (within current assets). Where billings to purchasers exceed revenue recognised in the income statement, the balance is shown as progress billings under trade and other payables (within current liabilities).

Available-For-Sale Financial Asset

Pursuant to paragraphs 18 and 19 of FRS 128, *Investments in Associates*, in the event the Group ceased to have significant influence over its associates, the Group shall discontinue the use of equity method from the date that it ceases to have significant influence over the associate and shall account for the investment in accordance with FRS 139, *Financial Instruments: Recognition and Measurement*, from that date.

The carrying amount of the investment at the date of recognition is regarded as its cost on initial measurement as an available-for-sale financial asset ("AFS"). After the initial measurement, the Group measures the AFS at its fair values based on quoted prices in an active market.

Any gain or loss arising from a change in the fair value of the AFS is recognised directly in equity as Fair Value Reserve, except for impairment losses and foreign exchange gains and losses, if any, until the AFS is derecognised, at which time the cumulative gain or loss previously recognised in equity shall be recognised in income statement.

When a decline in the fair value of the AFS has been recognised directly in equity and there is objective evidence that the asset is impaired, the cumulative loss that had been recognised directly in equity is removed from Fair Value Reserve and recognised in the income statement even though the AFS has not been derecognised. Impairment losses are incurred if, and only if, there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated. The amount of cumulative loss is measured as the difference between the carrying amount and current fair value, less any impairment loss on that AFS previously recognised in the income statement including any related foreign exchange component. Impairment losses recognised in the income statement on such amount are not subsequently reversed through income statement.

Investments

Long term investments, both quoted and unquoted, include investments in subsidiaries, jointly controlled entities, associates and other non-current investments.

Investments in other long term investments are stated at cost less impairment losses. An allowance for diminution in value is made where, in the opinion of the Directors, there is a decline other than temporary in the value of such investments. Such a decline is recognised as an expense in the period in which it is identified.

Short term quoted investments are stated at the lower of cost and market value, determined on a portfolio basis by comparing aggregate cost against aggregate market value. Market value is calculated by reference to quoted selling prices at the close of business on the balance sheet date. Money market instruments are stated at the lower of cost and net realisable value.

On disposal of an investment, the difference between net disposal proceeds and its carrying amount is charged/credited to the income statement.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Intangible Assets

a) Goodwill

Goodwill represents the excess of the cost of acquisition over the Group's share of the fair value of the identifiable net assets of the subsidiaries/jointly controlled entities at the date of acquisition. Goodwill on acquisition of subsidiaries on or after 1 January 2004 is recognised as an intangible asset and disclosed separately on the consolidated balance sheet at cost less any impairment losses. Goodwill, less any impairment losses, on acquisition of associates occurring on or after 1 January 2004 is included in investments in associates and is tested for impairment as part of the overall balance. Separately recognised goodwill is tested annually for impairment and is stated at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash generating units for the purpose of annual impairment testing. The allocation is made to those cash generating units or groups of cash generating units that are expected to benefit from the business combination in which the goodwill arose.

Impairment of Assets

The carrying values of assets, other than inventories, assets arising from construction contracts, deferred tax assets and financial assets (excluding investments in subsidiaries and jointly controlled entity), are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If such indication exists, an impairment review is performed to assess whether the carrying amount of the asset is fully recoverable.

Irrespective of whether there is any indication of impairment, the Group also:

a) tests intangible assets with indefinite useful life or intangible assets not yet available for use, if any, for impairment annually by comparing its carrying amount with its recoverable amount.

b) tests goodwill acquired in a business combination, if any, for impairment annually.

Impairment loss is recognised when the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and its value in use, which is measured by reference to discounted future cash flows. Recoverable amounts are estimated for individual assets, or if it is not possible, for the cash generating unit.

An impairment loss is charged to the income statement, unless the asset is carried at revalued amount, in which case the impairment loss is used to reduce the revaluation surplus.

Assets other than goodwill that have suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

An impairment loss is reversed only to the extent of previously recognised impairment losses for the same asset unless the asset is carried at revalued amount, in which case the reversal shall be treated as a revaluation increase. An impairment loss recognised for goodwill shall not be reversed in a subsequent period.

Refer accounting policy on "Available-For-Sale Financial Asset" for impairment of available-for-sale financial assets.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost includes, where relevant, appropriate proportions of overheads and is determined on a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less costs to completion and selling expenses.

The cost of unsold properties comprises cost associated with the acquisition of land, direct costs and an appropriate proportion of allocated costs attributable to property development activities.

Assets Classified as Held for Sale

Non-current assets are classified as assets held for sale and stated at the lower of carrying amount and fair value less costs to sell if their carrying amount is recovered principally through a sale transaction rather than a continuing use.

Receivables

Receivables are carried at estimated realisable value. In estimating realisable value, an allowance is made for doubtful receivables based on a review of all outstanding amounts at the financial year end. Bad debts are written off to the income statement during the financial year in which they are identified.

Cash and Cash Equivalents

Cash and cash equivalents include cash and bank balances, deposits and other short term, highly liquid investments that are readily convertible to known amounts of cash and are subject to insignificant risk of changes in value. Money market instruments are included within the short term investments in current assets in the balance sheet.

Share Capital

Ordinary shares are classified as equity in the balance sheet. Costs directly attributable to the issuance of new equity shares are taken to equity as a deduction from the proceeds.

Treasury Shares

Where the Company or its subsidiaries purchases the Company's equity share capital, the consideration paid, including any directly attributable incremental external costs, net of tax, is deducted from total shareholders' equity as treasury shares until they are cancelled, reissued or disposed of.

Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental external costs and the related tax effects, is included in shareholders' equity.

Where the share retirement method is applied, the nominal value of the shares repurchased is cancelled by a debit to the share capital account. An amount equivalent to the nominal value of the shares repurchased is transferred to a capital redemption reserve.

The consideration, including any acquisition cost and premium or discount arising from the shares repurchased, is adjusted directly to the share premium account or any other suitable reserve. In the circumstance where there is no or insufficient share premium, the consideration, or its balance thereof, is adjusted to any other suitable reserve.

The shares cancelled and the adjustments made to share premium or reserves would be shown as a movement in the share capital account and the share premium or reserve account respectively.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Borrowings

Borrowings are recognised based on proceeds received. Costs incurred on borrowings to finance qualifying assets are capitalised until the assets are ready for their intended use after which such expenses are charged to the income statement. All other borrowing costs are charged to the income statement.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

Contingent Liabilities and Contingent Assets

The Group does not recognise a contingent liability but discloses its existence in the financial statements. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. When a change in the probability of an outflow of economic resources occurs so that the outflow is probable, it will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events whose existence will be confirmed by uncertain future events beyond the control of the Group. The Group does not recognise contingent assets but discloses its existence where inflow of economic benefits are probable, but not virtually certain. When inflow of economic resources is virtually certain, the asset is recognised.

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate can be made of the amount of the obligation.

Income Taxes

a) Current taxation

Current taxation is determined according to the tax laws of each jurisdiction in which the Group operates and includes all taxes based upon the taxable income and is measured using the tax rates which are applicable at the balance sheet date.

b) Deferred taxation

Deferred tax liabilities and/or assets are recognised, using liability method, on temporary differences between the carrying amounts of assets and liabilities in the financial statements and their related tax bases. However, deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deferred tax assets can be utilised. Deferred tax liability in respect of asset revaluations is also recognised. Deferred tax liabilities and assets are measured at the tax rates that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax is recognised on temporary differences arising on investments in subsidiaries, jointly controlled entity and associates except where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Employee Benefits

a) Short term employee benefits

Short term employee benefits include wages, salaries, bonus, social security contributions and paid annual leave. These benefits are accrued when incurred and are measured on an undiscounted basis.

b) Post employment benefits

Post employment benefits include defined contribution plans under which the Group pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods. These benefits are accrued when incurred and are measured on an undiscounted basis.

c) Long term employee benefits

Long term employee benefits include retirement gratuities payable under a retirement gratuity scheme which was established in 1991 by the Board of Directors for Executives and Executive Directors of the Company and certain subsidiaries. The level of retirement gratuities payable is determined by the Board of Directors in relation to the past services rendered and it does not take into account the employee's service to be rendered in later years up to retirement. The gratuity, which is calculated based either on length of service and basic salary as at the reporting date or on the basis of emoluments earned in the immediate past three years, is a vested benefit when the employee reaches retirement age.

The present value of the retirement gratuities is determined by discounting the amount payable by reference to market yields at the balance sheet date on high quality corporate bonds which have terms to maturity approximating the terms of the related liability. Employee turnover is also factored in arriving at the level of the retirement gratuities payable. The differences arising from the application of such discounting as well as any past service costs and the effects of any curtailments or settlements, if any, are recognised immediately in the income statement.

Such retirement gratuities payable are classified as current liabilities where it is probable that a payment will be made within the next twelve months and also provided that the amount has been approved for payment by the Board of Directors.

d) Share-based compensation

The Company operates an equity-settled, share-based compensation plan, where share options are issued to the eligible executives and executive directors.

The fair value of employee services rendered in exchange for the grant of the share options is recognised as an expense over the vesting period. The total amount to be expensed in the income statement over the vesting period is determined by reference to the fair value of each share option granted at the grant date and the number of share options vested by vesting date, with a corresponding increase in equity (option reserve). At each balance sheet date, the respective companies will revise its estimates of the number of share options that are expected to become exercisable. The option reserves in respect of options which have been lapsed are transferred to retained earnings.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Employee Benefits (cont'd)

d) Share-based compensation (cont'd)

The proceeds received net of any directly attributable transaction costs are credited to share capital and share premium when the options are exercised.

The fair value of the options was determined using "Trinomial" model based on the closing market price at Offer Date, the exercise price, expected volatility based on its historical volatility, option life and a risk free interest rate of 3.40% to 3.70% based on the yield on Malaysian Government Securities maturing between 5 to 10 years. The fair value of options granted to employees has been treated as additional paid in capital to be recognised as an expense over the option period. The unamortised amount is included as a separate component of reserves.

Revenue Recognition

Revenues are recognised upon delivery of products or performance of services, net of sales tax and discounts, and after eliminating revenue within the Group.

Casino revenue represents net house takings. The casino license in Malaysia is renewable every three months.

Sales of short term investments are accounted net of the cost of the respective investments when the contracts are executed.

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

Dividends

Dividends on ordinary shares are accounted for in shareholders' equity as an appropriation of retained earnings and accrued as a liability in the financial year in which the obligation to pay is established.

Foreign Currency Translation

a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities 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 the Company's functional and presentation currency.

b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. At the balance sheet date, non-monetary items are translated at balance sheet date using historical rates or rates prevailing when the fair value of the assets are determined. Monetary items are translated at the closing rate. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities at closing rate are recognised in the income statement. However, the exchange differences arising on monetary items that form part of the net investment in the foreign operations are recognised directly in equity in the consolidated financial statements until the disposal of the foreign operations in which case they are recognised as gain or loss in the consolidated income statement.

Foreign Currency Translation (cont'd)

c) Group companies

On consolidation, the results and financial position of all the Group's entities which have a functional currency different from that of the Group's presentation currency are translated into the Group's presentation currency as follows:

i) assets and liabilities, including goodwill and fair value adjustments arising from business combinations, for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and

iii) all resulting exchange differences are recognised as a separate component of equity.

Financial Instruments

A financial instrument is any contract that gives rise to both a financial asset of one enterprise and a financial liability or equity instrument of another enterprise.

A financial asset is any asset that is cash, a contractual right to receive cash or another financial asset from another enterprise, a contractual right to exchange financial instruments with another enterprise under conditions that are potentially favourable, or an equity instrument of another enterprise.

A financial liability is any liability that is a contractual obligation to deliver cash or another financial asset to another enterprise, or to exchange financial instruments with another enterprise under conditions that are potentially unfavourable.

a) Financial instruments recognised on the balance sheet

The recognition method adopted for financial instruments that are recognised on the balance sheet are disclosed separately in the individual policy statements associated with the relevant financial instrument.

The financial assets and liabilities of the Group are primarily denominated in Ringgit Malaysia. Financial assets and liabilities that are denominated in other currencies, where material, have been disclosed in the Notes to the financial statements.

b) Financial instruments not recognised on the balance sheet

The Group is a party to a call option agreement as disclosed in Note 37 to the financial statements. The instrument is not recognised in the financial statements on inception.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial Instruments (cont'd)

c) Fair value estimation for disclosure purposes

The fair value of publicly traded securities is based on quoted market prices at the balance sheet date. For non-traded financial instruments, the Group uses various methods and makes assumptions that are based on market conditions. Comparisons are made to similar instruments that are publicly traded and estimates based on discounted cash flow techniques are also used. For other long term financial assets and liabilities, fair value is estimated by discounting future contractual cash flows at appropriate interest rates.

The book values of financial assets and liabilities with maturities of less than one year are assumed to approximate their fair values.

Segmental Reporting

The Group adopts business segment analysis as its primary reporting format and geographical segment analysis as its secondary reporting format.

Revenues are attributed to geographical segments based on location of customers where sale is transacted. Assets are allocated based on location of assets.

Segment revenues and expenses are those directly attributable to the segments and include any joint revenues and expenses where a reasonable basis of allocation exists. Segment assets include all assets used by the segment and consist principally of property, plant and equipment net of accumulated depreciation, amortisation and impairment loss, land held for property development, property development costs, inventories and receivables. Segment liabilities comprise operating liabilities. Both segment assets and liabilities do not include income tax assets and liabilities and interest bearing instruments.

4. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's overall financial risk management objective is to optimise the value creation for shareholders. The Group seeks to minimise the potential adverse impacts arising from fluctuations in foreign currency exchange and interest rates and the unpredictability of the financial markets.

The Group operates within clearly defined guidelines that are approved by the Board of Directors and do not trade in financial instruments. Financial risk management is carried out through risk reviews conducted at all significant operational units. This process is further enhanced by effective internal controls, a group-wide insurance programme and adherence to the financial risk management policies.

The main areas of financial risks faced by the Group are as follows:

Foreign currency exchange risk

The Group is exposed to foreign currency exchange risk when it enters into transactions that are not denominated in their functional currencies. The Group attempts to significantly limit its exposure for all committed transactions by entering into forward foreign currency exchange contracts within the constraints of market and government regulations.

Interest rate risk

The Group has no significant exposure in interest rate risk.

Market risk

The Group, in the normal course of business, is exposed to market risks in respect of its equity investments. The Group manages its risk through established guidelines and policies.

Credit risk

Exposure to credit risk arises mainly from sales made on deferred credit terms. Credit terms offered by the Group range from 30 days to 60 days from date of transaction. Risks arising therefrom are minimised through effective monitoring of receivables and suspension of sales to customers which accounts exceed the stipulated credit terms. Credit limits are set and credit history is reviewed to minimise potential losses.

The Group also seeks to invest cash assets safely and profitably and buys insurance to protect itself against insurable risks. In this regard, counterparties are assessed for credit risks and limits are set to minimise any potential losses.

Liquidity risk

The Group practices prudent liquidity risk management to minimise the mismatch of financial assets and liabilities. The Group's cash flow is reviewed regularly to ensure that the Group is able to settle its commitments when they fall due.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

5. SEGMENT ANALYSIS

a) Primary segment - by activity

2008	Leisure & Hospitality	Properties	Others	Eliminations	Total
Group					
Revenue					
External	4,857.3	5.0	24.4	-	4,886.7
Inter segment	1.5	7.8	71.1	(80.4)	-
	4,858.8	12.8	95.5	(80.4)	4,886.7
Results					
Segment profit	1,775.2	0.8	18.1	-	1,794.1
Interest income					115.3
Finance cost					(1.6)
Impairment loss	(781.5)	-	-	-	(781.5)
Share of results in jointly controlled entity	-	-	0.7	-	0.7
Profit before taxation					1,127.0
Taxation					(493.0)
Profit for the financial year					634.0
Other Information:					
Assets					
Segment assets	4,471.4	428.7	125.2	(353.8)	4,671.5
Interest bearing instruments	-	-	4,262.4	-	4,262.4
Jointly controlled entity	-	-	1.9	-	1.9
Available-for-sale financial asset	415.0	-	-	-	415.0
Unallocated corporate assets					72.1
Total assets					9,422.9
Liabilities					
Segment liabilities	951.9	44.0	106.8	(403.3)	699.4
Interest bearing instruments					0.0
Unallocated corporate liabilities					398.4
Total liabilities					1,097.8
Other Disclosures					
Capital expenditure incurred	236.3	-	-	-	236.3
Depreciation and amortisation charge	258.8	1.6	1.4	-	261.8
Other significant non-cash items:					
- charges	17.1	0.1	0.0	-	17.2
- credits	19.7	0.6	0.0	-	20.3

2007	Leisure & Hospitality	Properties	Others	Eliminations	Total
Group					
Revenue					
External	4,322.9	8.9	20.5	-	4,352.3
Inter segment	1.5	5.3	60.0	(66.8)	-
	4,324.4	14.2	80.5	(66.8)	4,352.3
Results					
Segment profit	1,494.5	4.0	15.1	-	1,513.6
Interest income					85.4
Finance cost					(41.9)
Gain on disposal of equity investment in associate	337.1	-	-	-	337.1
Gain on dilution of equity investment in associate	81.0	-	-	-	81.0
Share of results in jointly controlled entity	-	-	0.0	-	0.0
Share of results in associate	(63.1)	-	-	-	(63.1)
Profit before taxation					1,912.1
Taxation					(356.8)
Profit for the financial year					1,555.3

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

5. SEGMENT ANALYSIS (cont'd)

a) Primary segment - by activity (cont'd)

2007	Leisure & Hospitality	Properties	Others	Eliminations	Total
Group					
Other Information:					
Assets					
Segment assets	4,263.8	426.7	658.1	(365.8)	4,982.8
Interest bearing instruments					2,779.0
Jointly controlled entity	-	-	1.2	-	1.2
Available-for-sale financial asset	1,505.4	-	-	-	1,505.4
Unallocated corporate assets					73.1
Total assets					9,341.5
Liabilities					
Segment liabilities	888.2	40.1	84.7	(365.8)	647.2
Interest bearing instruments					175.1
Unallocated corporate liabilities					322.5
Total liabilities					1,144.8
Other Disclosures					
Capital expenditure incurred	391.0	-	-	-	391.0
Depreciation and amortisation charge	243.0	1.8	1.1	-	245.9
Other significant non-cash items:					
- charges	53.2	-	-	-	53.2
- credits	2.6	-	-	-	2.6

The Group is organised into two main business segments:

Leisure & Hospitality - this division includes the gaming, hotel, entertainment and amusement businesses, tours & travel related services and other support services.

Properties - this division holds the land held for development of the Group and is involved in property developments.

All other immaterial business segments including investments in equities, training services, reinsurance services and utilities services are aggregated and disclosed under "Others" as they are not of sufficient size to be reported separately. All inter-segment sales are conducted on an arms length basis.

b) Secondary segment – by geographical location

	Revenue		Total Assets		Capital Expenditure	
	2008	2007	**2008**	2007	**2008**	2007
Malaysia	**4,886.7**	4,352.3	**7,478.4**	6,407.2	**237.2**	391.0
Asia Pacific (excludes Malaysia)	**-**	-	**1,697.0**	2,934.3	**-**	-
Others	**-**	-	**247.5**	-	**-**	-
	4,886.7	4,352.3	**9,422.9**	9,341.5	**237.2**	391.0

Geographically, the main business segments of the Group are concentrated in Malaysia. Included in other countries are the Group's investments in foreign corporations and interest bearing instruments.

6. REVENUE

	Group		Company	
	2008	2007	**2008**	2007
Rendering of services:				
Leisure & hospitality	**4,857.3**	4,322.9	**4,461.5**	3,967.9
Rental and properties management income	**3.5**	3.8	**-**	-
Other services	**24.4**	20.5	**-**	-
Sale of properties	**1.5**	5.1	**-**	-
	4,886.7	4,352.3	**4,461.5**	3,967.9

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

7. COST OF SALES

	Group		Company	
	2008	2007	**2008**	2007
Cost of inventories recognised as an expense	**133.9**	118.2	**88.9**	73.9
Cost of services and other operating costs	**2,770.0**	2,502.4	**2,551.9**	2,297.9
	2,903.9	2,620.6	**2,640.8**	2,371.8

Included in the other operating costs are gaming expenses amounting to RM1,035.1 million (2007: RM939.9 million) for the Group and RM1,107.3 million (2007: RM983.8 million) for the Company.

8. PROFIT BEFORE TAXATION

Profit before taxation has been determined after inclusion of the following charges and credits:

	Group		Company	
	2008 RM'000	2007 RM'000	**2008 RM'000**	2007 RM'000
Charges:				
Depreciation of property, plant and equipment	**260,180**	244,120	**182,126**	170,821
Depreciation of investment properties	**550**	734	**-**	-
Amortisation of leasehold land use rights	**1,123**	1,130	**5**	5
Property, plant and equipment written off	**687**	971	**436**	805
Loss on disposal of property, plant and equipment	**-**	45	**-**	-
Impairment loss on investment in subsidiaries (included in other expenses)	**-**	-	**1,040,240**	936,000
Impairment loss on investment in available-for-sale financial asset (Note 30)	**781,502**	-	**-**	-
Hire of equipment	**9,485**	9,346	**6,318**	6,289
Rental of land and buildings	**1,187**	1,013	**255**	356
Employee benefits expense (Note 9)	**561,718**	499,096	**474,537**	418,858
Directors' remuneration excluding estimated money value of benefits-in-kind (Note 10)	**39,318**	43,984	**39,303**	43,969
Auditors' remuneration - current year	**450**	415	**196**	172
Auditors' remuneration - (over)/under provision in prior year	**-**	24	**-**	19
Allowance for doubtful debts - trade	**1,971**	1,548	**372**	60
Allowance for doubtful debts - amount due from subsidiary	**-**	-	**-**	50,300
Finance cost	**1,644**	41,940	**1,644**	39,931
Net exchange losses/(gains):				
- Realised	**3,529**	8,119	**(4,144)**	11,370
- Unrealised	**(2,124)**	(1,198)	**(2,283)**	(1,014)
Charges by holding company:				
- Licensing fees	**161,371**	143,352	**157,151**	139,469
- Shared services fees	**4,424**	4,430	**4,147**	4,037
Charges by other related companies:				
- Management fees	**407,253**	356,248	**390,757**	341,193
- Rental of land and buildings	**3,595**	3,497	**3,184**	2,964
- Hire of equipment	**11,670**	6,223	**11,148**	5,929
- Shared services fees	**12,493**	17,907	**7,947**	14,815
- Commissions	**49,679**	52,750	**32,618**	36,976
- Marketing fees	**480**	480	**480**	480
- Royalty fees	**3,444**	3,510	**3,444**	3,510
- Licensing fees	**245**	262	**245**	262
Charges by subsidiaries:				
- Finance cost	**-**	-	**-**	2,009
- Service fees	**-**	-	**1,031**	526
- Hire of equipment	**-**	-	**2,589**	2,475
- Rental of land and buildings	**-**	-	**38,201**	41,079
- Transportation services	**-**	-	**16,810**	13,079

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

8. PROFIT BEFORE TAXATION (cont'd)

Profit before taxation has been determined after inclusion of the following charges and credits: (cont'd)

	Group		Company	
	2008 RM'000	2007 RM'000	**2008 RM'000**	2007 RM'000
Credits:				
Interest income	**115,325**	85,421	**83,222**	64,452
Rental income from land and buildings	**48,418**	44,211	**14,328**	14,620
Rental of equipment	**1,328**	1,279	**58**	88
Gain on disposal of property, plant and equipment	**1,333**	-	**663**	50
Gain on disposal of investment property	**644**	2,019	**-**	-
Reversal of impairment loss on investment in subsidiary	**-**	-	**-**	12,200
Gain on disposal of long term investment arising from foreign exchange translation	**19,784**	-	**-**	-
Gain on disposal of equity investment in associate	**-**	337,061	**-**	-
Gain on dilution of equity investment in associate	**-**	80,981	**-**	-
Income from other related companies:				
- Rental of land and building	**338**	178	**-**	-
- Sales of air tickets	**217**	248	**-**	-
Income from subsidiaries:				
- Rental of land and buildings	**-**	-	**7,110**	6,795
Other information:				
Non statutory audit fees paid to auditors	**410**	527	**173**	366

9. EMPLOYEE BENEFITS EXPENSE

	Group		Company	
	2008 RM'000	2007 RM'000	**2008 RM'000**	2007 RM'000
Wages, salaries and bonuses	**398,522**	375,593	**334,552**	307,690
Defined contribution plan	**50,805**	45,841	**43,642**	37,979
Other short term employee benefits	**110,776**	65,899	**94,967**	62,084
Share option expenses	**33**	3	**33**	3
Net provision for retirement gratuities	**1,582**	11,760	**1,343**	11,102
	561,718	499,096	**474,537**	418,858
Number of employees at financial year end ('000)	**13.5**	13.4	**10.0**	9.8

Employee benefits expense, as shown above, includes the remuneration of Executive Directors.

10. DIRECTORS' REMUNERATION

	Group		Company	
	2008 RM'000	2007 RM'000	**2008 RM'000**	2007 RM'000
Non-executive Directors:				
- Fees	**493**	505	**478**	490
Executive Directors:				
- Fees	**264**	265	**264**	265
- Salaries and bonuses	**31,757**	32,815	**31,757**	32,815
- Defined contribution plan	**4,460**	4,535	**4,460**	4,535
- Other short term employee benefits	**439**	766	**439**	766
- Provision for retirement gratuities	**1,905**	5,098	**1,905**	5,098
Directors' Remuneration excluding estimated money value of benefits-in-kind (Note 8)	**39,318**	43,984	**39,303**	43,969
Estimated money value of benefits-in-kind (not charged to the income statements) in respect of Executive Directors	**660**	684	**660**	684
	39,978	44,668	**39,963**	44,653

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

10. DIRECTORS' REMUNERATION (cont'd)

Remuneration of the Directors of the Company in respect of services rendered to the Company and its subsidiaries is represented by the following bands:

	Number	
Amounts in RM'000	**2008**	2007
Non-Executive Directors		
- 50 to 100	**3**	4
- 100 to 150	**2**	1
Executive Directors		
- 950 to 1,000	**-**	1
- 1,000 to 1,050	**1**	-
- 1,150 to 1,200	**1**	-
- 1,250 to 1,300	**-**	1
- > 37,250	**1**	1

Executive Directors of the Company have been granted options under the Employees Share Option Scheme ("ESOS") on the same terms and conditions as those offered to other employees (Note 29) as follows:

Financial year ended 31.12.2008:

		No. of Unissued Shares (ordinary shares of 10 sen each)			
Grant Date	**Subscription price per share RM**	**At start of the year '000**	**Granted '000**	**Exercised '000**	**At end of the year '000**
2.9.2002	**2.064**	**6,080**	**-**	**-**	**6,080**

Financial year ended 31.12.2007:

Before Share Split

		No. of Unissued Shares (ordinary shares of 50 sen each)			
Grant Date	Subscription price per share RM	At start of the year '000	Granted '000	Exercised '000	At 12 April 2007 '000
2.9.2002	10.32	1,624	-	(126)	1,498

After Share Split

		No. of Unissued Shares (ordinary shares of 10 sen each)			
Grant Date	Subscription price per share RM	At 13 April 2007 '000	Granted '000	Exercised '000	At end of the year '000
2.9.2002	2.064*	7,490	-	(1,410)	6,080

The number of share options vested at the balance sheet date is 2,798,750 ordinary shares of 10 sen each (2007: 1,705,000 ordinary shares of 10 sen each).

* *Adjusted following the subdivision of ordinary shares of 50 sen each into 5 ordinary shares of 10 sen each.*

11. TAXATION

	Group		**Company**	
	2008	2007	**2008**	2007
Current taxation:				
Malaysian taxation	**468.3**	341.8	**458.8**	339.2
Deferred tax charge (Note 33)	**24.7**	15.0	**6.0**	(7.0)
	493.0	356.8	**464.8**	332.2
Current taxation:				
Current year	**452.2**	340.8	**442.8**	338.0
Under provided in prior years	**16.1**	1.0	**16.0**	1.2
	468.3	341.8	**458.8**	339.2
Deferred taxation:				
Origination and reversal of temporary differences	**24.7**	17.3	**6.1**	(6.1)
Under/ (Over) provided in prior years	**0.0**	(2.3)	**(0.1)**	(0.9)
	24.7	15.0	**6.0**	(7.0)

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

11. TAXATION (cont'd)

The reconciliation between the average effective tax rate and the Malaysian tax rate is as follows:

	Group		Company	
	2008	2007	**2008**	2007
	%	%	**%**	%
Malaysia tax rate:	**26.0**	27.0	**26.0**	27.0
Tax effects of:				
- expenses not deductible for tax purposes	**19.3**	0.6	**39.2**	58.1
- different tax regime	**(1.3)**	0.5	**-**	-
- income not subject to tax	**0.0**	(5.9)	**-**	(0.0)
- tax incentive	**(1.6)**	(2.9)	**(2.5)**	(11.5)
- Under / (over) provided in prior years	**1.4**	(0.0)	**2.2**	(0.0)
- effect of change in deferred tax rate	**(0.1)**	(0.3)	**0.1**	(3.1)
- others	**0.0**	(0.3)	**-**	-
Average effective tax rate	**43.7**	18.7	**65.0**	70.5

Subject to the agreement by the Inland Revenue Board, the amount of unutilised tax losses of subsidiaries available for which the related tax effects have not been included in the net income amounted to approximately RM62.5 million as at the financial year end (2007: RM74.0 million).

Subject to the agreement by the Inland Revenue Board, the Group has investment tax allowance of approximately RM1,300.5 million (2007: RM1,327.7 million) which is available to set off against future taxable profits of the respective companies of the Group.

Taxation is calculated at the Malaysian statutory tax rate of 26% (2007: 27%) on the estimated chargeable profit for the year of assessment 2008. The Malaysian statutory tax rate will reduce to 25% for the year of assessment 2009. Accordingly, the deferred tax assets and deferred tax liabilities have been remeasured at the tax rate of 25%.

12. EARNINGS PER SHARE

The basic and diluted earnings per share of the Group are computed as follows:

a) Basic earnings per share

Basic earnings per share of the Group is calculated by dividing the profit for the financial year attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the financial year. The weighted average number of ordinary shares in issue excludes the weighted average number of treasury shares held by the Company.

	Group	
	2008	2007
Profit for the financial year attributable to equity holders of the Company (RM million)	**634.4**	1,555.7
Weighted average number of ordinary shares in issue	**5,734,972,947**	5,673,272,647
Basic earnings per share (sen)	**11.06**	27.42

b) Diluted earnings per share

For the diluted earnings per share calculation, the weighted average number of ordinary shares in issue of the Company is adjusted to assume conversion of all dilutive potential ordinary shares issued by the Company.

	Group	
	2008	2007
Profit for the financial year attributable to equity holders of the Company (RM million)	**634.4**	1,555.7
Weighted average number of ordinary shares adjusted as follows:		
Weighted average number of ordinary shares in issue	**5,734,972,947**	5,673,272,647
Adjustment for share options granted to executives of the Company	**12,562,431**	21,632,682
Adjustment for share issuable arising from conversion of Convertible Notes	**26,278,640**	179,157,378
Adjusted weighted average number of ordinary shares in issue	**5,773,814,018**	5,874,062,707
Diluted earnings per share (sen)	**10.99**	26.48

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

13. DIVIDENDS

	2008		2007	
	Gross dividend per share Sen	**Amount of dividend (net of tax) RM million**	Gross dividend per share Sen	Amount of dividend (net of tax) RM million
Interim dividend paid:				
- net of 27% tax	**-**	**-**	2.88	120.3
- net of 26% tax	**3.00**	**127.8**	-	-
Proposed final dividend:				
- net of 26% tax	**-**	**-**	3.60	152.5
- net of 25% tax	**4.00**	**171.7**	-	-
	7.00	**299.5**	6.48	272.8

At the forthcoming Annual General Meeting, a final dividend in respect of the financial year ended 31 December 2008 of 4.00 sen less 25% tax (2007: 3.6 sen less 26% tax) per ordinary share of 10 sen each amounting to RM171.7 million (2007: RM152.5 million) will be proposed for shareholders' approval. These financial statements do not reflect this final dividend which will be accrued as a liability upon approval by shareholders.

14. PROPERTY, PLANT AND EQUIPMENT

Group	**Freehold land**	**Buildings & improvements**	**Plant, equipment & vehicles**	**Construction in progress**	**Total**
At 1 January 2008:					
Cost	**221.0**	**3,305.6**	**2,435.3**	**17.7**	**5,979.6**
Accumulated depreciation	**-**	**(691.7)**	**(1,610.7)**	**-**	**(2,302.4)**
Accumulated impairment losses	**-**	**(13.7)**	**(0.1)**	**-**	**(13.8)**
Net book value	**221.0**	**2,600.2**	**824.5**	**17.7**	**3,663.4**
Movement during the year 2008:					
Opening net book value	**221.0**	**2,600.2**	**824.5**	**17.7**	**3,663.4**
Additions	**0.5**	**2.6**	**119.8**	**113.4**	**236.3**
Disposals	**-**	**(0.1)**	**(0.3)**	**-**	**(0.4)**
Written off	**-**	**(0.3)**	**(0.4)**	**-**	**(0.7)**
Depreciation charge	**-**	**(70.0)**	**(190.1)**	**-**	**(260.1)**
Reclassification/Adjustment/Transfer	**-**	**37.0**	**58.4**	**(95.4)**	**-**
Closing net book value	**221.5**	**2,569.4**	**811.9**	**35.7**	**3,638.5**
At 31 December 2008:					
Cost	**221.5**	**3,344.7**	**2,590.9**	**35.7**	**6,192.8**
Accumulated depreciation	**-**	**(761.6)**	**(1,778.9)**	**-**	**(2,540.5)**
Accumulated impairment losses	**-**	**(13.7)**	**(0.1)**	**-**	**(13.8)**
Net book value	**221.5**	**2,569.4**	**811.9**	**35.7**	**3,638.5**
At 1 January 2007:					
Cost	223.1	3,210.2	2,100.8	89.0	5,623.1
Accumulated depreciation	-	(623.1)	(1,467.1)	-	(2,090.2)
Accumulated impairment losses	-	(13.7)	(0.1)	-	(13.8)
Net book value	223.1	2,573.4	633.6	89.0	3,519.1
Movement during the year 2007:					
Opening net book value	223.1	2,573.4	633.6	89.0	3,519.1
Additions	0.8	4.0	243.0	143.2	391.0
Disposals	-	(0.6)	(1.0)	-	(1.6)
Written off	-	(0.0)	(1.0)	-	(1.0)
Depreciation charge	-	(70.4)	(173.7)	-	(244.1)
Reclassification/Adjustment/Transfer	(2.9)	93.8	123.6	(214.5)	-
Closing net book value	221.0	2,600.2	824.5	17.7	3,663.4

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

14. PROPERTY, PLANT AND EQUIPMENT (cont'd)

Group	Freehold land	Buildings & improvements	Plant, equipment & vehicles	Construction in progress	Total
At 31 December 2007:					
Cost	221.0	3,305.6	2,435.3	17.7	5,979.6
Accumulated depreciation	-	(691.7)	(1,610.7)	-	(2,302.4)
Accumulated impairment losses	-	(13.7)	(0.1)	-	(13.8)
Net book value	221.0	2,600.2	824.5	17.7	3,663.4

Company	Freehold land	Buildings & improvements	Plant, equipment & vehicles	Construction in progress	Total
At 1 January 2008:					
Cost	**87.2**	**1,913.3**	**1,560.0**	**16.4**	**3,576.9**
Accumulated depreciation	**-**	**(491.0)**	**(1,079.2)**	**-**	**(1,570.2)**
Net book value	**87.2**	**1,422.3**	**480.8**	**16.4**	**2,006.7**
Movement during the year 2008:					
Opening net book value	**87.2**	**1,422.3**	**480.8**	**16.4**	**2,006.7**
Additions	**-**	**1.4**	**100.7**	**95.2**	**197.3**
Disposals	**-**	**(0.1)**	**(0.1)**	**-**	**(0.2)**
Written off	**-**	**(0.2)**	**(0.2)**	**-**	**(0.4)**
Depreciation charge	**-**	**(42.0)**	**(140.1)**	**-**	**(182.1)**
Reclassification/Adjustment/Transfer	**-**	**23.8**	**45.0**	**(75.3)**	**(6.5)**
Closing net book value	**87.2**	**1,405.2**	**486.1**	**36.3**	**2,014.8**
At 31 December 2008:					
Cost	**87.2**	**1,931.4**	**1,689.5**	**36.3**	**3,744.4**
Accumulated depreciation	**-**	**(526.2)**	**(1,203.4)**	**-**	**(1,729.6)**
Net book value	**87.2**	**1,405.2**	**486.1**	**36.3**	**2,014.8**
At 1 January 2007:					
Cost	87.2	1,804.4	1,463.6	89.6	3,444.8
Accumulated depreciation	-	(448.4)	(1,017.4)	-	(1,465.8)
Net book value	87.2	1,356.0	446.2	89.6	1,979.0
Movement during the year 2007:					
Opening net book value	87.2	1,356.0	446.2	89.6	1,979.0
Additions	-	2.6	93.4	135.9	231.9
Disposals	-	-	(0.8)	-	(0.8)
Written off	-	(0.1)	(0.7)	-	(0.8)
Depreciation charge	-	(42.7)	(128.1)	-	(170.8)
Reclassification/Adjustment/Transfer	-	106.5	70.8	(209.1)	(31.8)
Closing net book value	87.2	1,422.3	480.8	16.4	2,006.7
At 31 December 2007:					
Cost	87.2	1,913.3	1,560.0	16.4	3,576.9
Accumulated depreciation	-	(491.0)	(1,079.2)	-	(1,570.2)
Net book value	87.2	1,422.3	480.8	16.4	2,006.7

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

15. LAND HELD FOR PROPERTY DEVELOPMENT

	Group	
	2008	2007
At 1 January / 31 December		
Freehold land - at cost	**186.1**	186.1
Reclassification to asset classified as held for sale (Note 26)	**(4.6)**	-
	181.5	186.1

16. INVESTMENT PROPERTIES

	Group	
	2008	2007
At 1 January		
Cost	**28.0**	32.6
Accumulated depreciation	**(10.1)**	(11.0)
Net book value	**17.9**	21.6
Movement during the year		
Opening net book value	**17.9**	21.6
Disposals	**(0.8)**	(3.0)
Depreciation charge for the financial year	**(0.6)**	(0.7)
Closing net book value	**16.5**	17.9
At 31 December		
At Cost	**26.7**	28.0
Accumulated depreciation	**(10.2)**	(10.1)
Net book value	**16.5**	17.9
Fair value	**25.9**	37.0

The aggregate rental income and direct operating expenses incurred from investment properties which generate rental income during the financial year amounted to RM2.7 million and RM0.5 million respectively (2007: RM2.8 million and RM0.6 million).

The fair value of the properties was estimated based on the last transacted price of other units in the same properties.

17. LEASEHOLD LAND USE RIGHTS

	Group		Company	
	2008	2007	**2008**	2007
At 1 January				
Cost	**107.4**	107.4	**0.5**	0.5
Accumulated amortisation	**(11.8)**	(10.7)	**(0.1)**	(0.1)
Accumulated impairment losses	**(0.1)**	(0.1)	**-**	-
Net book value	**95.5**	96.6	**0.4**	0.4
Movement during the year				
Opening net book value	**95.5**	96.6	**0.4**	0.4
Amortisation charge for the financial year	**(1.1)**	(1.1)	**(0.0)**	**(0.0)**
Closing net book value	**94.4**	95.5	**0.4**	0.4

17. LEASEHOLD LAND USE RIGHTS (cont'd)

	Group		Company	
	2008	2007	**2008**	2007
At 31 December				
Cost	**107.4**	107.4	**0.5**	0.5
Accumulated amortisation	**(12.9)**	(11.8)	**(0.1)**	(0.1)
Accumulated impairment losses	**(0.1)**	(0.1)	**-**	-
Net book value	**94.4**	95.5	**0.4**	0.4
Represented by:				
Unexpired period more than 50 years	**94.4**	95.5	**0.4**	0.4

18. SUBSIDIARIES

	Company	
	2008	2007
Investment in subsidiaries		
Unquoted shares - at cost	**5,744.9**	5,851.7
Accumulated impairment losses	**(2,053.0)**	(1,012.8)
	3,691.9	4,838.9
Amount due from subsidiaries	**248.1**	228.1
Allowance for doubtful debts	**(50.3)**	(50.3)
Net amount due from subsidiaries	**197.8**	177.8
Amount due to subsidiaries	**(269.7)**	(215.5)

The subsidiaries are listed in Note 42.

The balances of the amounts due from/to subsidiaries are unsecured, interest free and have no fixed terms of repayment.

19. JOINTLY CONTROLLED ENTITY

	Group	
	2008	2007
Unquoted - at cost:		
Shares in a Malaysian company	**1.2**	1.2
Group's share of post acquisition reserves	**0.7**	0.0
	1.9	1.2

The Group's 35% aggregate share of the income, expenses, assets and liabilities of the jointly controlled entity is as follows:

	Group	
	2008	2007
	RM'000	RM'000
Revenue	**2.4**	0.8
Expenses	**(1.7)**	(0.8)
Net income	**0.7**	0.0
Total assets	**2.5**	1.6
Total liabilities	**(0.6)**	(0.4)
Net assets	**1.9**	1.2

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

19. JOINTLY CONTROLLED ENTITY (cont'd)

There is no capital commitment or contingent liability relating to the Group's interest in the jointly controlled entity as at the financial year end (2007: Nil).

Details of the jointly controlled entity are as follows:

Name of Jointly Controlled Entity	Effective Percentage of Ownership		Country of Incorporation	Principal Activities
	2008	2007		
Genting INTI Education Sdn Bhd	**35**	35	Malaysia	Managing a college for education, tourism, leisure & hospitality

The amount due to jointly controlled entity represents outstanding amounts arising from inter company sales. The amount due to jointly controlled entity is unsecured, interest free and have no fixed terms of repayment.

20. AVAILABLE-FOR-SALE FINANCIAL ASSET

	Group	
	2008	2007
At 1 January	**1,505.4**	-
Initial recognition, at cost	**-**	1,195.1
Increase in fair value at date of designation - recognised in equity	**-**	1,473.9
	1,505.4	2,669.0
Foreign exchange differences	**40.6**	(39.2)
Decrease in fair value - recognised in equity (refer to Statements of Changes in Equity)	**(1,131.0)**	(1,124.4)
At 31 December	**415.0**	1,505.4
Investment in foreign corporation		
- Quoted	**415.0**	1,505.4

The currency profile of the available-for-sale financial asset as at the financial year end is as follows:

	Group	
	2008	2007
Denominated in:		
- Hong Kong Dollars	**78.3**	338.3
- United States Dollars	**336.7**	1,167.1
At 31 December	**415.0**	1,505.4

Refer to Note 2 (i) under Judgements and Estimations on Impairment of available-for-sale financial asset.

21. OTHER LONG TERM INVESTMENTS

	Group		Company	
	2008	2007	**2008**	2007
Quoted shares in foreign corporation, at cost (note 43(a))	**-**	532.4	**-**	-
Unquoted shares in foreign corporation, at cost (note 43(c))	**239.7**	-	**-**	-
	239.7	532.4	**-**	-
Unquoted shares in Malaysian companies, at cost	**4.1**	4.1	**4.1**	4.1
Amounts written down to date	**(1.0)**	(1.0)	**(1.0)**	(1.0)
	3.1	3.1	**3.1**	3.1
	242.8	535.5	**3.1**	3.1
Market value of quoted shares in foreign corporation	**-**	933.1	**-**	-

22. LONG TERM RECEIVABLES

	Group	
	2008	2007
Trade receivables	**11.4**	9.2

The maturity profile for the non-current receivables which are denominated in Ringgit Malaysia are as follows:

	Group	
	2008	2007
Later than 1 year and not later than 2 years	**3.8**	3.0
Later than 2 years and not later than 6 years	**7.6**	6.2
	11.4	9.2
Fair value of long term receivables	**10.6**	8.6

23. INVENTORIES

	Group		Company	
	2008	2007	**2008**	2007
At cost:				
Food, beverage, tobacco and other hotel supplies	**12.0**	11.8	**9.9**	9.5
Stores, spares and retail stocks	**24.6**	23.2	**21.9**	22.0
Completed properties	**23.9**	24.1	**-**	-
	60.5	59.1	**31.8**	31.5

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

24. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2008	2007	**2008**	2007
Current:				
Trade receivables	**36.9**	38.8	**8.1**	11.9
Other receivables	**26.7**	26.3	**9.8**	9.1
Less: Allowance for doubtful debts	**(1.2)**	(1.7)	**(0.4)**	(0.1)
	62.4	63.4	**17.5**	20.9
Deposits	**13.4**	13.0	**11.7**	11.7
Prepayments	**37.6**	37.8	**34.3**	35.9
Total trade and other receivables	**113.4**	114.2	**63.5**	68.5

Credit terms offered by the Group and Company in respect of current trade receivables range from payment in advance to 60 days from the date of invoice.

The fair values of trade and other receivables at the balance sheet dates closely approximate their book values.

The currency profile of the Group and Company for trade and other receivables is in Ringgit Malaysia.

25. HOLDING COMPANY AND OTHER RELATED COMPANIES

The Directors of the Company regard Genting Berhad, a company incorporated in Malaysia, as its immediate and ultimate holding company notwithstanding Genting Berhad's shareholding of less than 50% in the Company as Genting Berhad has control over the Company by virtue of its ability to manage the financial and operating policies of the Company pursuant to a 30-year Resort Management Agreement ("RMA") entered into in 1989 between the Company and Genting Berhad's wholly-owned subsidiary, Genting Hotel & Resorts Management Sdn Bhd ("GHRM"). The RMA, which cannot be unilaterally terminated by either party (except in limited circumstances, generally relating to default by a party continuing after a cure period or insolvency related events affecting a party), is renewable under the original terms and conditions at the end of the original term for 3 consecutive terms of 20 years each. Under the RMA, GHRM is appointed as the operator and manager of the gaming, hotel and resort-related operations ("Resort") of the Company, which includes the supply of senior management and other personnel deemed necessary or appropriate by GHRM for the operation of the Resort. A fee based on the gross revenue and the net operating income before fixed charges and taxation of the Resort is payable by the Company to GHRM for services under the RMA. In addition, Genting Berhad is the single largest shareholder of the Company.

The amount due to holding company represents outstanding balances arising from inter company sales and are unsecured, interest free and have no fixed terms of repayment.

The amounts due to/from other related companies are unsecured, interest free and have no fixed terms of repayment.

26. ASSET CLASSIFIED AS HELD FOR SALE

On 26 September 2008, Setiabahagia Sdn Bhd, a wholly-owned subsidiary of the Company, entered into an agreement to sell its parcel of mixed development sub-divided land in Mentakab for a cash consideration of RM7.5 million. The transaction was completed on 27 January 2009, resulting in a gain on disposal of RM2.9 million.

27. SHORT TERM INVESTMENTS

	Group		Company	
	2008	2007	**2008**	2007
Quoted - at cost:				
Shares in foreign corporations	**11.9**	-	**-**	-
Unquoted - at cost:				
Money market instruments (Note 28)	**1,748.2**	794.9	**1,748.2**	794.9
	1,760.1	794.9	**1,748.2**	794.9
Market value of quoted shares				
- Foreign corporations	**12.3**	-	**-**	-

Both the Group's and Company's investment in money market instruments comprise negotiable certificates of deposit and bankers' acceptances. The money market instruments of the Group and Company as at 31 December 2008 and 2007 have maturity periods ranging between overnight and two months.

Quoted short term investments of the Group are denominated in Sterling Pound and Hong Kong Dollar whereas the unquoted money market instruments are denominated in Ringgit Malaysia.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

28. CASH AND CASH EQUIVALENTS

	Group		Company	
	2008	2007	**2008**	2007
Deposits with licensed banks	**2,504.4**	1,972.2	**1,201.6**	1,061.1
Cash and bank balances	**290.4**	284.7	**282.5**	279.3
Bank balances and deposits	**2,794.8**	2,256.9	**1,484.1**	1,340.4
Add:				
Money market instruments (Note 27)	**1,748.2**	794.9	**1,748.2**	794.9
Cash and cash equivalents	**4,543.0**	3,051.8	**3,232.3**	2,135.3

The carrying amount of these assets approximates their fair values.

The currency profile and weighted average interest rates (%) per annum of the bank balances, deposits and money market instruments as at the financial year end are as follows:

	Group				Company			
	Currency profile		Interest rates		Currency profile		Interest rates	
	2008	2007	**2008**	2007	**2008**	2007	**2008**	2007
Ringgit Malaysia	**3,203.9**	2,085.8	**3.36**	3.45	**3,195.7**	2,077.1	**3.36**	3.45
US Dollars	**1,301.3**	911.2	**0.44**	4.86	**0.1**	0.1	**-**	-
Singapore Dollar	**12.8**	12.8	**-**	-	**12.8**	12.8	**-**	-
Hong Kong Dollar	**25.0**	42.0	**-**	-	**23.7**	45.3	**-**	-
	4,543.0	3,051.8			**3,232.3**	2,135.3		

The deposits of the Group and Company have an average maturity period of 31 days (2007: 31 days). Bank balances of the Group and Company are deposits held at call.

29. SHARE CAPITAL

The authorised, issued and fully paid up capital of the Company as at year end are as follow:

	Company			
	No. of ordinary shares		Amount	
	2008	2007	**2008**	2007
Authorised:				
Ordinary shares of 10 sen each	**8,000.0**	8,000.0	**800.0**	800.0
Issued and fully paid:				
Ordinary shares of 50 sen each				
At 1 January 2007	**-**	1,094.6	**-**	547.3
Issuance of shares	**-**	31.3	**-**	15.6
At 12 April 2007	**-**	1,125.9	**-**	562.9
Ordinary shares of 10 sen each (Adjusted pursuant to the Share Split on 13 April 2007)				
At 1 January 2008 / 13 April 2007	**5,830.1**	5,629.4	**583.0**	562.9
Issuance of shares	**71.7**	200.7	**7.2**	20.1
At 31 December	**5,901.8**	5,830.1	**590.2**	583.0

During the financial year, RM172.0 million of the zero coupon convertible notes due in 2008 were converted into 67.9 million new ordinary shares of the Company (2007: 342.0 million).

The Executive Share Option Scheme for Eligible Executives of Resorts World Bhd and its subsidiaries ("ESOS") is governed by the By-Laws and was approved by the shareholders at an Extraordinary General Meeting held on 21 February 2002.

At another Extraordinary General Meeting held on 25 June 2002, the draft By-Laws of the Scheme was further amended such that the total number of new shares to be offered under the Scheme shall not exceed 2.5% of the issued and paid-up share capital of the Company at any time of the offer but the shareholders of the Company may at any time during the tenure of the Scheme, by ordinary resolution increase the total number of new shares to be offered under the Scheme up to 5% of the issued and paid-up share capital of the Company at the time of the offer.

The ESOS became effective on 12 August 2002 for a duration of 10 years terminating on 11 August 2012.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

29. SHARE CAPITAL (cont'd)

The main features of the ESOS are as follows:

i) The ESOS shall be in force from the Date of Commencement and continue for a period of ten years from the Date of Commencement.

ii) Eligible executives are employees of the Group (including Executive Directors) or persons under an employment contract of the Group for a period of at least twelve full months of continuous service before the date of offer. The eligibility for participation in the Scheme shall be at the discretion of the Remuneration, Compensation and Benefits ("RCB") Committee which is established by the Board of Directors.

iii) In the event of cessation of employment of a Grantee with the Group prior to the full exercise of the Options, such Options shall cease without any claim against the Company provided always that subject to the written approval of RCB Committee in its discretion where the Grantee ceases his employment with the Group by reason of:

- his retirement at or after attaining retirement age;
- ill-health or accident, injury or disability;
- redundancy; and/or
- other reasons or circumstances which are acceptable to the RCB Committee

the Grantee may exercise his unexercised Options within the Option Period subject to such conditions that may be imposed by the RCB Committee.

iv) The total number of new shares to be offered under the ESOS shall not exceed 2.5% of the issued and paid-up share capital of the Company at any time of the offer but the shareholders of the Company may at any time during the tenure of the ESOS, by ordinary resolution increase the total number of new shares to be offered under the ESOS up to 5% of the issued and paid-up share capital of the Company at the time of the offer.

v) Not more than 50% of the shares available under the ESOS would be allocated, in aggregate, to the Executive Directors and Senior Management. In addition, not more than 10% of the shares available under the ESOS would be allocated to any individual Eligible Executive who, either singly or collectively through persons connected, holds 20% or more in the issued and paid-up share capital of the Company.

29. SHARE CAPITAL (cont'd)

vi) The price at which the Grantee is entitled to subscribe upon exercise of his rights under the Options shall be based on the weighted average market price of the Shares as shown in the Daily Official List of the Bursa Malaysia Berhad for the five (5) Market Days immediately preceding the Date of Offer. Notwithstanding this, the Options Price per Share shall in no event be less than the nominal value of the Shares.

vii) No options shall be granted for less than 1,000 shares and not more than 7,500,000 shares to any eligible employee.

viii) The Options granted can only be exercised by the Grantee in the third year from the Date of Offer and the number of new Shares comprised in the options which a Grantee can subscribe for from the third year onwards shall at all times be subjected to the following maximum percentage of new shares comprised in the options:

Year 1	Year 2	Year 3	Year 4	Year 5
-	-	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares
Year 6	**Year 7**	**Year 8**	**Year 9**	**Year 10**
12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% or balance of all options allotted

ix) All new ordinary shares issued upon exercise of the options granted under the ESOS will rank pari passu in all respects with the existing ordinary shares of the Company other than their entitlements to dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the new shares and will be subject to all provisions of the Articles of Association of the Company relating to transfer, transmission and otherwise.

x) The options shall not have any right to vote at general meeting of the Company and the Grantees shall not be entitled to any dividends, right or other entitlements in respect of their unexercised options.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

29. SHARE CAPITAL (cont'd)

Set out below are details of options over the ordinary shares of the Company granted under the ESOS:

			Ordinary shares of 10 sen each				
Grant Date	**Exercisable period**	**Subscription price RM**	**At start of the year '000**	**Granted/ Extended '000**	**Exercised '000**	**Lapsed '000**	**At end of the year '000**
Financial year ended 31.12.2008							
ESOS							
2.9.2002	**2.9.2004 to 11.8.2012**	**2.06**	**36,850**	**1,355**	**(2,994)**	**(1,844)**	**33,367**
29.11.2002	**29.11.2004 to 11.8.2012**	**1.70**	**395**	**-**	**(80)**	**(15)**	**300**
17.12.2004	**17.12.2006 to 11.8.2012**	**1.90**	**5,027**	**240**	**(660)**	**(495)**	**4,112**
19.7.2005	**19.7.2007 to 11.8.2012**	**1.98**	**215**	**-**	**(35)**	**-**	**180**
14.12.2005	**14.12.2007 to 11.8.2012**	**2.13**	**420**	**-**	**(20)**	**(25)**	**375**
			42,907	**1,595**	**(3,789)**	**(2,379)**	**38,334**

			Ordinary shares of 50 sen each				
Grant Date	**Exercisable period**	**Subscription Price RM**	**At start of the year '000**	**Granted/ Extended '000**	**Exercised '000**	**Lapsed '000**	**At 12 April 2007 '000**
Financial year ended 31.12.2007							
ESOS (Before Share Split)							
2.9.2002	2.9.2004 to 11.8.2012	10.32	10,440	29	(1,158)	(105)	9,206
29.11.2002	29.11.2004 to 11.8.2012	8.50	101	-	(11)	-	90
17.12.2004	17.12.2006 to 11.8.2012	9.49	1,276	-	(102)	(61)	1,113
19.7.2005	19.7.2007 to 11.8.2012	9.92	50	-	-	-	50
14.12.2005	14.12.2007 to 11.8.2012	10.67	108	-	-	-	108
			11,975	29	(1,271)	(166)	10,567

			Ordinary shares of 10 sen each				
Grant Date	Exercisable period	Subscription price* RM	At 13 April 2007 '000	Granted/ Extended '000	Exercised '000	Lapsed '000	At end of the year '000
Financial year ended 31.12.2007							
ESOS (After Share Split)							
2.9.2002	2.9.2004 to 11.8.2012	2.06	46,030	432	(8,495)	(1,117)	36,850
29.11.2002	29.11.2004 to 11.8.2012	1.70	450	-	(25)	(30)	395
17.12.2004	17.12.2006 to 11.8.2012	1.90	5,565	-	(228)	(310)	5,027
19.7.2005	19.7.2007 to 11.8.2012	1.98	250	50	(35)	(50)	215
14.12.2005	14.12.2007 to 11.8.2012	2.13	540	-	-	(120)	420
			52,835	482	(8,783)	(1,627)	42,907

The number of share options vested at the balance sheet date is 11.1 million ordinary shares of 10 sen each (2007: 5.9 million ordinary shares of 10 sen each).

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

29. SHARE CAPITAL (cont'd)

Details relating to options exercised during the financial year are as follows:

Exercise date	Fair value of shares at share issue date (RM/share)	Subscription price (RM/share)	Number of shares issued 2008
January - March 2008	3.26 to 4.14	1.700	**80,000**
January - December 2008	2.18 to 4.14	1.898	**660,000**
September 2008	2.71	1.984	**35,000**
January - March 2008	3.26 to 4.02	2.134	**20,000**
January - December 2008	2.18 to 4.14	2.064	**2,994,000**
			3,789,000

Exercise date	Fair value of shares at share issue date* (RM/share)	Subscription price* (RM/share)	Number of shares issued 2007
January - December 2007	2.66 to 4.46	1.700	80,000
January - December 2007	2.66 to 4.46	1.898	738,000
September 2007	3.80	1.984	35,000
January - December 2007	2.66 to 4.46	2.064	14,285,000
			15,138,000

* *Adjusted following the subdivision of ordinary shares of 50 sen each into 5 ordinary shares of 10 sen each, where applicable.*

	2008 RM'000	2007 RM'000
Ordinary share capital - at par	**379**	1,514
Share premium	**7,302**	29,576
Proceeds received on exercise of share options	**7,681**	31,090
Fair value at exercise date of shares issued	**13,088**	52,271

30. RESERVES

	Group		**Company**	
	2008	2007	**2008**	2007
Share premium	**1,100.2**	927.7	**1,100.2**	927.7
Fair value reserve	**-**	349.5	**-**	-
Reserve on exchange differences	**(129.4)**	(224.3)	**-**	-
Other reserves:				
- Capital redemption reserves	**0.1**	0.1	**-**	-
- Option reserve	**0.2**	0.2	**0.2**	0.2
Retained earnings	**7,384.1**	7,030.0	**7,117.6**	7,147.7
	8,355.2	8,083.2	**8,218.0**	8,075.6

30. RESERVES (cont'd)

Refer to Statements of Changes in Equity for movement in the reserves.

Based on the prevailing tax rate applicable to dividends, the estimated tax credit position is sufficient to frank approximately RM7,031.9 million (2007: RM6,862.4 million) of the Company's retained earnings if distributed by way of dividends without additional tax liabilities being incurred.

In addition, the Company has tax exempt income as at 31 December 2008, available to frank as tax exempt dividends arising mainly from the Promotions of Investment Act, 1986 and the Income Tax (Amendment) Act, 1999 relating to tax on income earned in 1999 being waived, amounting to approximately RM2,480.3 million (2007: RM2,498.2 million). The estimated tax credit and tax exempt income are subject to agreement by the Inland Revenue Board.

Under the single-tier tax system which came into effect from the year of assessment 2008, companies are not required to have tax credits under Section 108 of the Income Tax Act, 1967 for dividend payment purposes. The single tier dividend is not taxable in the hands of shareholders.

Companies with Section 108 credits as at 31 December 2007 may continue to pay franked dividends until the Section 108 credits are exhausted or 31 December 2013 whichever is earlier unless they opt to disregard the Section 108 credits to pay single-tier dividends under the special transitional provisions of the Finance Act 2007. As at 31 December 2008, subject to agreement with the tax authorities, the Company has sufficient Section 108 tax credits and tax exempt income to pay in full all of the retained earnings of the Company as franked and exempt dividends.

31. TREASURY SHARES

At the Annual General Meeting of the Company held on 23 June 2008, the shareholders of the Company approved the renewal of the authority for the Company to purchase its own shares of up to 10% of the issued and paid-up share capital of the Company.

During the current financial year, the Company had repurchased a total of 56,959,400 ordinary shares of 10 sen each of its issued share capital from the open market. The total consideration paid for the repurchase, including transaction costs, was RM150.4 million and was financed by internally generated funds. The repurchased shares are held as treasury shares in accordance with the requirements of Section 67A (as amended) of the Companies Act, 1965. There is no cancellation, resale or reissuance of treasury shares during the financial year.

As at 31 December 2008, of the total 5,901,797,648 issued and fully paid ordinary shares, 178,083,600 are held as treasury shares by the Company. As at 31 December 2008, the number of outstanding ordinary shares in issue after the setoff is therefore 5,723,714,048 ordinary shares of 10 sen each.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

31. TREASURY SHARES (cont'd)

Details of the repurchase of treasury shares were as follows:

Group 2008	Total shares repurchased 'million	Total consideration paid RM 'million	Purchase price per share (excludes transaction cost) Highest RM	Lowest RM	Average RM
At 1 January	**121.1**	**477.2**	**4.50**	**3.18**	**3.93**
Shares repurchased during the financial year:					
January	**0.2**	**0.9**	**3.98**	**3.80**	**3.97**
March	**7.7**	**27.6**	**3.68**	**3.36**	**3.57**
June	**17.1**	**48.7**	**2.93**	**2.77**	**2.84**
July	**0.8**	**2.1**	**2.60**	**2.57**	**2.59**
November	**9.1**	**21.3**	**2.35**	**2.33**	**2.34**
December	**22.1**	**49.8**	**2.29**	**2.14**	**2.25**
At 31 December	**178.1**	**627.6**			**2.63**

Group 2007	Total shares repurchased 'million	Total consideration paid RM 'million	Purchase price per share (excludes transaction cost) Highest RM	Lowest RM	Average RM
At 1 January	-	-	-	-	-
Shares repurchased during the financial year:					
July	33.2	144.1	4.50	4.04	4.33
August	50.1	190.2	4.10	3.18	3.79
October	22.0	83.7	3.88	3.70	3.80
November	15.8	59.2	3.78	3.64	3.72
At 31 December	121.1	477.2			3.93

32. OTHER LONG TERM LIABILITY

Other long term liability represents the advance membership fees relating to fees received on sale of timeshare units by a subsidiary offering a timeshare ownership scheme. These fees are recognised as income over the next twenty four years from commencement of membership.

33. DEFERRED TAXATION

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relates to the same tax authority. The following amounts, determined after appropriate offsetting, are shown in the balance sheet:

	Group		Company	
	2008	2007	**2008**	2007
Deferred tax liabilities:				
- subject to income tax	**(227.7)**	(203.0)	**(121.5)**	(115.5)
At 1 January:	**(203.0)**	(188.0)	**(115.5)**	(122.5)
(Charged)/Credited to income statement (Note 11):				
- property, plant and equipment	**(24.2)**	(28.4)	**(4.9)**	(2.8)
- provisions	**(1.3)**	2.3	**(1.3)**	2.4
- effect of change in deferred tax rate on prior years' temporary difference	**-**	6.0	**-**	4.6
- others	**0.8**	5.1	**0.2**	2.8
At 31 December	**(227.7)**	(203.0)	**(121.5)**	(115.5)

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

33. DEFERRED TAXATION (cont'd)

	Group		Company	
	2008	2007	**2008**	2007
Subject to income tax:				
(i) Deferred tax assets (before offsetting)				
- Provisions	**15.9**	16.9	**15.6**	16.9
- Others	**2.0**	1.8	**2.0**	1.8
	17.9	18.7	**17.6**	18.7
- Offsetting	**(17.9)**	(18.7)	**(17.6)**	(18.7)
Deferred tax assets (after offsetting)	**-**	-	**-**	-
(ii) Deferred tax liabilities (before offsetting)				
- Property, plant and equipment	**(204.1)**	(182.9)	**(139.1)**	(134.2)
- Land held for property development	**(39.4)**	(39.4)	**-**	-
- Inventory - completed properties	**(2.1)**	(2.1)	**-**	-
- Others	**-**	2.7	**-**	-
	(245.6)	(221.7)	**(139.1)**	(134.2)
- Offsetting	**17.9**	18.7	**17.6**	18.7
Deferred tax liabilities (after offsetting)	**(227.7)**	(203.0)	**(121.5)**	(115.5)

The amount of unutilised tax losses and deductible temporary differences for which no deferred tax asset is recognised in the balance sheet are as follows:

	Group		Company	
	2008	2007	**2008**	2007
Unutilised tax losses	**62.5**	74.0	**-**	-
Property, plant and equipment	**59.9**	94.0	**-**	-
Provision	**1.5**	1.4	**-**	-
	123.9	169.4	**-**	-

In respect of the Group's unutilised Investment Tax Allowance ("ITA") with regards to FRS 112 "Income Taxes", the Group will continue to recognise in the income statement, the tax impact arising from the ITA as and when it is utilised.

34. PROVISION FOR RETIREMENT GRATUITIES

	Group		Company	
	2008	2007	**2008**	2007
At 1 January	**70.9**	60.5	**67.7**	58.0
Charged to income statement	**1.6**	11.8	**1.4**	11.1
Paid during the financial year	**(7.0)**	(1.4)	**(6.6)**	(1.4)
At 31 December	**65.5**	70.9	**62.5**	67.7
Analysed as follows:				
Current (Note 35)	**5.5**	6.1	**5.0**	5.5
Non-current	**60.0**	64.8	**57.5**	62.2
	65.5	70.9	**62.5**	67.7

Refer item (c) Employee Benefits under Note 3 - Significant Accounting Policies for details of the Retirement Gratuities scheme.

35. TRADE AND OTHER PAYABLES

	Group		Company	
	2008	2007	**2008**	2007
Trade payables	**53.9**	42.4	**42.6**	27.7
Accruals	**366.1**	324.3	**341.4**	307.8
Deposits	**18.1**	17.2	**6.1**	4.6
Other payables	**97.6**	102.2	**65.5**	78.7
Provision for Retirement gratuities (Note 34)	**5.5**	6.1	**5.0**	5.5
	541.2	492.2	**460.6**	424.3

Credit terms of trade and other payables granted to the Group and Company range from 7 days to 90 days from the date of invoice.

The carrying amount of these trade and other payables approximates their fair values.

The currency profile of the Group and Company for trade and other payables is in Ringgit Malaysia.

36. ZERO COUPON CONVERTIBLE NOTES

On 21 September 2006, the Company issued RM1.1 billion nominal value zero coupon convertible notes due 2008 ("Notes"). The Notes are convertible into ordinary shares of 10 sen each in the Company ("Resorts World Shares") in accordance with the terms and conditions of the Notes ("Terms"). The purpose of the issue is for working capital or investments or acquisitions in areas related to the Company's principal businesses, as and when such opportunities arise.

The main features of the Notes are as follows:

i) The Notes are convertible at the option of the holders of the Notes ("Noteholders") into Resorts World Shares, at a conversion price of RM2.55 per Resorts World Share. The conversion price will be adjusted on the reset dates as stipulated in the Terms;

ii) The Company may at its option, satisfy its obligation following a conversion, in whole or in part, by paying the Noteholders in cash. Any Note which is not redeemed, converted or purchased and cancelled before the maturity date will be redeemed in cash at 99% of their principal amount on the maturity date; and

iii) The new Resorts World Shares to be issued upon conversion of the Notes will, upon issue and allotment, rank equal in all respects with the then existing Resorts World Shares except that they will not entitle their holders to any dividend, right, allotment and/or other distributions, the entitlement date of which is before the date of allotment of the new Resorts World Shares. The Resorts World Shares will be listed and quoted on Bursa Malaysia Securities Berhad.

The Notes is recognised in the balance sheet as follows:

	Group and Company	
	2008 RM'000	**2007 RM'000**
Current:		
Nominal value	**-**	176,700
Unamortised issuance cost	**-**	(1,642)
	-	175,058

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

36. ZERO COUPON CONVERTIBLE NOTES (cont'd)

During the financial year ended 31 December 2008, RM172.0 million (2007: RM872.2 million) of Notes were converted into 67.9 million (2007: 342.0 million) new ordinary shares of 10 sen each of the Company as follow:

(a) RM100.4 million (2007: RM872.2 million) of Notes were converted into 39.4 million (2007: 342.0 million) new ordinary shares of 10 sen each at RM2.55 per share.

(b) RM71.6 million of Notes were converted into 28.5 million new ordinary shares of 10 sen each at RM2.51 per share.

The Company redeemed the outstanding Notes of RM4.7 million on 19 September 2008 (being the business day immediately preceding the maturity date of the Notes on 21 September 2008) at 99.0% of the principal amount. As at the end of the financial year, the Company does not have any outstanding Notes (2007: RM175.0 million).

In the previous financial year ended 31 December 2007, RM51.1 million of the Notes was paid in cash for amount of RM77.6 million.

37. FINANCIAL INSTRUMENTS

As at the end of the financial year, the Group does not have any financial instruments except for the Call Option which is disclosed in note 43(c).

The carrying amount of the Call Option approximates its fair value.

38. CAPITAL COMMITMENTS

	Group		Company	
	2008	2007	**2008**	2007
Authorised property, plant and equipment expenditure not provided for in the financial statements:				
- contracted	**43.0**	140.5	**33.8**	90.6
- not contracted	**278.6**	554.6	**232.3**	474.1
	321.6	695.1	**266.1**	564.7

39. CONTINGENT LIABILITY (UNSECURED)

The Company does not have any contingent liability in respect of guarantees issued to financial institutions for loan facilities extended to subsidiaries as at 31 December 2008 (2007: nil).

40. SIGNIFICANT NON-CASH TRANSACTIONS

(a) During the year ended 31 December 2008, RM172.0 million (2007: RM872.2 million) of Zero Coupon Convertible Notes were converted into 67.9 million (2007: 342.0 million) new ordinary shares of 10 sen each of the Company.

(b) The Company redeemed 107,000 (2007: 140,000) Convertible Non-Cumulative Redeemable preference shares of RM1 each at a premium of RM999 per share in First World Hotels & Resorts Sdn Bhd, a direct wholly-owned subsidiary of the Company, amounting to RM107,000,000 (2007: RM140,000,000) during the current financial year.

(c) The Company redeemed 1,900 Convertible Non-Cumulative Redeemable preference shares of RM1 each at a premium of RM999 per share in Genting Utilities & Services Sdn Bhd, a direct wholly-owned subsidiary of the Company, amounting to RM1,900,000 during the current financial year.

41. SIGNIFICANT RELATED PARTY DISCLOSURES

In the normal course of business, the Group and Company undertakes on agreed terms and prices, transactions with its related companies and other related parties. In addition to related party disclosures mentioned elsewhere in the financial statements, set out below are other significant related party transactions and balances.

(a) The immediate and ultimate holding company of the Company is Genting Berhad ("GB"), a company incorporated in Malaysia.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

41. SIGNIFICANT RELATED PARTY DISCLOSURES (cont'd)

(b) The significant related party transactions of the Group during the financial year are as follows:

	Group		Company	
	2008	2007	**2008**	2007
(i) Management agreements				
• Provision of technical know-how and management expertise in the resort's operations of Genting Highlands Resort by Genting Hotel & Resorts Management Sdn Bhd, a wholly-owned subsidiary company of GB.	**404.7**	354.0	**390.8**	341.2
• Provision of technical know-how and management expertise in the resort's operations for Awana Chain of hotels and resorts as well as the Time Sharing Scheme for Awana Vacation Resorts Development Berhad by Awana Hotels & Resorts Management Sdn Bhd, an indirect wholly-owned subsidiary company of GB.	**2.6**	2.2	**-**	-
(ii) Rendering of services				
Air ticketing and transportation services rendered by Resorts World Tours Sdn Bhd, a wholly-owned subsidiary company of the Company to:				
• GB and its subsidiaries.	**1.0**	1.4	**-**	-
• Company	**-**	-	**16.8**	13.1
(iii) Purchase of goods and services				
• Provision of shared services in relation to tax, treasury, internal audit, corporate affairs, secretarial and human resource functions by GB.	**4.4**	4.3	**4.1**	4.0
• Provision of consultancy, research and development services for themed entertainment lounges from E-Genting Holdings Sdn Bhd ("E-Genting"), an indirect subsidiary company of GB.	**3.4**	3.6	**3.4**	3.6
• Provision of information technology support and maintenance services for Customer Relationship Management solution; information technology development, support and maintenance services for hotel property management solutions, Web, eCommerce and other software and hardware related services as well as services through Customer Interaction Centre by Genting Information Knowledge Enterprise Sdn Bhd ("GIKE"), a wholly-owned subsidiary of E-Genting.	**17.6**	16.8	**11.0**	10.7
• Provision of information technology consultation, implementation, support and maintenance services for Enterprise Resource Planning solution, hardware shared services, information technology administration and first time application support service, system research and development and information technology related management and advisory services by E-Genting Sdn Bhd ("EGSB"), a wholly-owned subsidiary of E-Genting.	**16.0**	14.7	**14.0**	14.0
• Provision of management and promotion of loyalty program by Genting WorldCard Services Sdn Bhd ("GWSSB"), a wholly-owned subsidiary of E-Genting.	**2.8**	2.8	**1.4**	1.6
(iv) Rental and related services				
• Rental of premises and provision of connected services to Oriregal Creations Sdn Bhd ("Oriregal"). Puan Sri Lim (Nee Lee), mother of Tan Sri Lim Kok Thay who is the Chairman and Chief Executive of the Company. Puan Sri Lim is a director and substantial shareholder of Oriregal.	**1.3**	1.3	**1.3**	1.3
• Letting of office space and provision of connected services by Oakwood Sdn Bhd, a wholly-owned subsidiary company of GB.	**3.6**	3.4	**3.1**	3.1
• Letting of premises by First World Hotel and Resorts Sdn Bhd, a wholly-owned subsidiary company.	**-**	-	**37.3**	40.1
(v) License agreement				
Licensing fees paid to GB for the use of name and accompanying logo of "Genting" and "Awana".	**161.4**	143.3	**157.2**	139.5
(vi) Sales and Marketing arrangements				
Provision of services as the exclusive international sales and marketing coordinator for Genting Highlands Resort by Genting International P.L.C. ("GIPLC") and its subsidiary, a 50.49% owned indirect subsidiary company of GB.	**41.4**	47.7	**30.0**	36.7

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

41. SIGNIFICANT RELATED PARTY DISCLOSURES (cont'd)

(c) Directors and key management remuneration

The remuneration of Directors and other members of key management is as follows:

	Group		Company	
	2008 RM'000	2007 RM'000	**2008 RM'000**	2007 RM'000
Wages, salaries and bonuses	**35,887**	35,954	**35,872**	35,939
Defined contribution plan	**4,710**	4,741	**4,710**	4,741
Other short term employee benefits	**645**	766	**645**	766
Provision for retirement gratuities	**2,821**	5,263	**2,821**	5,263
Estimated money value of benefits-in-kind (not charged to the income statements)	**769**	758	**769**	758
	44,832	47,482	**44,817**	47,467

(d) The significant outstanding balances with related parties as at 31 December 2008 were as follows:

	Group		Company	
	2008	2007	**2008**	2007
(i) Receivables from related parties:				
- Subsidiaries	**-**	-	**197.8**	177.8
- Related companies	**15.4**	28.1	**11.0**	13.6
	15.4	28.1	**208.8**	191.4
(ii) Payables to related parties:				
- Holding company	**17.3**	13.2	**16.8**	12.7
- Subsidiaries	**-**	-	**271.6**	215.5
- Related companies	**49.5**	46.4	**44.4**	42.9
	66.8	59.6	**332.8**	271.1

(e) Acquisitions of the entire issued and paid-up share capital of Bromet Limited and Digital Tree (USA), Inc.

On 26 November 2008, Resorts World Limited ("RWL"), an indirect wholly-owned subsidiary of the Company, had entered into a sale and purchase agreement with KH Digital Limited ("KHD") to acquire from KHD the entire issued and paid-up share capitals of Bromet Limited and Digital Tree (USA) Inc. for a total cash consideration of USD69.0 million ("Acquisitions"), equivalent to RM243.7 million. As part of the Acquisitions, RWL and KHD had on 26 November 2008 entered into a call option agreement ("Option Agreement") where KHD had granted a call option ("Call Option") for a cash consideration of USD1 for RWL to acquire, within a period of eighteen months from the date of the Option Agreement ("Call Option Period"), the entire issued and paid-up share capital of Karridale Limited at an exercise price of USD27.0 million.

Tan Sri Lim Kok Thay ("TSLKT") is a director, shareholder and option holder of the Company. TSLKT is also a director of KHD, a wholly-owned subsidiary of Golden Hope Limited ("GHL"). He is also a director of GHL, which acts as trustee of Golden Hope Unit Trust, a private unit trust the voting units of which are ultimately owned by a discretionary trust in which TSLKT is a beneficiary.

42. SUBSIDIARIES

	Effective Percentage of Ownership		Country of Incorporation	Principal Activities
	2008	2007		
Direct Subsidiaries				
Awana Vacation Resorts Development Berhad	**100**	100	Malaysia	Proprietary timeshare ownership scheme
Delquest Sdn Bhd	**100**	100	Malaysia	Investments
Eastern Wonder Sdn Bhd	**100**	100	Malaysia	Support services
First World Hotels & Resorts Sdn Bhd	**100**	100	Malaysia	Hotel business
Genting Centre of Excellence Sdn Bhd	**100**	100	Malaysia	Provision of training services
Genting Entertainment Sdn Bhd	**100**	100	Malaysia	Show agent
Gentinggi Sdn Bhd	**100**	100	Malaysia	Investment holding
Genting Golf Course Bhd	**100**	100	Malaysia	Condotel and hotel business, golf resort and property development

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

42. SUBSIDIARIES (cont'd)

	Effective Percentage of Ownership		Country of Incorporation	Principal Activities
	2008	2007		
Direct Subsidiaries (cont'd)				
Genting Highlands Berhad	**100**	100	Malaysia	Land and property development
Genting Irama Sdn Bhd	**100**	100	Malaysia	Investment holding
Genting Leisure Sdn Bhd	**100**	100	Malaysia	Investment holding
Genting Skyway Sdn Bhd	**100**	100	Malaysia	Provision of cable car services
Genting Studio Sdn Bhd	**100**	100	Malaysia	Dormant
Genting Theme Park Sdn Bhd	**100**	100	Malaysia	Dormant
Genting Utilities & Services Sdn Bhd	**100**	100	Malaysia	Provision of electricity supply services at Genting Highlands and investment holding
GHR Risk Management (Labuan) Limited	**100**	100	Labuan, Malaysia	Offshore captive insurance
Ikhlas Tiasa Sdn Bhd	**100**	100	Malaysia	Dormant
Kijal Facilities Services Sdn Bhd	**100**	100	Malaysia	Letting of its apartments units
Leisure & Cafe Concept Sdn Bhd	**100**	100	Malaysia	Karaoke business
Orient Wonder International Limited	**100**	100	Bermuda	Ownership and operation of aircraft
Orient Star International Limited	**100**	-	Bermuda	Dormant
Phoenix Track Sdn Bhd	**100**	100	Malaysia	Dormant
Resorts International (Labuan) Limited	**100**	100	Labuan, Malaysia	Dormant
Resorts Tavern Sdn Bhd	**100**	100	Malaysia	Land and property development
Resorts World (Labuan) Limited	**100**	100	Labuan, Malaysia	Dormant
Resorts World Spa Sdn Bhd	**100**	100	Malaysia	Dormant
Resorts World Tours Sdn Bhd	**100**	100	Malaysia	Provision of tour and travel related services
RWB (Labuan) Limited	**100**	100	Labuan, Malaysia	Dormant
Seraya Mayang Sdn Bhd	**100**	100	Malaysia	Investment holding
Setiabahagia Sdn Bhd	**100**	100	Malaysia	Property development
Setiaseri Sdn Bhd	**100**	100	Malaysia	Letting of its apartment units
Sierra Springs Sdn Bhd	**100**	100	Malaysia	Investment holding
Stake Excellent Sdn Bhd	**100**	100	Malaysia	Ceased operation
Vestplus Sdn Bhd	**100**	100	Malaysia	Sale and letting of completed apartment units
*Vestplus (Hong Kong) Limited	**100**	100	Hong Kong, SAR	Dormant
Indirect Subsidiaries				
Aliran Tunas Sdn Bhd	**100**	100	Malaysia	Provision of water services at Genting Highlands
Best Track International Limited	**-**	100	Mauritius	Removed from Register of Companies in 2008
^@ Latte (USA) LLC	**100**	-	Delaware, USA	Dormant
^ Bromet Limited	**100**	-	Isle of Man	Investment holding
^ Digital Tree (USA) Inc.	**100**	-	Delaware, USA	Investment holding
^ Digital Tree LLC	**100**	-	Delaware, USA	Collection of royalties
Genasa Sdn Bhd	**100**	100	Malaysia	Sale and letting of apartment units
Genas Sdn Bhd	**100**	100	Malaysia	Dormant
Genawan Sdn Bhd	**100**	100	Malaysia	Dormant
Genmas Sdn Bhd	**100**	100	Malaysia	Sale and letting of land and property
Gensa Sdn Bhd	**100**	100	Malaysia	Sale and letting of land and property
Gentasa Sdn Bhd	**100**	100	Malaysia	Dormant
Gentas Sdn Bhd	**100**	100	Malaysia	Dormant
Genting Administrative Services Sdn Bhd	**100**	100	Malaysia	Investment holding
Gentinggi Quarry Sdn Bhd	**100**	100	Malaysia	Dormant
Genting World Sdn Bhd	**100**	100	Malaysia	Leisure and entertainment business
Kijal Resort Sdn Bhd	**100**	100	Malaysia	Property development and property management
^ Lafleur Limited	**100**	100	Isle of Man	Investment holding
Lingkaran Cergas Sdn Bhd	**100**	100	Malaysia	Provision of services at Genting Highlands
Merriwa Sdn Bhd	**100**	100	Malaysia	Dormant
Nature Base Sdn Bhd	**100**	100	Malaysia	Provision of services at Genting Highlands

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

42. SUBSIDIARIES (cont'd)

	Effective Percentage of Ownership		Country of Incorporation	Principal Activities
	2008	2007		
Indirect Subsidiaries (cont'd)				
Netyield Sdn Bhd	**100**	-	Malaysia	Dormant
^ New Quest, LLC	**100**	-	Delaware, USA	Dormant
Papago Sdn Bhd	**100**	100	Malaysia	Resorts and hotel business
Resorts Facilities Services Sdn Bhd	**100**	100	Malaysia	Property upkeep services
Resorts Overseas Investments Limited	**100**	100	Isle of Man	Dormant
^ Resorts World Concepts Limited (formerly known as Resorts World Retail Concepts Limited which was formerly known as Genting Retail Concepts Limited which was formerly known as Ambani Limited)	**100**	-	Isle of Man	Dormant
^ Resorts World Digital, LLC (formerly known as VendWorld LLC)	**100**	-	Delaware, USA	Dormant
*Resorts World Limited	**100**	100	Isle of Man	Investment holding and investment trading
Resorts World Properties Sdn Bhd	**100**	100	Malaysia	Investment holding
^ R.W. Investments Limited	**100**	100	Isle of Man	Investment holding
^ R.W. Overseas Investments Limited	**100**	100	Isle of Man	Dormant
Twinmatics Sdn Bhd	**100**	100	Malaysia	Dormant
^ Two Digital Trees LLC	**100**	-	Delaware, USA	Investment holding
^ VendWorld, LLC	**100**	-	Delaware, USA	Dormant
Widuri Pelangi Sdn Bhd	**100**	100	Malaysia	Golf resort and hotel business
Bandar Pelabuhan Sdn Bhd	**60**	60	Malaysia	Investment holding
Hitechwood Sdn Bhd	**60**	60	Malaysia	Dormant
Jomara Sdn Bhd	**60**	60	Malaysia	Dormant
Laserwood Sdn Bhd	**60**	60	Malaysia	Dormant
Neutrino Space Sdn Bhd	**60**	60	Malaysia	Dormant
Possible Affluent Sdn Bhd	**60**	60	Malaysia	Dormant
Rapallo Sdn Bhd	**60**	60	Malaysia	Dormant
Space Fair Sdn Bhd	**60**	60	Malaysia	Dormant
Sweet Bonus Sdn Bhd	**60**	60	Malaysia	Renting part of its leasehold land
Tullamarine Sdn Bhd	**60**	60	Malaysia	Dormant
Twinkle Glow Sdn Bhd	**60**	60	Malaysia	Dormant
Vintage Action Sdn Bhd	**60**	60	Malaysia	Dormant
Waxwood Sdn Bhd	**60**	60	Malaysia	Dormant
Yarrawin Sdn Bhd	**60**	60	Malaysia	Dormant

* The financial statements of these companies are audited by member firms of PricewaterhouseCoopers International Limited which are separate and independent legal entities from PricewaterhouseCoopers, Malaysia.

^ These entities are subjected to limited review carried out by PricewaterhouseCoopers, Malaysia, although they are not subjected to statutory audit.

43. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

a) Non-renounceable offer for sale by Resorts World Limited ("RWL") (an indirect wholly-owned subsidiary of the Company) of Ordinary Shares of USD0.10 each in Genting International P.L.C. ("Offer Shares") to the shareholders of the Company ("OFS")

The OFS by RWL of its entire equity interest of 593,719,711 ordinary shares of USD0.10 each in Genting International P.L.C. ("Offer Shares") to the shareholders of the Company on a pro-rata basis of 1 Offer Share for every 10 existing ordinary shares of RM0.10 each in the Company held by the shareholders of the Company, at the offer price of RM0.88 per Offer Share was completed on 30 April 2008. Total gross proceeds from the OFS were RM522.5 million generating a gain on disposal of RM19.8 million arising from foreign exchange translation.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2008

43. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR (cont'd)

b) Maturity of RM1.1 billion nominal value 2-year convertible notes due 2008 ("Notes")

On 21 September 2006, the Company issued RM1.1 billion nominal value zero coupon convertible notes due in 2008 ("Notes") which are convertible at the option of the holders of the Notes into new ordinary shares of the Company at any time during the period beginning on and including 20 October 2006 and ended on 11 September 2008.

During the nine months ended 30 September 2008, RM172.0 million of Notes were converted into 67.9 million new ordinary shares of 10 sen each of the Company. The Company redeemed the outstanding Notes of RM4.7 million on 19 September 2008 (being the business day immediately preceding the maturity date of the Notes on 21 September 2008) at 99.0% of the principal amount.

c) Acquisitions of the entire issued and paid-up share capital of Bromet Limited and Digital Tree (USA), Inc. for a total cash consideration of USD69.0 million

On 26 November 2008, RWL had entered into a sale and purchase agreement with KH Digital Limited ("KHD") to acquire from KHD the entire issued and paid-up share capitals of Bromet Limited and Digital Tree (USA) Inc. for a total cash consideration of USD69.0 million ("Acquisitions"), equivalent to RM243.7 million. As part of the Acquisitions, RWL and KHD had on 26 November 2008 entered into a call option agreement ("Option Agreement") where KHD had granted a call option ("Call Option") for a cash consideration of USD1 for RWL to acquire, within a period of eighteen months from the date of the Option Agreement ("Call Option Period"), the entire issued and paid-up share capital of Karridale Limited at an exercise price of USD27.0 million.

The Acquisitions were completed on 17 December 2008. As at 18 February 2009, RWL has not exercised the Call Option.

STATEMENT ON DIRECTORS' RESPONSIBILITY PURSUANT TO PARAGRAPH 15.27(a) OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

As required under the Companies Act, 1965 ("Act"), the Directors of Resorts World Bhd have made a statement expressing an opinion on the financial statements. The Board is of the opinion that the financial statements have been drawn up in accordance with MASB Approved Accounting Standards for Entities Other than Private Entities in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company for the financial year ended 31 December 2008.

In the process of preparing these financial statements, the Directors have reviewed the accounting policies and practices to ensure that they were consistently applied throughout the year. In cases where judgement and estimates were made, they were based on reasonableness and prudence.

Additionally, the Directors have relied on the system of internal controls to ensure that the information generated for the preparation of the financial statements from the underlying accounting records is accurate and reliable.

This statement is made in accordance with a resolution of the Board dated 25 February 2009.

STATUTORY DECLARATION PURSUANT TO SECTION 169(16) OF THE COMPANIES ACT, 1965

I, **KOH POY YONG**, the Officer primarily responsible for the financial management of **RESORTS WORLD BHD**, do solemnly and sincerely declare that the financial statements set out on pages 39 to 76 are, to the best of my knowledge and belief, 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.

Subscribed and solemnly declared by the abovenamed
KOH POY YONG at KUALA LUMPUR on 25 February 2009 } **KOH POY YONG**

Before me,

DATO' NG MANN CHEONG
Commissioner for Oaths
Kuala Lumpur

INDEPENDENT AUDITORS' REPORT

To The Members Of Resorts World Bhd
(Company No. 58019-U)
(Incorporated in Malaysia)

REPORT ON THE FINANCIAL STATEMENTS

We have audited the financial statements of Resorts World Bhd, which comprise the balance sheets as at 31 December 2008 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 39 to 76.

Management's Responsibility for the Financial Statements

The management of the Company is responsible for the preparation and fair presentation of these financial statements in accordance with MASB Approved Accounting Standards in Malaysia for Entities Other than Private Entities and the Companies Act, 1965. 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 judgement, 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 entity'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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the management, 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 MASB Approved Accounting Standards in Malaysia for Entities Other than Private Entities and the Companies Act, 1965 so as to give a true and fair view of the financial position of the Group and of the Company as of 31 December 2008 and of their financial performance and cash flows 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 of 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 42 to the financial statements.

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

(d) The audit reports on the financial statements of the subsidiaries did not contain any qualification or any adverse comment 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.

PRICEWATERHOUSECOOPERS
(No. AF: 1146)
Chartered Accountants

ERIC OOI LIP AUN
(No. 1517/06/10(J))
Chartered Accountant

Kuala Lumpur
25 February 2009

TEN-YEAR SUMMARY

Amounts in RM million unless otherwise stated	**2008**	**2007**	**2006**	**2005**	**2004**	**2003**	**2002**	**2001**	**2000**	**1999**
Revenue	**4,886.7**	4,352.3	3,808.5	3,614.0	2,838.9	2,708.4	2,781.5	2,503.1	2,337.9	2,178.5
Profit / (loss) before taxation	**1,127.0**	1,912.1	1,138.7	1,301.6	832.6	756.5	937.7	603.0	(665.2)	646.8
Taxation	**(493.0)**	(356.8)	(193.2)	(333.8)	(79.6)	(247.1)	(294.8)	(250.8)	(210.2)	(0.3)
Profit / (loss) for the financial year	**634.0**	1,555.3	945.5	967.8	753.0	509.4	642.9	352.2	(875.4)	646.5
Profit / (loss) attributable to equity holders of the Company	**634.4**	1,555.7	945.9	968.2	753.4	509.8	643.3	352.6	(875.8)	646.5
Share capital	**590.2**	583.0	547.3	545.9	545.9	545.9	545.9	545.9	545.9	545.9
Retained earnings	**7,384.1**	7,030.0	5,711.6	4,970.4	4,167.3	3,559.4	3,187.2	2,673.5	2,446.7	3,464.1
Other reserves	**971.1**	1,053.2	(9.3)	120.1	114.3	114.6	110.8	112.1	112.1	112.0
Treasury shares	**(627.6)**	(477.2)	-	-	-	-	-	-	-	-
Shareholders' equity	**8,317.8**	8,189.0	6,249.6	5,636.4	4,827.5	4,219.9	3,843.9	3,331.5	3,104.7	4,122.0
Minority interest	**7.3**	7.7	8.1	8.5	8.9	9.3	9.7	10.1	10.5	183.1
Non-current liabilities	**319.0**	298.1	1,406.4	382.1	803.0	1,121.6	1,436.3	1,652.0	510.0	186.3
Capital employed	**8,644.1**	8,494.8	7,664.1	6,027.0	5,639.4	5,350.8	5,289.9	4,993.6	3,625.2	4,491.4
Property, plant and equipment	**3,638.5**	3,663.4	3,519.1	3,422.2	3,258.9	3,150.7	3,093.0	3,129.7	2,781.6	2,421.6
Land held for property development	**181.5**	186.1	186.1	186.1	186.1	201.2	201.2	202.5	202.1	220.8
Investment properties	**16.5**	17.9	21.6	22.2	26.0	26.6	31.8	32.5	33.3	39.7
Leasehold land use rights	**94.4**	95.5	96.6	97.8	99.0	100.2	101.3	99.2	100.4	100.0
Jointly controlled entity	**1.9**	1.2	1.1	1.1	-	-	-	-	-	-
Associates	**-**	-	2,070.6	2,155.6	2,144.8	2,122.9	1,984.9	1,666.4	1,639.4	1,073.3
Available-for-sale financial asset	**415.0**	1,505.4	-	-	-	-	-	-	-	-
Other long term investments	**242.8**	535.5	232.4	248.1	3.3	3.1	3.2	3.6	110.4	162.6
Long term receivables	**11.4**	9.2	9.5	13.5	17.3	14.9	13.8	12.1	10.1	3.7
	4,602.0	6,014.2	6,137.0	6,146.6	5,735.4	5,619.6	5,429.2	5,146.0	4,877.3	4,021.7
Net current assets / (liabilities)	**4,042.1**	2,480.6	1,527.1	(119.6)	(96.0)	(268.8)	(139.3)	(152.4)	(1,252.1)	469.7
Employment of capital	**8,644.1**	8,494.8	7,664.1	6,027.0	5,639.4	5,350.8	5,289.9	4,993.6	3,625.2	4,491.4
Basic earnings / (loss) per share (sen) #	**11.1**	27.4	17.3	17.7	13.8	9.3	11.8	6.5	(16.0)	11.8
Net dividend per share (sen) #	**5.2**	4.8	3.9	3.5	2.9	2.6	2.5	2.3	2.3	2.6
Dividend cover (times)	**2.1**	5.7	4.4	5.1	4.8	3.6	4.7	2.8	N/A	4.6
Current ratio	**6.2**	3.9	3.2	0.9	0.9	0.8	0.9	0.8	0.3	1.8
Net assets per share (RM) #	**1.45**	1.43	1.14	1.03	0.88	0.77	0.70	0.61	0.57	0.76
Return / (loss) (after tax and minority interests on average shareholders' equity - %)	**7.7**	21.5	15.9	18.6	16.9	12.9	18.3	11.2	(24.7)	17.1
Market share price										
- highest (RM)	**4.26**	4.60	2.96	2.34	2.34	2.38	2.40	1.59	3.10	3.60
- lowest (RM)	**2.14**	2.56	2.12	1.85	1.66	1.51	1.21	1.00	1.14	1.75

Certain figures relating to the previous years have been reclassified/adjusted to conform with the current year's presentation, due to adoption of new FRSs.

Computed based on issued share capital after the share split exercise which was completed on 16 April 2007.

N/A Not Applicable

LIST OF PROPERTIES HELD

as at 31 December 2008

LOCATION	TENURE	APPROXIMATE AREA	DESCRIPTION	NET BOOK VALUE AS AT 31 DEC 2008 (RM'million)	AGE OF BUILDING (Years)	YEAR OF ACQUISITION
MALAYSIA						
STATE OF PAHANG DARUL MAKMUR						
1 Genting Highlands, Bentong	Freehold	Built-up : 100,592 sq.metres	18-storey Genting Hotel Complex	217.3	27	1982
2 Genting Highlands, Bentong	Freehold	Built-up : 95,485 sq.metres	23-storey Resort Hotel & Car Park II	140.4	16	1992
3 Genting Highlands, Bentong	Freehold	Built-up : 493,750 sq.metres	22-storey First World Hotel & Car Park V	925.4	9	2000
4 Genting Highlands, Bentong	Freehold	Built-up : 20,516 sq.metres	23-storey Awana Tower Hotel	30.0	15	1993
5 Genting Highlands, Bentong	Freehold	Built-up : 19,688 sq.metres	10-level Theme Park Hotel	25.4	37	1989
6 Genting Highlands, Bentong	Freehold	Built-up : 11,902 sq.metres	10-level Theme Park Hotel - Valley Wing	9.8	33	1989
7 Genting Highlands, Bentong	Freehold	Built-up : 29,059 sq.metres	16-storey Residential Staff Complex I	6.6	25	1989
8 Genting Highlands, Bentong	Freehold	Built-up : 28,804 sq.metres	19-storey Residential Staff Complex II	15.6	16	1992
9 Genting Highlands, Bentong	Freehold	Built-up : 89,392 sq.metres	16-storey Residential Staff Complex III & Car Park III	59.8	16	1992
10 Genting Highlands, Bentong	Freehold	Built-up : 41,976 sq.metres	25-storey Residential Staff Complex V	51.9	12	1996
11 Genting Highlands, Bentong	Freehold	Built-up : 70,597 sq.metres	25-storey Residential Staff Complex VIII with 5 levels of carpark	69.9	2	2007
12 Genting Highlands, Bentong	Freehold	Built-up : 4,119 sq.metres	5-storey Ria Staff Residence	0.1	36	1989
13 Genting Highlands, Bentong	Freehold	Built-up : 4,109 sq.metres	5-storey Sri Layang Staff Residence	19.7	14	1989
14 Genting Highlands, Bentong	Freehold	Built-up : 18,397 sq.metres	8-level Car Park I	1.9	25	1989
15 Genting Highlands, Bentong	Freehold	Built-up : 1,086 sq.metres	5-storey Bomba Building	0.7	25	1989
16 Genting Highlands, Bentong	Freehold	Built-up : 1,503 sq.metres	Petrol Station	2.3	10	1999
17 Genting Highlands, Bentong	Freehold	Built-up : 4,151 sq.metres	3-storey Lakeside Teahouse	3.3	21	1989
18 Genting Highlands, Bentong	Freehold	Lake : 2 hectares	Man-made Lake	0.1	-	1989
19 Genting Highlands, Bentong	Freehold	Built-up : 2,769 sq.metres	4-storey Staff Recreation Centre	3.1	16	1992
20 Genting Highlands, Bentong	Freehold	Built-up : 540 sq.metres	1 unit of Kayangan Apartment	0.1	28	1989
			1 unit of Kayangan Apartment	0.2	28	1990
21 Genting Highlands, Bentong	Freehold	Built-up : 7,666 sq.metres	Awana Golf & Country Resort Complex	19.4	22	1989
22 Genting Highlands, Bentong	Freehold	Built-up : 17,010 sq.metres	174 units of Awana Condominium	22.4	22	1989
23 Genting Highlands, Bentong	Freehold	Built-up : 8,756 sq.metres	79 units of Ria Apartment (Pahang Tower)	11.6	22	1989
24 Genting Highlands, Bentong	Freehold	Land : 3,286 hectares	7 plots of land & improvements	250.1	-	1989
			1 plot of land & improvements	6.0	-	1996
			10 plots of land & improvements	59.6	-	1989
			1 plot of land & improvements	0.1	-	1991
			66 plots of land & improvements	240.4	-	1989
			3 plots of land & improvements	24.9	-	2002
			13 plots of land & improvements	9.8	-	1996
25 Genting Highlands, Bentong	Leasehold (unexpired lease period of 85 years)	Land : 6 hectares	2 plots of land & improvements	0.4	-	1994
26 Genting Highlands, Bentong	Leasehold (unexpired lease period of 50 years)	Land : 5 hectares	3 plots of land	0.5	-	1995
27 Genting Highlands, Bentong	Leasehold (unexpired lease period of 82 years)	Land : 3 hectares	1 plot of educational land	1.2	-	2000
28 Bukit Tinggi, Bentong	Leasehold (unexpired lease period of 86 years)	Built-up : 49 sq.metres	1 unit of Meranti Park Apartment, Berjaya Hills	0.1	9	1999
29 Mentakab, Temerloh	Freehold	Land : 84 hectares	Vacant housing development land	4.6	-	1989
STATE OF SELANGOR DARUL EHSAN						
1 Genting Highlands, Hulu Selangor	Freehold	Built-up : 149,941 sq.metres	28-storey Highlands Hotel & Car Park IV	398.8	12	1997
2 Genting Highlands, Hulu Selangor	Freehold	Land : 6 hectares	2 plots of building land	6.1	-	1993
		Built-up : 47,715 sq.metres	5-storey Genting Skyway Station Complex with 4-level of basement carpark	67.1	12	1997
3 Genting Highlands, Hulu Selangor	Freehold	Built-up : 3,008 sq.metres	2-storey and 4-storey Gohtong Jaya Security Buildings	5.6	11	1998
4 Genting Highlands, Hulu Selangor	Freehold	Built-up : 6,073 sq.metres	53 units of Ria Apartment (Selangor Tower)	6.5	22	1989
5 Genting Highlands, Hulu Selangor	Freehold	Land : 598 hectares	3 plots of building land	12.3	-	1989
			18 plots of building land	41.5	-	1996
			7 plots of building land	10.4	-	1993
6 Genting Highlands, Gombak	Freehold	Land : 394 hectares	2 plots of vacant building land	28.8	-	1996
7 Batang Kali, Hulu Selangor	Freehold	Land : 9 hectares	1 plot of vacant agriculture land	2.1	-	1994
8 Ulu Yam, Hulu Selangor	Freehold	Land : 38 hectares	1 plot of vacant building land	15.0	-	1994
9 Ulu Yam, Hulu Selangor	Freehold	Land : 4 hectares	3 plots of vacant agriculture land	1.0	-	1994
10 Pulau Indah, Klang	Leasehold (unexpired lease period of 87 years)	Land : 47 hectares	13 plots of vacant industrial land & improvements	44.7	-	1997
FEDERAL TERRITORY OF KUALA LUMPUR						
1 Taman U Thant, Kuala Lumpur	Freehold	Built-up : 178 sq.metres	1 unit of Desa Angkasa Apartment	0.2	22	1988
STATE OF TERENGGANU DARUL IMAN						
1 Kijal, Kemaman	Leasehold (unexpired lease period of 83 years)	Land : 262 hectares	4 plots of resort/property development land	43.9	-	1997
		Land : 51 hectares	18-hole Awana Kijal Golf Course	11.5	-	1997
		Built-up : 35,563 sq.metres	7-storey Awana Kijal Hotel	86.8	12	1997
		Built-up : 1,757 sq.metres	27 units of Baiduri Apartment	2.7	14	1997
		Built-up : 7,278 sq.metres	96 units of Angsana Apartment	9.8	13	1997
	Leasehold (unexpired lease period of 83 years)	Land : 18 hectares	17 plots of resort/property development land	1.5	-	2002
	Leasehold (unexpired lease period of 93 years)	Land : 10 hectares	1 plot of resort/property development land	1.6	-	1997
STATE OF KEDAH DARUL AMAN						
1 Tanjung Malai, Langkawi	Leasehold (unexpired lease period of 79 years)	Land : 14 hectares	5 plots of building land	11.0	-	1997
		Built-up : 20,957 sq.metres	3-5 storey Awana Langkawi Hotel, Convention Centre & Multipurpose Hall	57.7	11	1997

ANALYSIS OF SHAREHOLDINGS

as at 6 May 2009

Class of Shares : Ordinary shares of 10 sen each
Voting Rights : One vote per share

Size of Holdings	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Less than 100	3,376	3.726	22,825	0.000
100 - 1,000	19,458	21.476	17,314,391	0.303
1,001 - 10,000	53,890	59.478	244,569,270	4.276
10,001 - 100,000	12,566	13.869	355,040,422	6.208
100,001 to less than 5% of issued shares	1,310	1.446	2,732,497,981	47.779
5% and above of issued shares	5	0.005	2,369,627,159	41.434
GRAND TOTAL	**90,605**	**100.000**	**5,719,072,048**	**100.000**

THIRTY (30) LARGEST SECURITIES ACCOUNT HOLDERS AS PER RECORD OF DEPOSITORS
(without aggregating the securities from different securities accounts belonging to the same depositor)

	Name	No. of Shares	% of Shares
1.	Genting Berhad	550,000,000	9.617
2.	Genting Berhad	550,000,000	9.617
3.	Genting Berhad	469,627,159	8.212
4.	Genting Berhad	400,000,000	6.994
5.	Genting Berhad	400,000,000	6.994
6.	Genting Berhad	124,690,500	2.180
7.	Genting Berhad	103,500,000	1.810
8.	Genting Berhad	96,330,000	1.684
9.	Cartaban Nominees (Asing) Sdn Bhd *Caceis Bank Paris For Magellan*	96,000,000	1.679
10.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN For The Bank Of New York Mellon (Mellon ACCT)*	91,339,228	1.597
11.	Malaysia Nominees (Tempatan) Sendirian Berhad *Great Eastern Life Assurance (Malaysia) Berhad (Par 1)*	89,190,300	1.560
12.	Cartaban Nominees (Asing) Sdn Bhd *Government Of Singapore Investment Corporation Pte Ltd For Government Of Singapore (C)*	64,114,243	1.121
13.	HSBC Nominees (Asing) Sdn Bhd HSBC-FS For The Overlook Partners Fund, L.P.	61,095,300	1.068
14.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN For J.P. Morgan Chase Bank, National Association (U.K.)*	49,804,295	0.871
15.	Citigroup Nominees (Asing) Sdn Bhd *GSCO For Millgate Master Fund*	46,918,000	0.820
16.	Citigroup Nominees (Asing) Sdn Bhd *CBNY For Wintergreen Fund Inc*	46,056,479	0.805
17.	Genting Berhad	40,000,000	0.699
18.	HSBC Nominees (Asing) Sdn Bhd *BBH And Co Boston For Matthews Pacific Tiger Fund*	38,621,200	0.675
19.	Cartaban Nominees (Asing) Sdn Bhd *Exempt AN For Caceis Bank Luxembourg (CLT ACCT-LUX)*	38,058,462	0.665
20.	Cartaban Nominees (Asing) Sdn Bhd *RBC Dexia Investor Services Bank For Comgest Growth Emergingmarkets (COMGEST GR PLC)*	38,000,000	0.664
21.	Genting Berhad	37,829,500	0.661
22.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN For J.P. Morgan Chase Bank, National Association (Netherlands)*	36,913,775	0.645
23.	Citigroup Nominees (Tempatan) Sdn Bhd *Exempt AN For Prudential Fund Management Berhad*	35,803,900	0.626
24.	HSBC Nominees (Asing) Sdn Bhd *TNTC For Silchester International Investors International Value Equity Trust*	31,445,823	0.550
25.	Citigroup Nominees (Tempatan) Sdn Bhd *Exempt AN For American International Assurance Berhad*	28,385,600	0.496
26.	HSBC Nominees (Asing) Sdn Bhd *BBH And Co Boston For GMO Emerging Markets Fund*	28,110,941	0.492
27.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN For J.P. Morgan Chase Bank, National Association (Norges Bank)*	27,749,900	0.485
28.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN For J.P. Morgan Chase Bank, National Association (U.S.A.)*	26,900,900	0.470
29.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN For J.P. Morgan Chase Bank, National Association (U.A.E.)*	25,759,590	0.450
30.	Cartaban Nominees (Asing) Sdn Bhd *Government Of Singapore Investment Corporation Pte Ltd For Monetary Authority Of Singapore (H)*	22,101,228	0.386
	TOTAL	**3,694,346,323**	**64.597**

ANALYSIS OF SHAREHOLDINGS (cont'd)

as at 6 May 2009

SUBSTANTIAL SHAREHOLDERS AS PER REGISTER OF SUBSTANTIAL SHAREHOLDERS AS AT 6 MAY 2009

	No. of shares			
	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital
Genting Berhad ("Genting")	2,771,977,159	48.47	-	-
Kien Huat Realty Sdn Berhad ("KHR")	-	-	2,773,176,089*	48.49
Parkview Management Sdn Bhd	-	-	2,773,176,089+	48.49

Notes:

* Deemed interest through its subsidiary and Genting.
\+ Deemed interest through a subsidiary of KHR and Genting.

DIRECTORS' SHAREHOLDINGS AS PER REGISTER OF DIRECTORS' SHAREHOLDINGS AS AT 6 MAY 2009

INTEREST IN THE COMPANY

	No. of Shares			
Name	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital
Tan Sri Lim Kok Thay	1,660,000	0.0290	-	-
Tun Mohammed Hanif bin Omar	5,000	0.0001	-	-
Tan Sri Alwi Jantan	540,000	0.0094	-	-
Mr Quah Chek Tin	5,000	0.0001	-	-
Tan Sri Dr. Lin See Yan	450,000	0.0079	-	-
General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin	10,000	0.0002	-	-

INTEREST IN GENTING BERHAD, A COMPANY WHICH OWNS 48.47% EQUITY INTEREST IN THE COMPANY

	No. of Shares			
Name	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital
Tan Sri Lim Kok Thay	10,369,000	0.2806	-	-
Tun Mohammed Hanif bin Omar	101,000	0.0027	-	-
Mr Quah Chek Tin	5,000	0.0001	-	-

Note: Mr Quah Chek Tin's spouse holds 630,000 (0.0170%) ordinary shares in Genting Berhad. This disclosure is made pursuant to Section 134(12)(c) of the Companies Act, 1965 as amended by the Companies (Amendment) Act 2007 which took effect on 15 August 2007.

INTEREST IN ASIATIC DEVELOPMENT BERHAD, A SUBSIDIARY OF GENTING BERHAD

	No. of Shares			
Name	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital
Tan Sri Lim Kok Thay	369,000	0.0487	-	-
General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin	20,000	0.0026	-	-

INTEREST IN GENTING SINGAPORE PLC (FORMERLY KNOWN AS GENTING INTERNATIONAL P.L.C.), A SUBSIDIARY OF GENTING BERHAD

	No. of Shares			
Name	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital
Tan Sri Lim Kok Thay	198,000	0.0021	-	-
Tan Sri Alwi Jantan	54,000	0.0006	-	-
Tan Sri Dr. Lin See Yan	45,000	0.0005	-	-

AMERICAN DEPOSITARY RECEIPTS – LEVEL 1 PROGRAMME

The Company's American Depositary Receipts ("ADR") Level 1 Programme commenced trading in the U.S. over-the-counter market on 8 June 1992. Under the ADR Programme, a maximum of 135 million ordinary shares of RM0.10 each representing approximately 2.4% of the total issued and paid-up share capital (excluding treasury shares) of the Company will be traded in ADRs. Each ADR represents 25 ordinary shares of the Company. Citibank, N.A., New York as the Depositary Bank has appointed Citibank Berhad, Kuala Lumpur as its sole custodian of the shares of the Company for the ADR Programme. As at 31 March 2009 there were 115,113 ADRs outstanding representing 2,877,825 ordinary shares of the Company which have been deposited with the sole custodian for the ADR Programme.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Ninth Annual General Meeting of Resorts World Bhd ("the Company") will be held at 26th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur on Tuesday, 16 June 2009 at 10.00 a.m.

AS ORDINARY BUSINESSES

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2008 and the Directors' and Auditors' Reports thereon. **(Ordinary Resolution 1)**

2. To approve the declaration of a final dividend of 4.0 sen less 25% tax per ordinary share of 10 sen each for the financial year ended 31 December 2008 to be paid on 21 July 2009 to members registered in the Record of Depositors on 30 June 2009. **(Ordinary Resolution 2)**

3. To approve the payment of Directors' fees of RM741,900 for the financial year ended 31 December 2008 (2007 : RM755,900). **(Ordinary Resolution 3)**

4. To re-elect the following persons as Directors of the Company pursuant to Article 99 of the Articles of Association of the Company:

   (i) Tan Sri Clifford Francis Herbert **(Ordinary Resolution 4)**

   (ii) Mr Quah Chek Tin **(Ordinary Resolution 5)**

5. To consider and, if thought fit, pass the following resolutions pursuant to Section 129 of the Companies Act, 1965:

   (i) "That Tun Mohammed Hanif bin Omar, retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **(Ordinary Resolution 6)**

   (ii) "That Tan Sri Alwi Jantan, retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **(Ordinary Resolution 7)**

   (iii) "That Tan Sri Wan Sidek bin Hj Wan Abdul Rahman, retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **(Ordinary Resolution 8)**

6. To re-appoint PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 9)**

AS SPECIAL BUSINESSES

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

Special Resolution

7. **Proposed Change of Name of the Company to Genting Malaysia Berhad**

   "That the name of the Company be changed from Resorts World Bhd to Genting Malaysia Berhad and that all references in the Memorandum and Articles of Association of the Company to the name Resorts World Bhd, wherever the same may appear, shall be deleted and substituted with Genting Malaysia Berhad ("Proposed Change of Name") AND THAT Tan Sri Lim Kok Thay, the Chairman & Chief Executive of the Company, be and is hereby authorised to give effect to the Proposed Change of Name with full power to assent to any condition, modification, variation and/or amendment (if any) as may be required by the relevant authorities." **(Special Resolution)**

Ordinary Resolutions

8. **Authority to issue and allot shares pursuant to Section 132D of the Companies Act, 1965**

   "That, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Section 132D of the Companies Act, 1965 to issue and allot shares in the Company, at any time 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 issued pursuant to this resolution does not exceed 10% of the issued and paid-up share capital of the Company for the time being, and this authority under this resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company, and that:

   (a) approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) in connection therewith; and

   (b) the Directors of the Company 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." **(Ordinary Resolution 10)**

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

9. **Proposed renewal of the authority for the Company to purchase its own shares**

"That, subject to the passing of Ordinary Resolution 12, and subject to compliance with all applicable laws, the Company's Articles of Association, and the regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad ("Bursa Securities") and/or any other relevant regulatory authority:

(a) approval and authority be and are given for the Company to utilise up to the aggregate of the total retained earnings and share premium accounts of the Company based on its latest audited financial statements available up to the date of the transaction, to purchase, from time to time during the validity of the approval and authority under this resolution, such number of ordinary shares of 10 sen each in the Company (as may be determined by the Directors of the Company) on Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company, provided that the aggregate number of shares to be purchased and/or held by the Company pursuant to this resolution does not exceed 10% of the total issued and paid-up ordinary share capital of the Company at the time of purchase and provided further that in the event that the Company ceases to hold all or any part of such shares as a result of (among others) cancellations, resales and/or distributions of any of these shares so purchased, 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 10% of the total issued and paid-up ordinary share capital of the Company at the time of purchase. Based on the audited financial statements of the Company for the financial year ended 31 December 2008, the Company's retained earnings and share premium accounts were approximately RM7,384.1 million and RM1,100.2 million respectively;

(b) approval and authority conferred by this resolution shall commence on the passing of this resolution, and shall remain valid and in full force and effect until:

(i) the conclusion of the next Annual General Meeting of the Company; or
(ii) the expiry of the period within which the next Annual General Meeting is required by law to be held,

unless earlier revoked or varied by ordinary resolution of the members of the Company in general meeting, whichever occurs first;

(c) approval and authority be and are given to the Directors of the Company in their absolute discretion, to deal with any shares purchased and any existing treasury shares ("the said Shares") in the following manner:

(i) cancel the said Shares; and/or
(ii) retain the said Shares as treasury shares; and/or
(iii) distribute all or part of the said Shares as dividends to shareholders, and/or resell all or part of the said Shares on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancel all or part of the said Shares,

or in any other manner as may be prescribed by all applicable laws and/or regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force and that the authority to deal with the said Shares shall continue to be valid until all the said Shares have been dealt with by the Directors of the Company; and

(d) approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by any relevant regulatory authority or Bursa Securities and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company." **(Ordinary Resolution 11)**

10. **Proposed exemption under Practice Note 2.9.10 of the Malaysian Code on Take-Overs and Mergers, 1998 to Genting Berhad and persons acting in concert with it from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them, upon the purchase by the Company of its own shares pursuant to the proposed renewal of share buy-back authority**

"That, subject to the passing of Ordinary Resolution 11 and the approval of the Securities Commission ("SC"), approval be and is hereby given for Genting Berhad ("Genting") and the persons acting in concert with Genting ("PAC") to be exempted from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them under Part II of the Malaysian Code on Take-Overs and Mergers, 1998 ("Code"), which may arise upon the future purchase by the Company of its own shares pursuant to Ordinary Resolution 11, in conjunction with the application submitted by Genting and the PACs to the SC under Practice Note 2.9.10 of the Code, and further that approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by any relevant regulatory authority and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company." **(Ordinary Resolution 12)**

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

11. **Proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature**

"That approval and authority be and are hereby given for the Company and/or its subsidiaries to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.3 under Part C of the Document to Shareholders dated 25 May 2009, provided that such transactions are undertaken in the ordinary course of business, on arm's length basis and on commercial terms which are not more favourable to the related party than those generally available to/from the public and are not, in the Company's opinion, detrimental to the minority shareholders and that the breakdown of the aggregate value of the recurrent related party transactions conducted/to be conducted during the financial year, including the types of recurrent transactions made and the names of the related parties, will be disclosed in the Annual Report of the Company;

AND THAT such approval shall continue to be in force until:

(i) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such Proposed Shareholders' Mandate is passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
(ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
(iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier." **(Ordinary Resolution 13)**

12. To transact any other business of which due notice shall have been given.

FURTHER NOTICE IS HEREBY GIVEN that a depositor shall qualify for entitlement to the final dividend only in respect of:

(a) shares transferred into the depositor's securities account before 4.00 p.m. on 30 June 2009 in respect of ordinary transfers; and
(b) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

LOH BEE HONG
Secretary

Kuala Lumpur
25 May 2009

NOTES

A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies (but not more than two) to attend and vote instead of him. ***A proxy need not be a member of the Company but in accordance with Section 149 of the Companies Act, 1965, a member shall not be entitled to appoint a person who is not a member of the Company as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case.*** *Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his holding to be represented by each proxy. The original instrument appointing a proxy must be deposited at the Registered Office of the Company at 24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.*

EXPLANATORY NOTES ON SPECIAL BUSINESSES

(1) Special Resolution, if passed, will facilitate the proposed change of name of the Company.

Further information on the proposed change of name of the Company is set out under Part D of the Document to Shareholders dated 25 May 2009 which is despatched together with the Company's 2008 Annual Report.

(2) Ordinary Resolution 10, if passed, will give authority to the Directors of the Company, from the date of the above Annual General Meeting, to issue and allot shares in the Company up to and not exceeding in total 10% of the issued and paid-up share capital of the Company for the time being, for such purposes as they consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

(3) Ordinary Resolution 11, if passed, will empower the Directors of the Company to purchase and/or hold the Company's shares of an aggregate amount of up to 10% of the issued and paid-up share capital of the Company for the time being ("Proposed Share Buy-Back Renewal") by utilising up to the total retained earnings and share premium of the Company based on its latest audited financial statements up to the date of the purchase. The authority under this resolution will expire at 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 members of the Company at a general meeting, whichever occurs first.

Further information on the Proposed Share Buy-Back Renewal is set out under Part A of the Document to Shareholders dated 25 May 2009 which is despatched together with the Company's 2008 Annual Report.

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

NOTES (cont'd)

(4) Ordinary Resolution 12, if passed, will enable the Securities Commission to consider the application by Genting Berhad ("Genting") for the proposed exemption under Practice Note 2.9.10 of the Malaysian Code on Take-Overs and Mergers, 1998 to Genting and the persons acting in concert with Genting from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them as a result of the Company's share buy-back activities ("Proposed Exemption").

Further information on the Proposed Exemption is set out under Part A and Part B of the Document to Shareholders dated 25 May 2009 which is despatched together with the Company's 2008 Annual Report.

(5) Ordinary Resolution 13, if passed, will allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature pursuant to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad ("Proposed Shareholders' Mandate"). This authority will expire at 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 members of the Company at a general meeting, whichever occurs first.

Further information on the Proposed Shareholders' Mandate is set out under Part C of the Document to Shareholders dated 25 May 2009 which is despatched together with the Company's 2008 Annual Report.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.28 (2) of the 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 forthcoming Twenty-Ninth Annual General Meeting of the Company.

RESORTS WORLD BHD

(Company no. 58019-U)

FORM OF PROXY

(Before completing the form, please refer to the notes overleaf)

"A" I/We _____ NRIC No./Co. No.: _____
(FULL NAME IN BLOCK CAPITALS)

of _____
(ADDRESS)

being a member of RESORTS WORLD BHD hereby appoint

_____ NRIC No.: _____
(FULL NAME)

(Note: A proxy need not be a member of the Company but in accordance with Section 149 of the Companies Act, 1965, a member shall not be entitled to appoint a person who is not a member of the Company as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case)

of _____
(ADDRESS)

or failing him _____ NRIC No.: _____
(FULL NAME)

of _____
(ADDRESS)

or failing him, *the CHAIRMAN OF THE MEETING as *my/our first proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday, 16 June 2009 at 10.00 a.m. and at any adjournment thereof.

"B" Where it is desired to appoint a second proxy this section must also be completed, otherwise it should be deleted.

I/We _____ NRIC No./Co. No.: _____
(FULL NAME IN BLOCK CAPITALS)

of _____
(ADDRESS)

being a member of RESORTS WORLD BHD hereby appoint

_____ NRIC No.: _____
(FULL NAME)

(Note: A proxy need not be a member of the Company but in accordance with Section 149 of the Companies Act, 1965, a member shall not be entitled to appoint a person who is not a member of the Company as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case)

of _____
(ADDRESS)

or failing him _____ NRIC No.: _____
(FULL NAME)

of _____
(ADDRESS)

or failing him, *the CHAIRMAN OF THE MEETING as *my/our second proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday, 16 June 2009 at 10.00 a.m. and at any adjournment thereof.

The proportions of my/our holding to be represented by my/our proxies are as follows:

First Proxy "**A**"	%
Second Proxy "**B**"	%
	100%

In case of a vote taken by a show of hands *First Proxy "A"/* Second Proxy "B" shall vote on my/our behalf.

My/our proxies shall vote as follows:

RESOLUTIONS		First Proxy "A"		Second Proxy "B"	
		For	Against	For	Against
To receive and adopt the Audited Financial Statements	Ordinary Resolution 1				
To approve the declaration of a final dividend of 4.0 sen less tax per ordinary share	Ordinary Resolution 2				
To approve the payment of Directors' fees	Ordinary Resolution 3				
To re-elect the following Directors pursuant to Article 99 of the Articles of Association of the Company: (i) Tan Sri Clifford Francis Herbert (ii) Mr Quah Chek Tin	 Ordinary Resolution 4 Ordinary Resolution 5				
To re-appoint the following Directors in accordance with Section 129 of the Companies Act, 1965: (i) Tun Mohammed Hanif bin Omar (ii) Tan Sri Alwi Jantan (iii) Tan Sri Wan Sidek bin Hj Wan Abdul Rahman	 Ordinary Resolution 6 Ordinary Resolution 7 Ordinary Resolution 8				
To re-appoint Auditors	Ordinary Resolution 9				
To approve the proposed change of name of the Company to Genting Malaysia Berhad	Special Resolution				
To empower Directors to issue and allot shares up to 10% of the Company's total issued and paid-up capital	Ordinary Resolution 10				
To renew the authority for the Company to purchase its own shares	Ordinary Resolution 11				
To grant exemption under Practice Note 2.9.10 of the Malaysian Code on Take-Overs and Mergers, 1998	Ordinary Resolution 12				
To approve the proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature	Ordinary Resolution 13				

(Please indicate with an "X" in the spaces provided how you wish your votes to be cast. If you do not do so, the proxy/proxies will vote or abstain from voting at his/their discretion.)

Signed this _____ day of _____ 2009

No. of Shares held	CDS Account No.	Shareholder's Contact No.

* Delete if inapplicable

Signature of Member(s)

NOTES

A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies (but not more than two) to attend and vote instead of him. ***A proxy need not be a member of the Company but in accordance with Section 149 of the Companies Act, 1965, a member shall not be entitled to appoint a person who is not a member of the Company as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case.*** *Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his holding to be represented by each proxy. The original instrument appointing a proxy must be deposited at the Registered Office of the Company at 24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.*

In the case of a corporation, this form must be either under seal or signed by a duly authorised officer or attorney.

EXPLANATORY NOTES ON SPECIAL BUSINESSES

(1) Special Resolution, if passed, will facilitate the proposed change of name of the Company.

Further information on the proposed change of name of the Company is set out under Part D of the Document to Shareholders dated 25 May 2009 which is despatched together with the Company's 2008 Annual Report.

(2) Ordinary Resolution 10, if passed, will give authority to the Directors of the Company, from the date of the above Annual General Meeting, to issue and allot shares in the Company up to and not exceeding in total 10% of the issued and paid-up share capital of the Company for the time being, for such purposes as they consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

(3) Ordinary Resolution 11, if passed, will empower the Directors of the Company to purchase and/or hold the Company's shares of an aggregate amount of up to 10% of the issued and paid-up share capital of the Company for the time being ("Proposed Share Buy-Back Renewal") by utilising up to the total retained earnings and share premium of the Company based on its latest audited financial statements up to the date of the purchase. The authority under this resolution will expire at 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 members of the Company at a general meeting, whichever occurs first.

Further information on the Proposed Share Buy-Back Renewal is set out under Part A of the Document to Shareholders dated 25 May 2009 which is despatched together with the Company's 2008 Annual Report.

(4) Ordinary Resolution 12, if passed, will enable the Securities Commission to consider the application by Genting Berhad ("Genting") for the proposed exemption under Practice Note 2.9.10 of the Malaysian Code on Take-Overs and Mergers, 1998 to Genting and the persons acting in concert with Genting from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them as a result of the Company's share buy-back activities ("Proposed Exemption").

Further information on the Proposed Exemption is set out under Part A and Part B of the Document to Shareholders dated 25 May 2009 which is despatched together with the Company's 2008 Annual Report.

(5) Ordinary Resolution 13, if passed, will allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature pursuant to the provisions of the Listing Requirements of Bursa Malaysia Securities Berhad ("Proposed Shareholders' Mandate"). This authority will expire at 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 members of the Company at a general meeting, whichever occurs first.

Further information on the Proposed Shareholders' Mandate is set out under Part C of the Document to Shareholders dated 25 May 2009 which is despatched together with the Company's 2008 Annual Report.

GROUP OFFICES

RESORTS WORLD BHD
www.resortsworld.com
www.genting.com.my

CORPORATE OFFICE

Resorts World Bhd

23rd Floor, Wisma Genting,
28 Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia.
T: +603 2178 2233 / 2333 2233
F: +603 2161 5304
E: ir.rwb@genting.com

RESORTS

Genting Highlands Resort
69000 Pahang, Malaysia
T: +603 6101 1118
F: +603 6101 1888

Awana Genting Highlands Golf & Country Resort
KM 13, Genting Highlands,
69000 Pahang, Malaysia
T: +603 6436 9000
F: +603 6101 3535

Awana Kijal Golf & Beach Resort
KM 28, Jalan Kemaman-Dungun,
24100 Kijal, Kemaman,
Terengganu, Malaysia
T: +609 864 1188
F: +609 864 1688

Awana Porto Malai, Langkawi
Tanjung Malai, 07000 Langkawi,
Kedah, Malaysia
T: +604 955 5111
F: +604 955 5222

SALES & RESERVATIONS OFFICES

World Reservations Centre (WRC)
Genting Highlands Resort
(For rooms, concerts & shows, Genting WorldCard, theme park ride tickets, transportation,Star Cruises, Awana Vacation Resorts)
Genting One Hub
Lower Ground Floor,
Wisma Genting,
28 Jalan Sultan Ismail,
50250 Kuala Lumpur
T: +603 2718 1118
F: +603 2718 1888
Reservations E-mail :
customercare@genting.com
Membership E-mail :
hotline@worldcard.com.my
Book online at www.genting.com.my

Penang
No. 22, Ground Floor,
Lorong Abu Siti,
10400 Penang, Malaysia
T: +604 228 2288
F: +604 228 7299

Ipoh
11, Persiaran Greentown 8,
Greentown Business Centre,
30450 Ipoh,
Perak, Malaysia
T: +605 243 2988
F: +605 243 6988

Johor Bahru
1F-Ground Floor, Jalan Maju,
Taman Maju Jaya,
80400 Johor Bahru, Malaysia
T: +607 334 4555
F: +607 334 4666

Kuching
Shoplot 19, Ground Floor,
Wisma Phoenix,
Song Thian Cheok Road,
93100 Kuching, Sarawak, Malaysia
T: +6082 412 522
F: +6082 412 022

Meetings, Incentives, Conventions & Exhibitions (M.I.C.E)
23rd Floor, Wisma Genting,
28 Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia
T: +603 2301 6686
F: +603 2333 3886
E: mice@genting.com
mice.genting.com.my

OTHER SERVICES

Casino De Genting
Genting Highlands Resort
69000 Genting Highlands
Pahang Darul Makmur
Malaysia
Membership hotline: +603 6105 2028
Casino Programmes
T: +603 2718 1189
F: +603 2333 3888

Maxims Genting
Genting Hotel
Genting Highlands Resort
69000 Genting Highlands
Pahang Darul Makmur
Malaysia
T: +603 2718 1133
F: +603 6105 9388
www.maxims.com.my

Club Elite
Highlands Hotel
Genting Highlands Resort
69000 Genting Highlands
Pahang Darul Makmur
Malaysia
T: +603 2718 1199
F: +603 6105 9399

VIP
Highlands Hotel
Genting Highlands Resort
69000 Genting Highlands
Pahang Darul Makmur
Malaysia
T: +603 2718 1188
F: +603 2333 3888

Resorts World Tours Sdn Bhd
Genting One Hub
Lower Ground Floor, Wisma Genting,
28 Jalan Sultan Ismail,
50250 Kuala Lumpur
(For outbound & inbound tours)
T: +603 2333 6303 / 6705 / 6704 / 6652 / 6504 / 3211
F: +603 2333 6707
E: resorts.world.tours@genting.com
(For airline ticketing)
T: +603 2333 6663 / 6667
F: +603 2333 6995
E: rwt.ticketing@genting.com

Limousine Service Counter (KLIA Sepang)
Arrival Level 3,
Main Terminal Building,
KL International Airport,
64000 KLIA Sepang,
Selangor, Malaysia
T: +603 8776 6753
F: +603 8787 4451

Limousine Service Counter (Genting Highlands)
Highlands Hotel,
69000 Genting Highlands Resort
T: +603 6105 9584
F: +603 6105 9585

Genting Transport Reservations Centre
(For buses and limousines)
Lot 1988/4888,
Jalan Segambut Tengah,
51200 Kuala Lumpur, Malaysia
T: +603 6251 8398 / 6253 1762
F: +603 6251 8399

OVERSEAS SALES / BRANCH / REPRESENTATIVE OFFICES

Australia
Genting (NSW) Pty Ltd *
Suite 810, Level 8,
401 Sussex Street Sydney,
NSW 2000
T: +612 9281 1433
F: +612 9281 1430

Hong Kong
Genting International P.L.C. *
Suite 1001, Ocean Centre,
5 Canton Road, Tsimshatsui
Kowloon, Hong Kong SAR
T: +852 2317 7133
F: +852 2314 8724

India
Genting India Travel
Services Pte Ltd *
510, 5th Floor, Churchgate Chambers
5 New Marine Lines Road
Mumbai 400020, India
T: +91 22 2264 0383
F: +91 22 2264 0383

Genting India Travel Services Pte Ltd *
1518, 15th Floor, Ansal Tower
38, Nehru Place
New Delhi 110019, India
T: +91 11 2629 5674
F: +91 11 2629 5673

Genting India Travel Services Pvt Ltd *
C/B 10, 1st Floor, Gemini Parsn
Complex
Chennai 600006, India

Genting India Travel Services Pvt Ltd *
#62, 62/1, 2nd Floor,
Chalapathy Towers,
8th Main Road, Vasanth Nagar
Bangalore 560052, India

Japan
Genting International Japan Co., Ltd *
Palazzo Siena 2-4-6
Higashishinbashi Minato-Ku
Tokyo, Japan
T: +81 3 6402 0820
F: +81 3 6402 0821

Singapore
Genting International (S) Pte Ltd *
9 Penang Road, #11-18 Park Mall,
Singapore 238459
T: +65 6823 9888
F: +65 6823 9878
E: genting1@pacific.net.sg

Thailand
Genting International
(Thailand) Ltd *
153, Lot No. 400, 4th Floor
The Peninsula Plaza
Rajdamri Road, Lumpini, Patumwan
Bangkok 10330, Thailand
T: +662 254 0753 / 54 / 55
F: +662 254 0768

United Kingdom
Genting International (UK)
Limited *
31 Curzon Street, London
W1J 7TW
United Kingdom
T: +44 020 7493 7771
F: +44 020 7629 3257

UAE - Sharjah
Adriana Limited ^
Sharjah Airport International Free
Zone Executive Suite X4-17
P.O.Box 120652,
Sharjah – U.A.E
T: +971 6557 5015
F: +971 6557 5076

China
Adriana Limited #
Room 1609,
Jintiandi International Mansion,
No. 998 Renmin Road
Huangpu District
Shanghai 200021, China
T: +86 21 6326 3866 / 3626
F: +86 21 6326 3727

Adriana Limited #
Room 735, The Garden Tower
No. 368, Huan Shi Dong Road
Guangzhou 510064, China
T: +86 20 8365 2980
F: +86 20 8365 2981

Adriana Limited #
Room 1806, China Merchants Tower
No. 118, Jianguo Road
Chaoyang District
Beijing 100022, China
T: +86 10 5923 3815 / 3816 / 3818
F: +86 10 5923 3817

Indonesia
Adriana Limited #
2nd Floor, Jl. Ir. H. Juanda III No 29B,
Jakarta Pusat 10120, Indonesia
T: +62 21 351 9041 / +62 21 3863507
F: +62 21 386 3506

Vietnam
Adriana Limited #
173 Dinh Tien Hoang Street
Da Kao Ward, District 1
Ho Chi Minh City, Vietnam
T: +84 8 3820 3483 / 3484
F: +84 8 3820 3945

Adriana Limited #
8th Floor, 71 Mai Hac De Street
Bui Thi Xuan Ward
Hai Ba Trung District
Hanoi, Vietnam
T: +84 4 3974 4890
F: +84 4 3974 4891

** Sales Office*
^ Branch Office
 # Representative Office

RESORTS WORLD BHD **(58019-U)**

24th Floor, Wisma Genting, Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia

T : +603 2178 2233 / 2333 2233 F : +603 2161 5304

www.resortsworld.com
www.genting.com.my

a Genting company

RESORTS WORLD BHD

RESORTS WORLD BHD (58019-U)

ANNUAL REPORT

2007

RESORTS WORLD BHD

To be the leading Leisure, Hospitality and Entertainment Corporation in the world.

OUR MISSION

We will:

1. Be responsive to the changing demands of our customers and excel in providing quality products and services.
2. Be committed to innovation and the adoption of new technology to achieve competitive advantage.
3. Generate a fair return to our shareholders.
4. Pursue personnel policies which recognise and reward performance and contributions of employees and provide proper training, development and opportunities for career advancement.
5. Be a responsible corporate citizen, committed to enhancing corporate governance and transparency.

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CORPORATE PROFILE

RESORTS WORLD BHD

www.resortsworld.com
www.genting.com.my

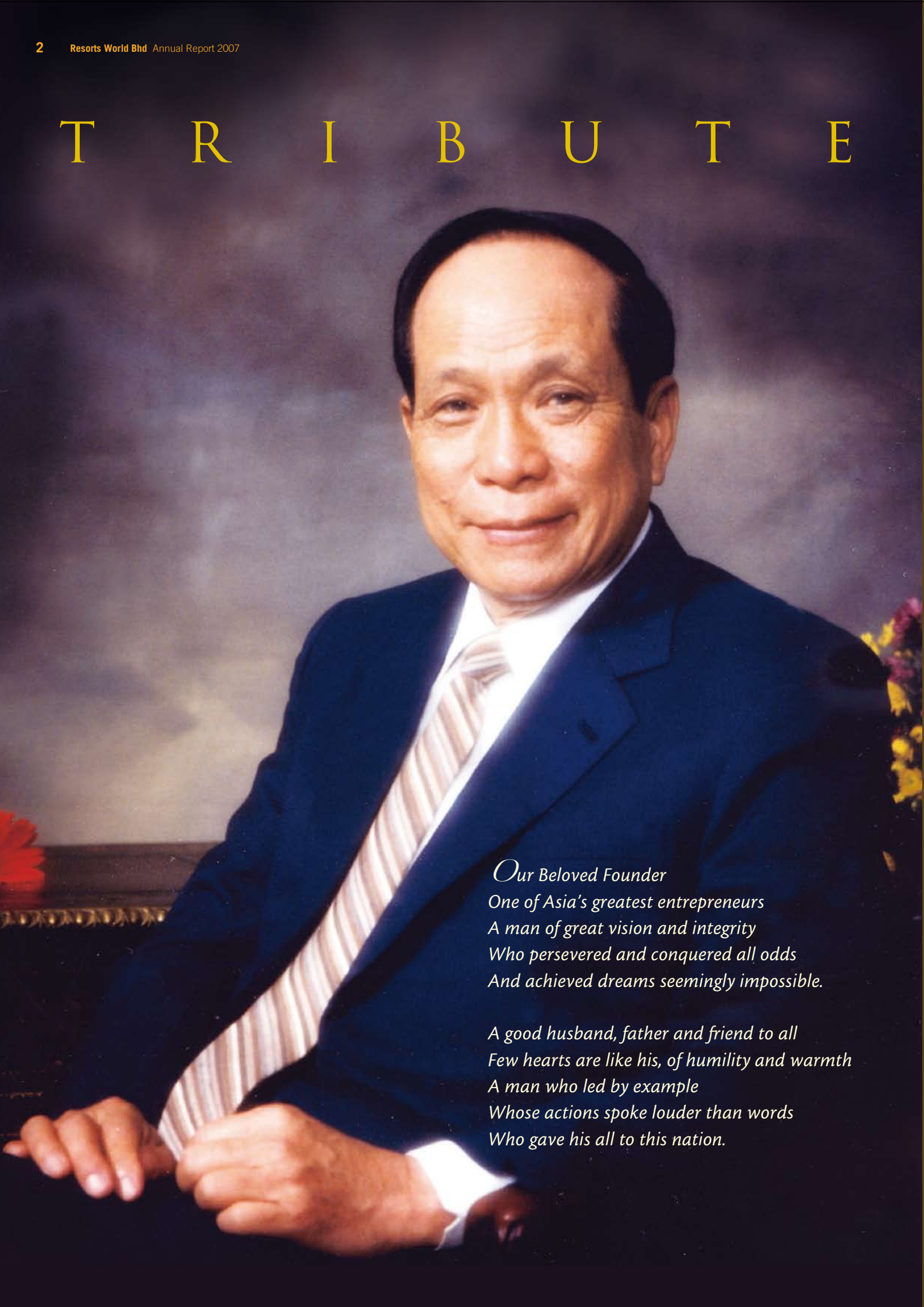
Resorts World Bhd ("Resorts World") is one of the world's leading leisure and hospitality corporations with strong and stable financial profile.

Resorts World is a member company of the Genting Group, one of Asia's leading and best managed multinationals. The Genting Group is the collective name for Genting Berhad and its subsidiaries and associates.

The crown jewel is Genting Highlands Resort, which was voted the World's Leading Casino Resort *(2005 and 2007)* and Asia's Leading Casino Resort for three successive years *(2005 - 2007)* by World Travel Awards. The Resort offers six hotels with 10,000 rooms, over 50 fun rides & attractions, 170 dining and shopping outlets, mega shows, international business convention facilities and endless entertainment - all in one location. The Guinness World Records and Ripley's Believe It or Not acknowledged First World Hotel as the world's largest hotel with 6,118 rooms. At 2,000 metres (6,000 feet) above sea level, Genting Highlands Resort enjoys fresh cool climate all year round and splendid view of its surrounding mountains.

In addition, Resorts World owns and operates the Awana hotel chain, comprising three beautifully designed hotels in Malaysia – Awana Genting Highlands Golf & Country Resort, Awana Kijal Golf, Beach & Spa Resort, Terengganu and Awana Porto Malai, Langkawi.

T R I B U T E



Our Beloved Founder
One of Asia's greatest entrepreneurs
A man of great vision and integrity
Who persevered and conquered all odds
And achieved dreams seemingly impossible.

A good husband, father and friend to all
Few hearts are like his, of humility and warmth
A man who led by example
Whose actions spoke louder than words
Who gave his all to this nation.

TAN SRI (DR.) LIM GOH TONG

28 February 1918 – 23 October 2007

The story of Lim Goh Tong, founder of the Genting Group, is a unique, inspiring Malaysian success story. He arrived in Malaysia in 1937 as a penniless young man without any tertiary education and went on to create the Genting Group – one of Asia's leading conglomerates.

He was often named amongst the world's most successful Asian entrepreneurs. To many, he was the legend who at the age of 47, embarked on a vision of turning a remote mountain into today's highly successful Genting Highlands Resort – Malaysia's premier tourist destination.

His life story and values are an inspiration to all. He dared to dream dreams and had the courage and conviction to turn them into reality. He did not study beyond primary school, yet was fearless in turning life's challenges into opportunities. His distinct entrepreneurial style blended street savvy with well-timed risk-taking and relentless hands-on management. He had a huge appetite for work, vacation was not in his vocabulary. But above all, he was extremely humble, often addressing himself as a simple traditional Chinese businessman.

Lim was born in 1918 in Anxi in China's southern Fujian province. He was the fifth child and second son of a vegetable-seed trader. When his father died, 16-year-old Lim left school and took over the trading business, hawking his goods along country roads.

Determined to support his mother and siblings financially, at 19 he ventured to work in Malaya. Starting as a carpenter, he went on to trade in used equipment and machinery, investing profits earned into small-scale mining ventures and plantations. Eventually, he established his own construction company called 'Kien Huat' and through dedication and hard work became a successful Class A contractor, completing many major public infrastructure projects.

After Malaysia's independence, he was awarded the contract to build the country's first dam – the RM12 million Ayer Itam Dam in Penang. His other major projects included the RM5.2 million Sultan Yahya Petra Bridge in Kota Bharu, the RM20 million Hydroelectric Power Project in Cameron Highlands and the RM54 million Kemubu Irrigation Scheme.

In 1964, while working in Cameron Highlands, he was inspired to build a highland resort for everyone to enjoy the cool mountain air. He identified Gunung Ulu Kali, a 1,800-metre high mountain plateau overlooking the country's capital, Kuala Lumpur, straddling the border between the states of Selangor and Pahang.

Many regarded this vision as an impossible dream, especially at a time when he could afford to retire comfortably. "The Genting project fitted my idea of an ideal business: Nobody else was interested in it," Lim wrote in his autobiography. Undeterred, he ploughed all his savings into turning his dream resort into reality. His humility, determination and proven track record as a contractor won the confidence of the authorities who approved his application to acquire and develop 6,000 hectares of land for the project.

On 8 August 1965, he began constructing the access road to the summit of Mount Ulu Kali through the dense tropical rainforest and rugged mountainous terrain. He devoted all his time, money and resources, even risking his life several times to complete this crucial access road within three years, instead of the original six-year target.

On 31 March 1969, when the foundation stone for the first hotel was laid, Malaysia's first Prime Minister Tunku Abdul Rahman Putra said the Government would consider a casino licence to further develop tourism in this remote area. On 28 April 1969, Malaysia granted its first and only casino licence to Genting.

On 8 May 1971, Genting Highlands Resort opened for business and became a great success story. Today, it is Malaysia's premier integrated resort and tourist destination attracting 19.6 million visitors in 2007. A vibrant 'City of Entertainment' – it offers six hotels (including the world's largest hotel) with ten thousand rooms, exhilarating fun rides, superb dining and shopping experiences, mega shows and international convention facilities.

From the humble beginnings of a 38-room hotel, Lim developed his Genting Group into a global empire spanning resorts, cruise ships, plantations, power generation and oil and gas exploration and production. The Genting Group is now known as one of Asia's leading and best-managed conglomerates. In the US, Lim bankrolled the Mashantucket Pequot Tribe in Connecticut to create one of the world's largest casino complexes, Foxwoods Resort Casino.

Lim retired on 31 December 2003 at age 85, handing over the reigns to his second son Kok Thay. After retiring, Lim spent most of his time at a villa he built in Gohtong Jaya, a township at the foothills of his beloved Genting Highlands.

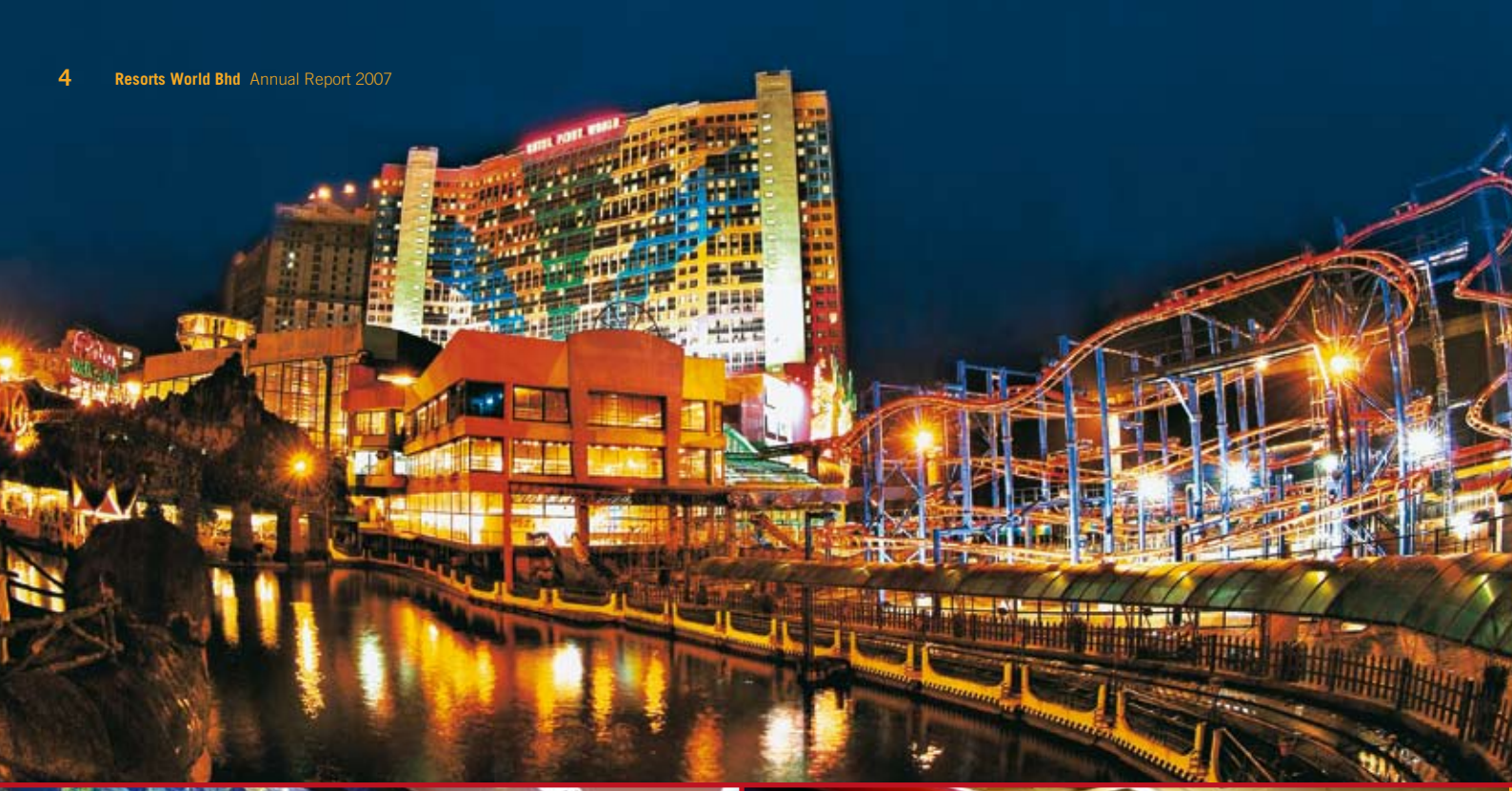
A well-known philanthropist, he gave generously to the community through the Genting Group and Yayasan Lim, a family foundation established in 1978. He built the Chin Swee temple to honour the deity who inspired him to complete the access road to the peak of Mount Ulu Kali. For his contributions to the national economy and society, he was bestowed the title of "Tan Sri" by HM the Yang di-Pertuan Agong in 1979 and an Honorary Doctorate of Entrepreneurship from University of Tunku Abdul Rahman in 2005.

Tan Sri (Dr.) Lim married Puan Sri Lee Kim Hua in 1944. They were blessed with six children (three sons and three daughters) and 19 grandchildren.

He passed away peacefully on 23 October 2007 and was laid to rest on 29 October 2007, after a week-long wake attended by his beloved family, friends, associates and dignitaries from all over the world.

His honesty, humility and wisdom will be deeply missed. His remarkable legacy lives on.

HIS INSPIRING LEGACY LIVES ON...



bringing you the best in...

accommodation • dining pleasure • theme parks & attractions • gaming experience
international shows • meetings & conventions • spa & relaxation • leisure cruising

GENTING PREMIER BRANDS

RESORTS WORLD BHD

CLUBS, SUITES, PENTHOUSE AND RESIDENCES
GENTING HIGHLANDS RESORT
MALAYSIA

GENTING INTERNATIONAL P.L.C.

CASINO CLUBS
LONDON
UNITED KINGDOM

CORPORATE DIARY

2007

15 January
Announcement of the Proposed Share Split involving the subdivision of each of the Company's existing ordinary shares of RM0.50 each into 5 ordinary shares of RM0.10 each ("Proposed Share Split") and the Proposed Amendments to the Memorandum and Articles of Association of the Company ("Proposed Amendments to the M&A").

27 February
Notice to Shareholders of the Extraordinary General Meeting ("EGM") in relation to the Proposed Share Split and Proposed Amendments to the M&A.

28 February
Announcement of the Consolidated Results of the Group for the fourth quarter and the Audited Results for the financial year ended 31 December 2006.

21 March
EGM in respect of the Proposed Share Split and Proposed Amendments to the M&A.

30 March
Announcement of the Entitlement Date for the Proposed Share Split.

16 April
Listing of and quotation for the ordinary shares of RM0.10 each in the Company on the Main Board of Bursa Malaysia Securities Berhad.

24 April
Announcement of the following:
(a) Entitlement Date for the Proposed Final Dividend in respect of the financial year ended 31 December 2006.
(b) Twenty-Seventh Annual General Meeting.
(c) Proposed Renewal of Mandate for the Proposed Share Buy-Back.

24 May
Announcement of the Consolidated Unaudited Results of the Group for the first quarter ended 31 March 2007.

30 May
Notice to Shareholders of the Twenty-Seventh Annual General Meeting.

21 June
Twenty-Seventh Annual General Meeting.

13 July
Announcement of the Proposed Disposal of 1.01 billion ordinary shares in Star Cruises Limited ("Proposed Disposal of SCL Shares").

30 July
Announcement of the completion of the Proposed Disposal of SCL Shares.

23 August
Announcement of the following:
(a) Consolidated Unaudited Results of the Group for the second quarter ended 30 June 2007.
(b) Entitlement Date for the Interim Dividend in respect of the half year ended 30 June 2007.

23 October
Demise of the Founder and Honorary Life Chairman of Genting Berhad, the late Tan Sri (Dr.) Lim Goh Tong.

19 November
Announcement of the resignation of Tan Sri Lim Kok Thay as member of the Audit Committee of the Company.

22 November
Announcement of the Consolidated Unaudited Results of the Group for the third quarter ended 30 September 2007.

28 December
Announcement of the Proposed Non-Renounceable Offer for Sale by Resorts World Limited, an indirect wholly-owned subsidiary of the Company of its entire equity interest in Genting International Public Limited Company to the shareholders of the Company ("Proposed GIPLC Offer for Sale").

2008

28 February
Announcement of the following:
(a) Consolidated Results of the Group for the fourth quarter and the Audited Results for the financial year ended 31 December 2007.
(b) Book Closure Date in respect of the Proposed GIPLC Offer for Sale.
(c) Offer Price in respect of the Proposed GIPLC Offer for Sale.

23 April
Announcement of the results of acceptance/excess application and basis of allocation for excess application in respect of the Proposed GIPLC Offer for Sale.

2 May
Announcement of the following:
(a) Proposed Renewal of the Authority for the Company to purchase its own shares and Proposed Exemption under Practice Note 2.9.10 of the Malaysian Code on Take-Overs and Mergers, 1998.
(b) Completion of the Proposed GIPLC Offer for Sale on 30 April 2008.

21 May
Announcement of the following:
(a) Entitlement Date for the Proposed Final Dividend in respect of the financial year ended 31 December 2007.
(b) Twenty-Eighth Annual General Meeting.
(c) Proposed Amendments to the Articles of Association of the Company.

DIVIDENDS		Announcement	Entitlement Date	Payment
2006	Final - 3.0 sen less tax per ordinary share of 10 sen each	28 February 2007	27 June 2007	19 July 2007
2007	Interim - 2.88 sen less tax per ordinary share of 10 sen each	23 August 2007	28 September 2007	22 October 2007
2007	Proposed Final - 3.6 sen less tax per ordinary share of 10 sen each	28 February 2008	30 June 2008	18 July 2008*

* *Upon approval of Shareholders at the Twenty-Eighth Annual General Meeting*

CORPORATE INFORMATION

BOARD OF DIRECTORS

Tan Sri Lim Kok Thay	Chairman & Chief Executive
Tun Mohammed Hanif bin Omar	Deputy Chairman
Tan Sri Alwi Jantan	Executive Director
Mr Quah Chek Tin	Non-Independent Non-Executive Director
Tan Sri Wan Sidek bin Hj Wan Abdul Rahman	Independent Non-Executive Director
Tan Sri Dr. Lin See Yan	Independent Non-Executive Director
Tan Sri Clifford Francis Herbert	Independent Non-Executive Director
General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin	Independent Non-Executive Director

AUDIT COMMITTEE

Tan Sri Clifford Francis Herbert
Chairman/Independent Non-Executive Director

Tan Sri Wan Sidek bin Hj Wan Abdul Rahman
Member/Independent Non-Executive Director

Tan Sri Dr. Lin See Yan
Member/Independent Non-Executive Director

Mr Quah Chek Tin
Member/Non-Independent Non-Executive Director

NOMINATION COMMITTEE

Tan Sri Wan Sidek bin Hj Wan Abdul Rahman
Chairman/Independent Non-Executive Director

Tan Sri Clifford Francis Herbert
Member/Independent Non-Executive Director

Tan Sri Dr. Lin See Yan
Member/Independent Non-Executive Director

REMUNERATION COMMITTEE

Tan Sri Wan Sidek bin Hj Wan Abdul Rahman
Chairman/ Independent Non-Executive Director

Tan Sri Clifford Francis Herbert
Member/Independent Non-Executive Director

Tan Sri Dr. Lin See Yan
Member/Independent Non-Executive Director

Tan Sri Lim Kok Thay
Member/Chairman & Chief Executive

SECRETARY

Ms Loh Bee Hong

PRINCIPAL EXECUTIVE OFFICERS

Tan Sri Lim Kok Thay
Chairman & Chief Executive

Tun Mohammed Hanif bin Omar
Deputy Chairman

Tan Sri Alwi Jantan
Executive Director

Mr Lee Choong Yan
President

Mr Thuy Tuong Trinh
Chief Operating Officer

Mr Alan Teo Kwong Chia
Executive Vice President - Resorts Operations

Ms Koh Poy Yong
Senior Vice President - Finance

Mr Jeffrey Teoh Kak Siew
Senior Vice President - Casino Marketing, Promotions & Entertainment

Mr Leow Beng Hooi
Senior Vice President - Casino Marketing

Mr Lim Eng Ming
Senior Vice President - Casino & Security Operations

Mr Kevin Sim Kia Ju
Senior Vice President - Casino Operations

Mr Wong Yun On
Senior Vice President - Hotel Operations

Mr Paul Chan Meng Yeong
Senior Vice President - Sales & Marketing

Mr Charles Chow Chon Jin
Senior Vice President - Human Resources

Dato' Anthony Yeo Keat Seong
Senior Vice President - Public Relations & Communications

RESORTS WORLD BHD

A public limited liability company
Incorporated and domiciled in Malaysia
Company no. 58019-U

REGISTERED OFFICE

24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur
Tel : +603 2178 2288/2333 2288
Fax : +603 2161 5304
E-mail : rwbinfo@genting.com

REGISTRARS

Genting Management and Consultancy Services Sdn Bhd
24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur
Tel : +603 2178 2266/2333 2266
Fax : +603 2161 5304

STOCK EXCHANGE LISTING

Main Board of Bursa Malaysia Securities Berhad
(Listed on 22 December 1989)

AUDITORS

PricewaterhouseCoopers (Chartered Accountants)

INTERNET HOMEPAGE

www.resortsworld.com
www.genting.com.my

DIRECTORS' PROFILE

TAN SRI LIM KOK THAY

Chairman and Chief Executive

Tan Sri Lim Kok Thay (Malaysian, aged 56), appointed on 17 October 1988, is the Chairman and Chief Executive. He holds a Bachelor of Science Degree in Civil Engineering from the University of London. He attended the advanced management programme of Harvard Business School, Harvard University in 1979. He is also the Chairman and Chief Executive of Genting Berhad, the Chief Executive and a Director of Asiatic Development Berhad, the Executive Chairman of Genting International P.L.C. and the Chairman of Genting Stanley plc.

In addition, he sits on the Boards of other Malaysian and foreign companies. He joined the Genting Group in 1976 and has since served in various positions within the Group. He also sits on the Board of trustees of several charitable organisations in Malaysia.

Tan Sri Lim holds 1,660,000 ordinary shares and has a share option to subscribe for 2,340,000 ordinary shares in the Company.

Tan Sri Lim is the Chairman and Chief Executive Officer of Star Cruises Limited ("Star Cruises"), a company listed on The Stock Exchange of Hong Kong Limited. He also has an interest in the securities of Star Cruises. The Star Cruises group engages in cruise and cruise related businesses. As the cruise industry forms a segment of the leisure industry, there may be indirect competition between the Company and Star Cruises.

TUN MOHAMMED HANIF BIN OMAR

Deputy Chairman

Tun Mohammed Hanif bin Omar (Malaysian, aged 69), appointed on 23 February 1994, is the Deputy Chairman. He was Inspector-General of The Royal Malaysian Police for 20 distinguished years before retiring in January 1994 having joined as an officer in 1959. He holds a Bachelor of Arts Degree from the University of Malaya, Singapore, Bachelor of Law (Honours) Degree from Buckingham University and the Certificate of Legal Practice (Honours) from the Legal Qualifying Board.

He is also the Deputy Chairman of Genting Berhad and the Chairman of General Corporation Berhad and sits on the Board of AMMB Holdings Berhad, AmBank (M) Berhad, AmIslamic Bank Berhad, AMFB Holdings Berhad and AmInvestment Bank Berhad.

He has received numerous honorary awards by Malaysia, Indonesia, Thailand, Singapore, Brunei and the Philippines for his invaluable contribution towards the region's security. In 1993, he became the only serving public servant to be awarded non-ex-officio Malaysia's highest non-royal award which carries the titleship of 'Tun'.

Tun Mohammed Hanif was a member of the Royal Commission for the Enhancements of the Operations and Management of The Royal Malaysian Police. He is the President of the Malaysian Institute of Management (MIM) and the Malaysian Branch of the Royal Asiatic Society (MBRAS), Member of the Malaysian Equine Council and a Council Member of the Malaysian Crime Prevention Foundation. In addition, he is the Chairman of the Tun Razak Trust Foundation and a Trustee of the Malaysian Liver Foundation.

Tun Mohammed Hanif holds 5,000 ordinary shares and has a share option to subscribe for 2,185,000 ordinary shares in the Company.

TAN SRI ALWI JANTAN

Executive Director

Tan Sri Alwi Jantan (Malaysian, aged 73), appointed on 10 August 1990, is an Executive Director. A graduate of the University of Malaya with Bachelor of Arts (Honours) Degree, he had a distinguished career in the public service. Prior to joining the Company, he was the Director General of Public Service Malaysia. He holds directorships in other companies within the Resorts World Group, which include three public companies, Genting Golf Course Bhd, Genting Highlands Berhad and Awana Vacation Resorts Development Berhad. In addition, he sits on the Board of UOA Asset Management Sdn Bhd, the manager of the public-listed UOA Real Estate Investment Trust and also on the Boards of public-listed Guinness Anchor Berhad and Hiap Teck Venture Bhd.

Tan Sri Alwi holds 540,000 ordinary shares in the Company and has a share option to subscribe for 1,555,000 ordinary shares in the Company.

DIRECTORS' PROFILE (cont'd)

MR QUAH CHEK TIN

Non-Independent Non-Executive Director

Mr Quah Chek Tin (Malaysian, aged 56), appointed on 15 January 2003 and was redesignated as a Non-Independent Non-Executive Director following his retirement on 8 October 2006. He began his career with Coopers & Lybrand, London before returning to Malaysia. He joined the Genting Group in 1979 and has served in various positions within the Group. He was an Executive Director and the Chief Operating Officer of the Company as well as an Executive Director of Genting Berhad prior to his retirement. He holds a Bachelor of Science (Honours) Degree in Economics from the London School of Economics and Political Science and is a Fellow of the Institute of Chartered Accountants in England and Wales and a member of the Malaysian Institute of Accountants.

In addition, he sits on the Boards of Genting Berhad, Asiatic Development Berhad and Paramount Corporation Berhad.

Mr Quah holds 5,000 ordinary shares in the Company.

TAN SRI WAN SIDEK BIN HJ WAN ABDUL RAHMAN

Independent Non-Executive Director

Tan Sri Wan Sidek bin Hj Wan Abdul Rahman (Malaysian, aged 72), appointed on 28 August 1997, is an Independent Non-Executive Director. Tan Sri Wan Sidek holds a Bachelor of Arts (Honours) Degree in Economics from the University of Malaya. He has vast experience in the civil service where he held several senior posts such as Federal Secretary, Sarawak (1970 – 1974), State Secretary, Pahang (1974 – 1978), Secretary General of the Ministry of Science, Technology & Environment (1981 - 1982), Secretary General of the Ministry of Information (1982 - 1986), Deputy Secretary General in the Prime Minister's Department (1986 - 1988) and Secretary General of the Ministry of Home Affairs Malaysia (1988 - 1990). Between 1990 to 1993, he served as the High Commissioner for Malaysia to the United Kingdom and Ambassador for Malaysia to the Republic of Ireland. He also sits on the Boards of Eng Teknologi Holdings Bhd and I - Power Berhad.

TAN SRI DR. LIN SEE YAN

Independent Non-Executive Director

Tan Sri Dr. Lin See Yan (Malaysian, aged 68), appointed on 27 February 2002, is an Independent Non-Executive Director. He is an independent strategic and financial consultant and a chartered statistician. Tan Sri Dr. Lin received three degrees from Harvard University, including a PhD in economics. He is an Eisenhower Fellow and also the Professor of Economics (Adjunct) at Universiti Utara Malaysia and Professor of Business & International Finance (Adjunct) at Universiti Malaysia Sabah.

Prior to 1998, Tan Sri Dr. Lin was Chairman/President and Chief Executive Officer of the Pacific Bank Group and for 14 years since 1980, Deputy Governor of Bank Negara Malaysia, having been a central banker for 34 years. After retiring as Chairman of EXCO, Khazanah Nasional in 2000, he continues to serve the public interest, including being Senior Advisor, Public & Private Partnership Centre at Prime Minister's EPU; and Member of the National Steering Committee to Transform Higher Education as well as the National Innovation Council; Economic Adviser, Associated Chinese Chambers of Commerce and Industry of Malaysia; Pro-Chancellor of Universiti Sains Malaysia; Trustee of Malaysia University for Science & Technology; Board Director of Monash University (Sunway Campus) Malaysia; Member of the Advisory Board of the Malaysian-Japan University Centre; Governor of the Asian Institute of Management, Manila and Member of the Asian Shadow Financial Regulatory Committee.

He is Chairman Emeritus, Council of the Graduate School Alumni Association at Harvard University and the Regional Director for Asia, Harvard Alumni Association at the University, in addition to being President, Harvard Club of Malaysia and the Trustee Chairman of its Foundation. Tan Sri Dr. Lin advises and sits on the Boards of a number of publicly listed and private enterprises in Malaysia, Singapore, Hong Kong and Indonesia, including as independent Director of Genting Berhad, Ancom Berhad, Fraser & Neave Holdings Berhad, Jobstreet Corporation Berhad, KrisAssets Holdings Berhad and Wah Seong Corporation Berhad.

Tan Sri Dr. Lin is a Trustee of Tun Ismail Ali Foundation (PNB), Malaysian Economic Association Foundation and National Cancer Foundation (MAKNA) as well as Mentor Counsellor of the LIN Foundation.

Tan Sri Dr. Lin holds 450,000 ordinary shares in the Company.

DIRECTORS' PROFILE (cont'd)

TAN SRI CLIFFORD FRANCIS HERBERT

Independent Non-Executive Director

Tan Sri Clifford Francis Herbert (Malaysian, aged 66), appointed on 27 June 2002, is an Independent Non-Executive Director. He holds a Bachelor of Arts (Honours) Degree from the University of Malaya and a Masters of Public Administration from the University of Pittsburgh, United States of America. He retired from the civil service in 1997 and at present sits on the Boards of AMMB Holdings Berhad, AmInvestment Bank Berhad, AmIslamic Bank Berhad and AmBank (M) Berhad.

Tan Sri Clifford joined the civil service in 1964, serving as an Assistant Secretary in the Public Services Department from 1964 to 1968 and as Assistant Secretary in the Development Administration Unit, Prime Minister's Department from 1968 to 1975. Tan Sri Clifford served in the Ministry of Finance from 1975 to 1997, rising to the post of Secretary General to the Treasury.

During Tan Sri Clifford's tenure in the civil service, he sat on the Boards of the Pepper Marketing Agency, Tourist Development Corporation, Advisory Council of the Social Security Organisation (SOCSO), Aerospace Industries Malaysia Sdn Bhd, Malaysian Highway Authority, Malaysian Rubber Development Corporation (MARDEC), Port Kelang Authority, Kelang Container Terminal Berhad, Bank Industri Malaysia Berhad, Malaysia Export Credit Insurance Ltd., National Trust Fund (KWAN), Kumpulan Khazanah Nasional Bhd, Malaysia Airline System Berhad (MAS), Petroliam Nasional Berhad (PETRONAS), Bank Negara Malaysia and Multimedia Development Corporation Sdn Bhd. He also served as Chairman of the Inland Revenue Board in 1997.

Tan Sri Clifford is also the Chairman of Montfort Boys Town and is also a trustee of Yayasan Nanyang and the National Kidney Foundation. He is also a Vice President of the Federation of Malaysian Manufacturers.

Tan Sri Clifford was instrumental in establishing the Securities Commission of which he was a member from 1993 to 1994 and was also a Board member of the Institute of Strategic and International Studies (ISIS) from 1989 to 1997. As Secretary General to the Minister of Finance, he was also appointed as alternate Governor to the World Bank. Tan Sri Clifford was Chairman of KL International Airport Bhd (KLIAB) from 1993 to 1999. On 16 July 2000 he was appointed as Executive Chairman of Percetakan Nasional Malaysia Berhad ("PNMB") and was Chairman of PNMB from 16 July 2002 to 31 December 2006.

GENERAL (R) TAN SRI MOHD ZAHIDI BIN HJ ZAINUDDIN

Independent Non-Executive Director

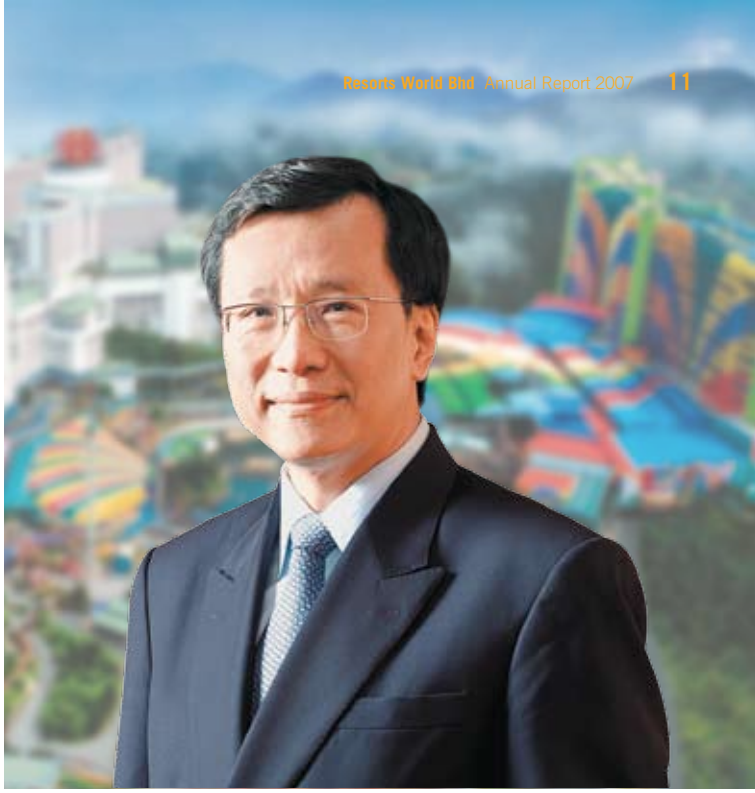
General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin (Malaysian, aged 60), appointed on 4 August 2005, is an Independent Non-Executive Director. He holds a Masters of Science Degree in Defence and Strategic Studies from the Quaid-I-Azam University, Islamabad, Pakistan and had attended the Senior Executive Programme in Harvard University, United States of America in 2002. He is a Fellow of the Malaysian Institute of Management (MIM).

General (R) Tan Sri Mohd Zahidi has had a distinguished career in the Malaysian Armed Forces for 38 years 11 months, before retiring from the Force on 30 April 2005. During the period as a professional military officer, he served 6 years 4 months as the Malaysian Chief of Defence Forces from 1 January 1999 and as the Chief of the Malaysian Army for one year from 1 January 1998. Most notable appointments in the Armed Forces held were Aide de Camp (ADC) to His Majesty Yang Di-Pertuan Agong Sultan Azlan Shah, Commander Infantry Brigade, Assistant Chief of Staff Human Resources, Commander of Army Training and Doctrine Command, Deputy Chief of Army and Chief of Army. In International Duties, General (R) Tan Sri Mohd Zahidi served as a Military Observer under the United Nations International Monitoring Group in Iraq after Iran-Iraq War Ceasefire in 1988/1989. General (R) Tan Sri Mohd Zahidi is also a Director of Asiatic Development Berhad, Cahya Mata Sarawak Berhad, Affin Holdings Berhad, Wah Seong Corporation Berhad, Bandar Raya Developments Berhad and Bintulu Port Holdings Berhad.

General (R) Tan Sri Mohd Zahidi was made a Member of Dewan Negara Perak, elected by DYMM Paduka Seri Sultan Perak on 25 November 2006 and also a Director of Yayasan Sultan Azlan Shah.

Attendance at Board Meetings
The details of Directors' attendances at Board Meetings are set out in the Corporate Governance statement on page 32 of this Annual Report.

CHAIRMAN'S STATEMENT



" We are committed to grow as the world's leading integrated resort operator"

- Tan Sri Lim Kok Thay

On behalf of the Board of Directors, I am pleased to present to you the Annual Report and Audited Financial Statements of the Resorts World Group of Companies ("Resorts World", "Group" or "We") for the financial year ended 31 December 2007.

REVIEW OF RESULTS

The Group's revenue rose by 14% to a new record high of RM4.35 billion in 2007 (2006: RM3.81 billion), mainly attributed to higher volume of business as a result of higher visitor arrivals in the leisure and hospitality segment in conjunction with Visit Malaysia Year 2007.

Profit before tax was significantly higher at RM1.91 billion in 2007 (2006: RM1.14 billion). This was mainly due to the increase in revenue, one-off gain on disposal and dilution of equity investment in Star Cruises Limited ("Star Cruises") of RM418.1 million, higher interest income of RM85.4 million and lower share of losses in Star Cruises as the Group no longer equity account the results of Star Cruises with effect from 31 July 2007.

FINANCIAL HIGHLIGHTS

Year ended 31 December	2007 RM million	2006 RM million	Change %
Operating revenue	4,352.3	3,808.5	14.3%
Profit from operations	1,936.1	1,366.6	41.7%
Profit before taxation	1,912.1	1,138.7	67.9%
Profit after taxation	1,555.3	945.5	64.5%
Profit attributable to Shareholders	1,555.7	945.9	64.5%
Shareholders' equity	8,189.0	6,249.6	31.0%
Total assets	9,341.5	8,372.4	11.6%
Basic earnings per share (sen)*^	27.42	17.30	58.5%
Diluted earnings per share (sen)*^	26.48	17.26	53.4%
Gross dividend per share (sen) ^	6.48	5.40	20.0%
Dividend cover (times)*	5.7	4.4	29.5%
Net assets per share (RM)^	1.43	1.14	25.4%
Return (after tax and minority interests) on average shareholders' equity (%)	21.5	15.9	35.2%

* *Computed based on profit after taxation and minority interests*

^ *Computed based on enlarged number of ordinary shares in issue after share split exercise which was completed on 16 April 2007*

DIVIDENDS

We maintained a reasonable balance between dividend payouts and the setting aside of funds for future investment and business growth.

An interim dividend of 2.88 sen per ordinary share of 10 sen each less 27% tax amounting to RM120.3 million was paid on 22 October 2007. The Board has recommended a final gross dividend of 3.60 sen per ordinary share less 26% tax, which will require the approval of shareholders at the forthcoming Twenty-Eighth Annual General Meeting. The total gross dividend per ordinary share in 2007 would amount to 6.48 sen, reflecting a 20% increase from the previous year of 5.40 sen.

CORPORATE DEVELOPMENTS

During the year, the Group embarked on an aggressive and more focused capital management and investment strategy. The mandate for the Company to buy back up to 10% of its issued share capital was approved on 21 June 2007.

The Company began a share buy-back exercise in July 2007. As at 15 May 2008, the Company has cumulatively bought back 129.1 million shares for a total consideration of RM504.1 million.

In an effort to streamline its investment strategy, the Group divested 1.01 billion ordinary shares of USD0.10 each representing 14.02% of its shareholding in Star Cruises for HKD2.65 billion (approximately RM1.17 billion) on 30 July 2007. Star Cruises subsequently ceased to be an associate.

As part of the continuous review of the Group's strategic positioning and interest worldwide, the Group on 28 December 2007 proposed a non-renounceable offer for sale of its entire shareholdings in Genting International Public Limited Company ("GIPLC") to the Company's shareholders. This initiative will provide an opportunity for the Group's shareholders to have direct participation in the prospects and future performance of GIPLC at a discounted market price. The sale was completed on 30 April 2008 and raised approximately RM522 million.

CHAIRMAN'S STATEMENT (cont'd)

BUSINESS DEVELOPMENTS

The Group has attained remarkable achievements in 2007. Genting Highlands Resort ("Resort") was the proud winner of the World's Leading Casino Resort, awarded by World Travel Awards besides garnering the Asia's Leading Casino Resort in the same year.

In addition, Awana Hotels and Resorts was awarded Best Brand in Leisure and Hospitality while Awana Vacation Resorts Development Bhd was awarded Best Brand in Leisure and Hospitality (Time Sharing) at the BrandLaureate - SME's Chapter Award 2007. The Resort also bagged four prominent awards of various categories from Hospitality Asia Platinum Awards. In 2007, the Resort attracted 19.6 million visitors.

Overall, the Resort continued to enhance its facilities and services for the comfort of our guests with wide range of facilities that includes hotels, food and beverage outlets, indoor and outdoor theme parks, mega entertainment shows and events, shopping, spa, golfing, eco-nature activities and much more.

Throughout the year, the Resort mesmerised visitors with magnificent shows, star-studded concerts and world-class entertainment - providing fun and unforgettable moments for the entire family.

Among the shows held in 2007 were "*FLY - Defy Gravity*", a popular daily show by world-class performers and the *Genting International Magic Festival*, featuring 10 great world magicians. International acclaimed artistes such as Black Eyed Peas, Sir Cliff Richard, Olivia Newton John, Kitaro and canto-pop superstars from Hong Kong, Taiwan and Singapore performed at the Resort.

Being recognised as the World's Largest Hotel, First World Hotel intensively raised the bar by introducing the self-service check-out kiosk after a successful implementation of self check-in kiosk.

Maxims, the super luxury brand accommodation of the Resort, entered a new evolution with the completion of more Maxims Suites in Genting Hotel to cater to exclusive premium hotel guests.

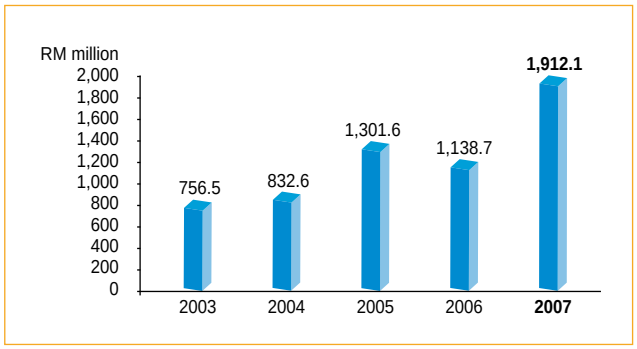
During the year Highlands Hotel, Theme Park Hotel and Resort Hotel underwent extensive renovation to reflect a stylish and contemporary look to provide unsurpassed quality and comfort to our guests. The Resort's exclusive M Spa & Fitness centre at Genting Hotel was recognised as "Hotel Spa of the Year" by Spa Asia.

Imperial Rama and Good Friends Restaurant went through renovation, revealing a more contemporary look for a great dining experience. In conjunction with the Malaysian International Gourmet Festival, world-renowned Michelin Star chefs from Europe were flown in to showcase their international acclaimed culinary masterpieces at The Olive restaurant from October to December 2007.

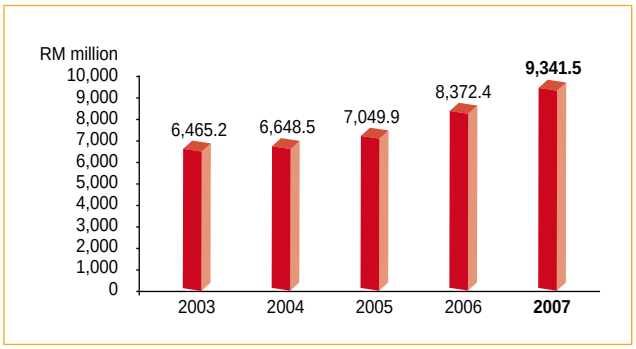
Genting Theme Park continued to captivate visitors with fun-filled and thrilling rides and attractions.

WorldCard, the Group's customer loyalty programme grew to over 2.5 million members in 2007. Worldcard members enjoy a multitude of benefits internationally and are recognised at more than 650 participating merchants covering over 2,200 outlets in Malaysia, Singapore and Hong Kong from a variety of leisure, dining, retail and entertainment outlets.

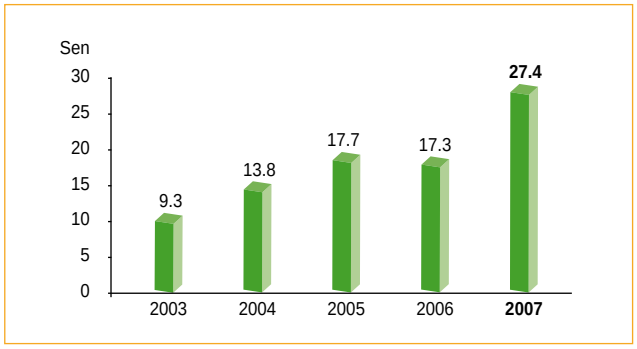
PROFIT BEFORE TAXATION



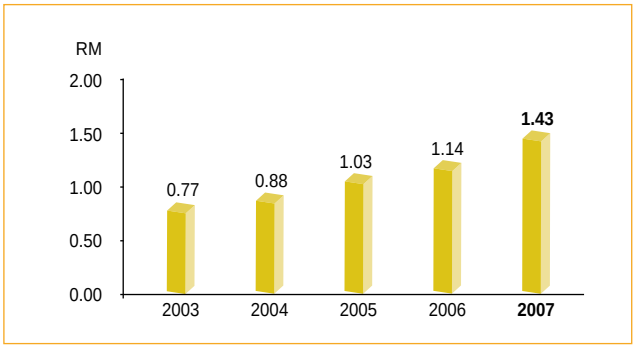
TOTAL ASSETS



BASIC EARNINGS PER SHARE*



NET ASSETS PER SHARE*



* *adjusted for share split*

CHAIRMAN'S STATEMENT (cont'd)

The Awana chain of hotels has never failed to please their guests and has been favourite host venues, especially for local and international Meetings, Incentives, Conventions and Exhibition. Awana Porto Malai continues to be the official host venue for the Langkawi International Maritime and Aerospace Exhibition.

Invited guests and esteemed Genting WorldCard members will be pampered a hundred miles off the ground as they travel on the new Gulfstream G450 jet, regarded as the Rolls Royce of the sky. Members will experience the luxury and comfort while we indulge them with our service - all in this state-of-the-art private jet considered a technological masterpiece.

The road infrastructure and transportation vehicles of the Resort continued to be upgraded to ensure safe, comfortable and convenient journey for users. Apart from that, we have opened two new bus stations in Kajang and Bandar Utama and a new limousine service counter at the Low Cost Carrier Terminal, for guests to travel comfortably to the Resort.

The Group holds a 19.3% stake in Star Cruises Limited, a global cruise brand ranked 3rd largest cruise operator in the world as at 30 April 2008.

CORPORATE SOCIAL RESPONSIBILITY

We have always been committed to our role as a good corporate citizen. In this year's annual report, we are reporting our corporate social resposibility ("CSR") initiatives more formally in the areas of Environment, Marketplace, Workplace and Community in line with the framework recommended by Bursa Malaysia Securities Berhad. Taken together with our statement on Corporate Governance, these provide an overview of how we aim to fulfil our responsibilities to our stakeholders and to promote the highest quality of management across our operations. At the same time they show how our business contributes to society through all our activities and clarify our commitment to promoting good business practices within our own operations and with our suppliers.

PROSPECTS

Given today's competitive business environment, we realise it is imperative that we strive to maintain our exclusive commitment to our customers. The Group also continuously reviews new investment opportunities in leisure, hospitality and integrated entertainment resort to enhance long-term shareholder value.

We did well in conjunction with Visit Malaysia Year 2007. In 2008, with improved facilities and enhanced services, we are well equipped to cater to the anticipated growing number of visitors to the Resort.

APPRECIATION

We are saddened by the demise of our beloved Founder and my father Tan Sri (Dr.) Lim Goh Tong, who passed away peacefully on 23 October 2007. Our Founder was a great man who through determination, integrity and hard work, established the Genting Group as one of Asia's leading and best managed multinationals. His remarkable entrepreneurial legacy lives on.

I would like to convey my sincere gratitude to our distinguished fellow members of the Board, who have always been supportive and have always provided valuable insights to the Group throughout the year.

To the management and staff, your commendable performance to accommodate the demanding needs of our customers is highly appreciated.

I am also pleased to welcome Mr. Thuy Tuong Trinh as the Chief Operating Officer ("COO") of Resorts World. Mr. Trinh has over 30 years experience in the casino, resort and hospitality industry and has experience in the opening of resorts in Macau. As the COO, Mr. Trinh will impart invaluable knowledge and experience for the development of the Group.

My sincere appreciation goes to Mr. Tan Wooi Meng, the Group Company Secretary who retired from his post on 1 May 2008. On behalf of the Board, I thank him for his magnificent 26 years of dedication to the Genting Group of companies and Resorts World. Allow me to take this opportunity to wish him all the best on his retirement.

To all of our customers, shareholders, business associates and authorities, we thank you for your trust and confidence in the Group. I look forward to your continued support as we forge ahead to grow stronger and achieve greater standards in the industry.

TAN SRI LIM KOK THAY
Chairman
21 May 2008

PENYATA PENGERUSI

"Kami bertekad untuk berkembang menjadi pengusaha resort bersepadu terulung di dunia"

Bagi pihak Lembaga Pengarah, saya dengan sukacitanya membentangkan Laporan Tahunan dan Penyata Kewangan yang telah diaudit bagi Kumpulan Syarikat-Syarikat Resorts World ("Resorts World", "Kumpulan" atau "Kami") untuk tahun kewangan berakhir 31 Disember 2007.

TINJAUAN KEPUTUSAN

Sepanjang Tahun Melawat Malaysia 2007, perolehan Kumpulan telah meningkat sebanyak 14% untuk mencatat paras rekod tertinggi yang baru iaitu sebanyak RM4.35 bilion pada tahun 2007 (2006: RM3.81 bilion), terutamanya disebabkan oleh peningkatan dalam jumlah perniagaan didorong oleh ketibaan pelancong yang lebih tinggi dalam sektor hospitaliti dan riadah.

Keuntungan sebelum cukai telah meningkat dengan ketara mencecah RM1.91 bilion pada tahun 2007 (2006: RM1.14 bilion). Ini disebabkan terutamanya oleh peningkatan dalam perolehan, keuntungan satu kali daripada penjualan dan pencairan pelaburan ekuiti dalam Star Cruises Limited ("Star Cruises") berjumlah RM418.1 juta, pendapatan faedah yang lebih tinggi sebanyak RM85.4 juta dan pegangan kerugian yang lebih rendah dalam Star Cruises kerana berkuatkuasa dari 31 Julai 2007, Kumpulan tidak lagi mengambil kira keputusan Star Cruises ke dalam akaun.

SOROTAN KEWANGAN

Tahun berakhir 31 Disember	2007 RM juta	2006 RM juta	Beza %
Perolehan operasi	**4,352.3**	3,808.5	14.3%
Untung daripada operasi	**1,936.1**	1,366.6	41.7%
Untung sebelum cukai	**1,912.1**	1,138.7	67.9%
Untung selepas cukai	**1,555.3**	945.5	64.5%
Untung boleh agih kepada Pemegang Saham	**1,555.7**	945.9	64.5%
Ekuiti pemegang saham	**8,189.0**	6,249.6	31.0%
Jumlah aset	**9,341.5**	8,372.4	11.6%
Perolehan asas sesaham (sen)*^	**27.42**	17.30	58.5%
Perolehan bersih sesaham (sen)*^	**26.48**	17.26	53.4%
Dividen kasar sesaham (sen) ^	**6.48**	5.40	20.0%
Liputan dividen (kali)*	**5.7**	4.4	29.5%
Aset bersih sesaham (RM)^	**1.43**	1.14	25.4%
Pulangan (selepas cukai dan kepentingan minoriti) per purata ekuiti pemegang saham (%)	**21.5**	15.9	35.2%

* Dikira berasaskan untung selepas cukai dan kepentingan minoriti
^ Dikira mengikut bilangan penerbitan saham biasa yang telah bertambah selepas pelaksanaan pecahan saham yang telah selesai pada 16 April 2007

DIVIDEN

Kami mengekalkan keseimbangan yang munasabah di antara dividen-dividen yang dibayar dengan peruntukan dana untuk pelaburan dan perkembangan perniagaan di masa hadapan.

Dividen interim sebanyak 2.88 sen sesaham biasa yang bernilai 10 sen ditolak cukai 27% berjumlah RM120.3 juta telah dibayar pada 22 Oktober 2007. Lembaga Pengarah telah mencadangkan dividen kasar akhir sebanyak 3.60 sen sesaham biasa ditolak cukai pendapatan 26%, yang memerlukan kelulusan para pemegang saham pada Mesyuarat Agung Tahunan Ke-Dua Puluh Lapan. Jumlah dividen kasar sesaham biasa pada tahun 2007 akan berjumlah 6.48 sen, menunjukkan peningkatan sebanyak 20% daripada 5.40 sen pada tahun sebelumnya

PEMBANGUNAN KORPORAT

Sepanjang tahun 2007, Kumpulan telah memulakan satu strategi pengurusan modal dan pelaburan yang lebih fokus dan agresif. Mandat kepada syarikat untuk membeli balik modal saham terbitan sehingga 10% telah diluluskan pada 21 Jun 2007.

Syarikat telah memulakan pembelian sahamnya sendiri dari Julai 2007. Pada 15 Mei 2008, Syarikat telah membeli balik 129.1 juta saham dengan jumlah balasan sebanyak RM504.1 juta.

Dalam usaha untuk menyelaraskan strategi pelaburannya, Kumpulan telah menjual 1.01 bilion saham biasa bernilai USD0.10 sesaham mewakili 14.02% pegangannya dalam Star Cruises berjumlah HKD2.65 bilion (lebih kurang RM1.17 bilion) pada 30 Julai 2007. Star Cruises kemudiannya tidak lagi menjadi syarikat bersekutu.

Sebagai sebahagian daripada tinjauan berterusan dalam penyusunan strategik dan kepentingan seluruh dunia, Kumpulan telah mengumumkan cadangan untuk tawaran jualan tidak boleh ditukar milik terhadap keseluruhan kepentingannya dalam Genting International Public Limited Company ("GIPLC") kepada para pemegang saham Syarikat pada 28 Disember 2007. Inisiatif ini bertujuan memberi peluang kepada para pemegang saham Kumpulan untuk memiliki penyertaan terus dalam prospek dan prestasi masa hadapan GIPLC dengan satu harga pasaran selepas diskaun. Usaha korporat ini selesai pada 30 April 2008 dan menjana kira-kira RM522 juta.

PERKEMBANGAN PERNIAGAAN

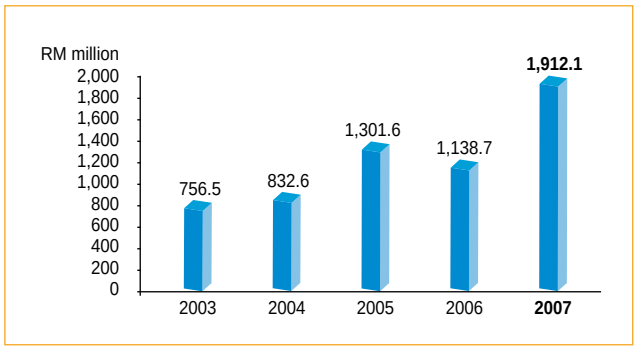
Saya dengan bangganya mengumumkan Kumpulan telah memperoleh pencapaian yang cemerlang pada tahun 2007. Genting Highlands Resort ("Resort") telah dianugerahkan sebagai pemenang *World's Leading Casino Resort* oleh *World Travel Awards* di samping menggondol anugerah *Asia's Leading Casino Resort* pada tahun yang sama.

Di samping itu, Awana Hotels dan Resorts telah dianugerahi *Best Brand in Leisure and Hospitality* sementara Awana Vacations Resort Development Bhd pula dianugerahi *Best Brand in Leisure and Hospitality (Time Sharing)* bagi *BrandLaureate - SME's Chapter Award 2007.* Resort turut memperoleh empat anugerah terkemuka dalam pelbagai kategori daripada *Hospitality Asia Platinum Awards ("HAPA").* Sepanjang tahun 2007, Resort telah berjaya menarik seramai 19.6 juta pengunjung.

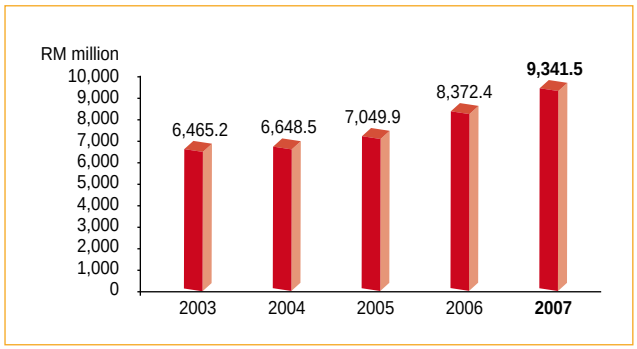
Secara keseluruhan, Resort terus mempertingkatkan kemudahan dan perkhidmatan demi keselesaan pelanggannya dengan menawarkan pelbagai rangkaian kelengkapan seperti hotel, premis niaga makanan dan minuman, taman tema dalam dan luar premis, persembahan dan acara hiburan mega, membeli-belah, spa, golf, kegiatan eko-alam semulajadi dan banyak lagi.

PENYATA PENGERUSI (sambungan)

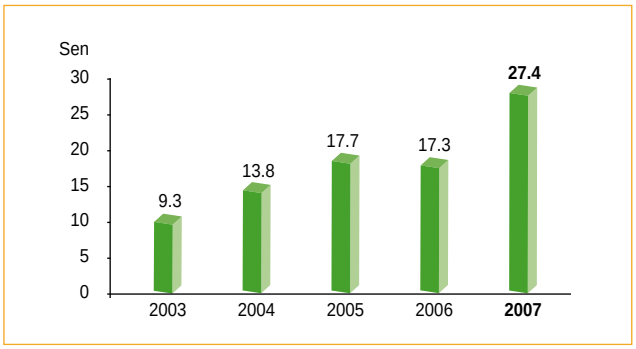
UNTUNG SEBELUM CUKAI



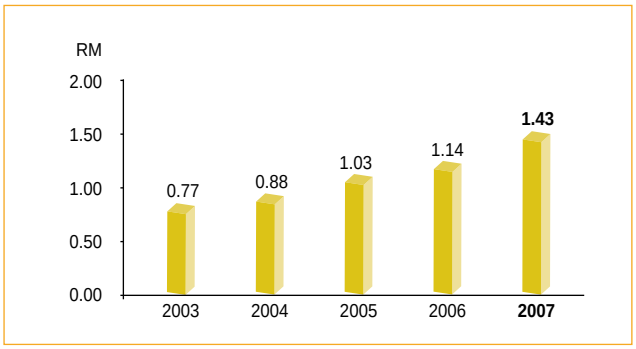
JUMLAH ASET



PEROLEHAN ASAS SESAHAM*



ASET BERSIH SESAHAM*



* *diselaras untuk pecahan saham*

Sepanjang tahun ini, Resort telah mempesonakan para pengunjungnya dengan persembahan-persembahan yang mengagumkan, konsert-konsert bintang terkemuka dan hiburan-hiburan bertaraf antarabangsa - menyediakan detik-detik keriangan yang tidak boleh dilupakan oleh seisi keluarga.

Antara persembahan-persembahan yang diadakan pada tahun 2007 ialah *"FLY - Defy Gravity"*, iaitu persembahan harian yang popular dibawa oleh penghibur-penghibur bertaraf dunia dan *Genting International Magic Festival* yang menampilkan 10 ahli silap mata terunggul di dunia. Artis-artis bertaraf dunia seperti Black Eyed Peas, Sir Cliff Richard, Olivia Newton John, Kitaro dan bintang-bintang pop-kantonis popular dari Hong Kong, Singapura dan Taiwan telah membuat persembahan di Resort.

Diiktiraf sebagai Hotel Yang Terbesar Di Dunia, First World Hotel telah menapak selangkah ke hadapan dengan memperkenalkan khidmat kios daftar keluar layan-diri selepas berjaya melaksanakan kios daftar masuk layan-diri.

Maxims, jenama penginapan mewah bagi Resort, telah mencapai satu evolusi baru dengan siapnya Maxims Suites di Genting Hotel untuk memenuhi keperluan para pelanggan premium dan eksklusif hotel.

Pada tahun ini, Highlands Hotel, Theme Park Hotel dan Resort Hotel telah menjalani pengubahsuaian ekstensif untuk menampilkan rupa bentuk yang bergaya dan kontemporari demi menawarkan kualiti yang tiada tandingan dan kepuasan menyeluruh kepada pelanggan kami. Pusat M Spa & Fitness Resort yang eksklusif di Genting Hotel telah diiktiraf oleh *Spa Asia* sebagai *Hotel Spa of the Year*.

Imperial Rama dan Good Friends Restaurant yang telah menjalani pengubahsuaian, memaparkan rupa bentuk yang lebih kontemporari untuk pengalaman menjamu selera yang lebih menyeronokkan. Bersempena dengan Pesta Makanan Antarabangsa Malaysia, chef-chef terkenal dunia iaitu Michelin Star dari Eropah telah diterbangkan ke Resort untuk mempersembahkan hidangan masakan antarabangsa terbaik di restoran The Olive dari Oktober hingga Disember 2007.

Genting Theme Park terus menawan hati para pengunjung dengan pelbagai tarikan dan permainan yang penuh dengan keseronokan dan cabaran.

WorldCard, program kesetiaan pelanggan Kumpulan telah berkembang dan mencapai lebih daripada 2.5 juta ahli pada tahun 2007. Ahli-ahli WorldCard menikmati pelbagai faedah di peringkat antarabangsa dan diiktiraf di lebih 650 syarikat yang mengambil bahagian, dan meliputi lebih daripada 2,200 premis niaga yang merangkumi aktiviti riadah, menjamu selera, membeli-belah dan hiburan di Malaysia, Singapura dan Hong Kong.

Rangkaian hotel Awana tidak pernah menghampakan pelanggannya dan telah menjadi tempat pilihan untuk menganjurkan Mesyuarat, Insentif, Konvensyen dan Pameran tempatan dan antarabangsa. Awana Porto Malai kekal menjadi tempat rasmi berlangsungnya Pameran Antarabangsa Maritim dan Udara Langkawi.

Tetamu jemputan dan ahli premium WorldCard Genting akan diberi layanan istimewa di udara dengan menaiki Gulfstream G450, jet peribadi terbaru yang diibaratkan sebagai Rolls Royce di langit. Ahli-ahli ini akan menikmati kemewahan dan keselesaan di samping kami memanjakan mereka dengan perkhidmatan kami - kesemua ini di dalam jet peribadi berteknologi terkini yang dianggap sebagai kemajuan terunggul teknologi.

PENYATA PENGERUSI (sambungan)

Infrastruktur jalan raya dan pengangkutan di Resort terus dipertingkatkan bagi memastikan keselamatan, keselesaan dan kemudahan perjalanan para pengguna. Selain daripada itu, kami telah membuka dua perhentian bas yang baru di Kajang dan Bandar Utama serta satu kaunter perkhidmatan limosin di Terminal Penerbangan Tambang Murah untuk membolehkan pelanggan menikmati perjalanan yang selesa ke Resort.

Sehingga 30 April 2008, Kumpulan memegang 19.3% saham dalam Star Cruises Limited, jenama kapal persiaran global yang ditarafkan sebagai pengendali kapal persiaran ketiga besar di dunia.

TANGGUNGJAWAB SOSIAL KORPORAT

Kami sentiasa komited dengan peranan sebagai warga korporat yang prihatin. Di dalam Laporan Tahunan kali ini, kami akan melaporkan inisiatif Tanggungjawab Sosial Korporat dengan lebih formal berlandaskan saranan Bursa Malaysia Securities Berhad dalam segmen Persekitaran, Pasaran, Pekerjaan dan Komuniti. Berdasarkan kenyataan kami mengenai Tadbir Urus Korporat, ia memberi gambaran secara keseluruhan bagaimana kami ingin menunaikan tanggungjawab kami kepada para pemegang kepentingan kami dan menggalakkan kualiti pengurusan tertinggi dalam seluruh operasi kami. Pada masa yang sama, ini menunjukkan bagaimana perniagaan kami menyumbang kepada masyarakat melalui semua aktiviti kami dan menjelaskan komitmen kami dalam mempromosi amalan-amalan perniagaan yang baik di dalam operasi kami dan dengan para pembekal.

PROSPEK

Dengan persekitaran perniagaan yang kompetitif hari ini, kami sedar adalah amat penting bagi kami berusaha mengekalkan komitmen eksklusif kami terhadap para pelanggan. Kumpulan juga akan terus meneroka peluang-peluang pelaburan baru dalam bidang hospitaliti, riadah dan resort hiburan bersepadu untuk mengembangkan nilai saham dalam jangka masa panjang.

Kami telah menunjukkan prestasi yang baik dalam Tahun Melawat Malaysia 2007. Pada tahun 2008, kami telah bersedia untuk menghadapi jumlah pengunjung Resort yang dijangka meningkat dengan kelengkapan yang lebih baik dan perkhidmatan yang lebih bermutu.

PENGHARGAAN

Kami amat meratapi pemergian Pengasas Kumpulan Genting dan juga bapa saya yang tersayang, Tan Sri (Dr.) Lim Goh Tong yang meninggal dunia pada 23 Oktober 2007. Beliau adalah lelaki hebat yang mengemudi Kumpulan Genting dengan penuh iltizam, integriti dan usaha keras sehingga menjadi salah sebuah syarikat multinasional ulung dan tadbir urus terbaik di Asia. Legasi keusahawanan beliau akan diteruskan.

Saya ingin menyampaikan penghargaan ikhlas saya kepada ahli-ahli Lembaga Pengarah yang dihormati, yang sentiasa memberi sokongan dan sumbangan bernilai kepada Kumpulan sepanjang tahun 2007.

Kepada pihak pengurusan dan para pekerja, prestasi cemerlang anda dalam memenuhi harapan tinggi pelanggan amatlah dihargai.

Saya juga turut mengalu-alukan perlantikan Encik Thuy Tuong Trinh sebagai Ketua Pegawai Operasi ("COO") Resorts World. Encik Trinh memiliki pengalaman lebih daripada 30 tahun dalam industri kasino, resort dan riadah di samping mempunyai pengalaman dalam pembukaan resort di Macau. Sebagai Ketua Pegawai Operasi, Encik Trinh akan berkongsi pengetahuan dan pengalaman yang tidak ternilai untuk pembangunan syarikat.

Saya ingin menyampaikan penghargaan yang tidak terhingga kepada Encik Tan Wooi Meng selaku Setiausaha Syarikat Kumpulan yang bersara daripada jawatannya pada 1 Mei 2008. Bagi pihak Lembaga, saya mengucapkan terima kasih kepada beliau di atas dedikasi beliau selama 26 tahun kepada syarikat-syarikat Kumpulan Genting dan Resorts World. Izinkan saya untuk mengambil peluang ini bagi mengucapkan selamat bersara kepada beliau.

Kepada semua pelanggan, pemegang saham, rakan niaga dan pihak berkuasa, kami mengucapkan terima kasih atas kepercayaan dan keyakinaan anda terhadap Kumpulan. Saya mengharapkan sokongan berterusan daripada anda semua dalam usaha kami mara ke hadapan untuk mengukuhkan pertumbuhan dan mencapai standard yang lebih tinggi dalam industri ini.

TAN SRI LIM KOK THAY
Pengerusi
21 Mei 2008

主席文告

“我們承諾全力以赴，成為全球首屈一指的綜合名勝經營者”

本人謹代表董事部向您呈獻名勝世界集團（以下簡稱‘名勝世界’、‘本集團’或‘我們’）截至2007年12月31日的常年報告及已審核財政報告。

業績回顧

本集團在2007年的營業額增長14%，創下新高達四十三億五千萬令吉（2006年：三十八億一千萬令吉），這主要歸功於在2007大馬旅游年，休閒與酒店業務隨着遊客到訪人數增加而創下更理想的業績。

2007年的稅前盈利顯著提高至十九億一千萬令吉（2006年：十一億四千萬令吉）。這主要歸功於營業額增加、脫售麗星郵輪有限公司（簡稱‘麗星郵輪’）股權及稀釋股權投資的四億一千八百萬令吉一次過賺利、高達八千五百四十萬令吉的利息收益，以及自2007年7月31日起，本集團不再分攤麗星郵輪的業績，而減少了來自麗星郵輪的虧損份額。

財政重點

截至12月31日	2007年 百萬令吉	2006年 百萬令吉	差額 %
營運收入	4,352.3	3,808.5	14.3%
營運盈利	1,936.1	1,366.6	41.7%
稅前盈利	1,912.1	1,138.7	67.9%
稅后盈利	1,555.3	945.5	64.5%
年度淨利	1,555.7	945.9	64.5%
股東股本	8,189.0	6,249.6	31.0%
全部動用資產	9,341.5	8,372.4	11.6%
每股基本收益（仙）*^	27.42	17.30	58.5%
每股稀釋收益（仙）*^	26.48	17.26	53.4%
每股總股息（仙）^	6.48	5.40	20.0%
股息支付率（倍）*	5.7	4.4	29.5%
每股淨資產（令吉）^	1.43	1.14	25.4%
平均股東股本（在扣稅及扣除少數股東利益后）的回酬（%）	21.5	15.9	35.2%

** 根據扣稅及扣除少數股東利益后的盈利計算*
^ 在2007年4月16日完成股票分拆計劃后的擴大普通股數量基礎計算

股息

本集團的政策是在派息的同時，保留部分資金作為未來投資與業務擴展之用，并讓三者之間維持合理的平衡。

本集團已于2007年10月22日支付了總值高達一億二千零三十萬令吉的中期股息，為每股面值10仙普通股取得2.88仙的中期股息（需扣除27%稅款）。董事部所建議的終期股息為每股3.6仙（需扣除26%稅款），將在來臨的第28屆股東大會提出，由股東批准。2007年分發的每股股息總額為6.48仙，比上一年的5.40仙增加了20%。

企業發展

這一年來，本集團積極地實行其資本管理與投資策略。另外，本公司也在2007年6月21日獲股東授權回購其10%的發行股份。

本公司從2007年5月15日份開始回購股票。截至2008年5月15日，本公司已回購了一億二千九百一十萬股，總值五億四百一十萬令吉。

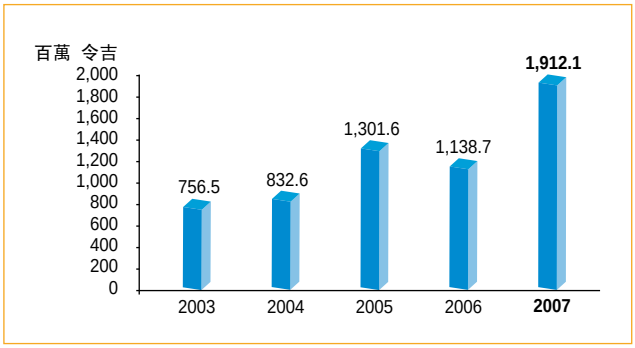
為了精簡投資，本集團於2007年7月30日，以二十六億五千萬港元（約十一億七千萬令吉）脫售十億一千萬麗星郵輪每股面值0.10美元的普通股，相等于14.02%股權。因此，不再視麗星郵輪為聯號公司。

在持續研討本集團世界性投資與策略定位，本集團於2007年12月28日提出不可轉讓獻議，以脫售雲頂國際公共有限公司（簡稱‘雲頂國際’）全部股權給公司股東。這項建議將會讓本集團股東有機會以低過市價直接參與云頂國際的未來發展。這項計劃已在2008年4月30日完成，籌措約五億二千二百萬令吉。

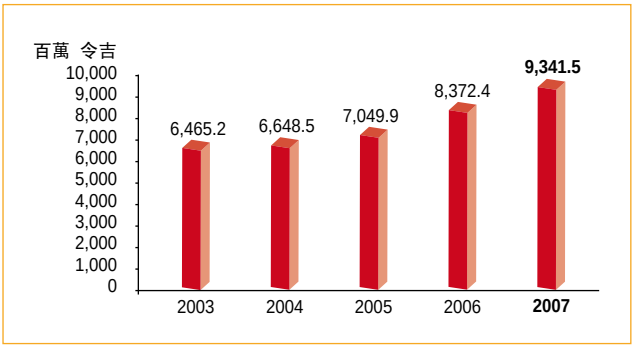
業務發展

本集團在2007年取得卓越非凡的成績。雲頂高原勝地（以下簡稱‘勝地’）很榮幸地獲得世界旅游大獎（World Travel Awards）投選為《世界首要賭場名勝》以及《亞洲首要賭場名勝》。

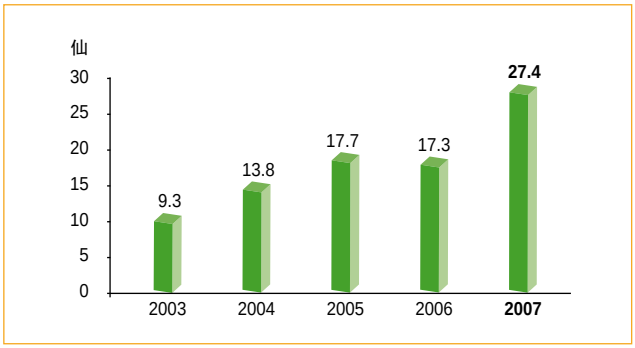
稅前盈利



總資產



每股基本收益*



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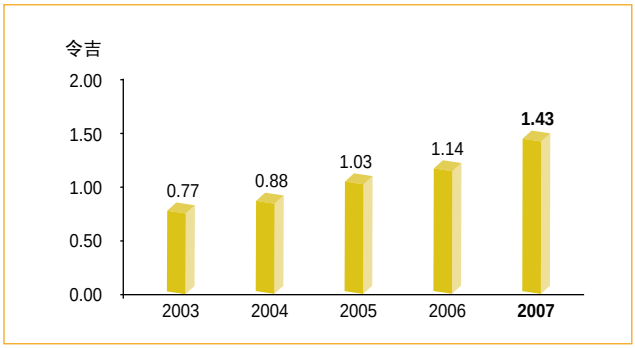


* 經調整股票分拆

主席文告

此外，阿娃娜酒店與名勝有限公司獲得休閒與酒店組最佳品牌大獎，而阿娃娜渡假名勝發展則在2007年 BrandLaureate 中小企業卓越品牌組別中，獲得休閒與酒店 (Time Sharing) 最佳品牌獎。勝地也在亞洲酒店業白金獎（簡稱‘HAPA’）囊括多項組別的大獎。勝地在2007年成功吸引了一千九百六十萬名遊客到訪。

整體而言，勝地持續不斷提升各類設施與服務，務求讓訪客們感覺到賓至如歸。這包括酒店、餐飲場所、室內與戶外主題公園、大型娛樂表演與活動盛會、零售商店、水療中心、高爾夫球、生態活動與其他豐富多彩的休閒娛樂活動。

這一年來，勝地透過炫麗奪目的精彩演出，星光熠熠的演唱會以及世界級的娛樂表演，讓游客們陶醉其中，也為一家大小帶來無窮歡樂與美好回憶。

2007年廣受歡迎的節目包括由世界級表演者每日呈獻的“飛翔：地心引力終極挑戰”*(“FLY – Defy Gravity”)*, 以及由十大國際魔術大師所呈獻的雲頂國際魔術盛會 (The Genting International Magic Festival)。揚名國際的演藝家，如Black Eyed Peas、奇里夫李察爵士 (Sir Cliff Richard)、奧利花紐頓約翰(Olivia Newton John) 與喜多郎 (Kitaro)，以及香港、台灣與新加坡流行歌手的精彩表演，吸引無數歌迷到場觀賞。

作為世界上最大規模酒店的第一大酒店，繼續積極地提升服務，在成功推行自助入住登記專用櫃檯后，也推介了自助結帳專用櫃檯。

美星 (Maxims) 為勝地的超級豪華酒店品牌。隨著更多位於雲頂酒店內的美星高級套房峻工，勝地的豪華酒店服務會更上一層樓。

這一年來，高原酒店、麗園酒店與名勝酒店進行翻新與現代化工程，展現時髦且富有時代氣息的富麗外觀，為客戶提供超質與稱心滿意的渡假體驗。雲頂酒店獨具特色的M Spa & Fitness 水療健身中心更獲得 Spa Asia 推選為“年度最佳酒店水療中心”。

泰華宮 (Imperial Rama) 與好友記餐廳 (Good Friends Restaurant) 經過裝潢翻新，更優雅閒適，提供一流的用餐體驗。適逢馬來西亞國際美食節，來自歐洲的 Michelin 美食星級大廚也於2007年10月與12月前來參與其盛，在我們的頂級餐廳 The Olive 大展廚藝，分享他們享譽國際的經典佳餚。

雲頂主題公園的遊樂乘騎裝置與景點，繼續吸引大量遊客前來遊玩。

本集團在客戶忠誠計劃下所推出的環通卡，在2007年的會員人數突破二百五十萬名。環通卡會員可在馬來西亞、新加坡與香港等地超過六百五十間參與商號的二千二百間分店享受休閒、餐飲、零售與娛樂等領域的國際性優惠禮遇。

阿娃娜連鎖酒店無微不至的待客之道，使之成為首選的渡假勝地，更是舉行本地與國際會議、獎勵旅游和會展的理想地點。阿娃娜 Porto Malai 渡假村連續成為主辦浮羅交怡國際海空展的官方指定地點。

雲頂環通卡一群忠誠的貴賓級客戶，将有机会乘搭最新款的 Gulfstream G450 私人飛機，體驗空中勞斯萊斯的豪華之旅。在這架科技尖端的私人飛機上，會員們體驗奢華享受，我們也提供週到服務，讓他們备感賓至如歸。

來往勝地的道路設施與交通服務也不斷獲得提升，以確保訪客旅途順暢安全。除此之外，我們也在加影與萬達鎮兩地設立巴士站，以及在廉價航空終站增設豪華轎車服務櫃檯，讓客戶更方便地到訪勝地。

截至2008年4月30日為止，本集團擁有麗星郵輪的19.3%股權。麗星郵輪是國際著名郵輪品牌，也是全球第三大郵輪公司。

企業社會責任

我們不斷实踐成為一位优秀的企業家。在今年的年報中，本集團根據大馬股票交易所推介的架構下，以在針對工作場所、市場、環境與社區體現企業責任，作出更正式的聲明。綜合在企業管理與道德規范所作的聲明，可整體地反映出我們如何竭盡所能地實踐我們的責任，以在整體業務發揮最高素質的管理效益。與此同時，透過奉行這些社會責任，也展示我們的商業活動對社會所作出的貢獻，同時表現我們在本身業務與供應商合作方面，堅守對良好商業守則所作出的承諾。

前景

在商業競爭日益激烈的現今社會，我們深切體會到必須實踐為客戶所作出的獨特承諾。此外，本集團也不斷地探討在休閒，酒店及宗合娛樂各領域的投資商機，以提升持股者的長遠利益。

本集團在2007年大馬旅遊年表現出色。在2008年，我們已經準備就緒，運用更完善的設施與優良的服務，以迎接更大量的遊客到訪。

致謝

我們摯愛的創辦人，也是吾父林梧桐博士，於2007年10月23日與世長辭，令我們深感痛惜。我們的創辦人是個果敢決斷、清廉正直、勤奮實幹的偉大企業家。他創辦的雲頂集團，成為亞洲傑出和卓越管理的跨國企業。他締造的非凡企業傳奇，將永為后世所傳頌。

本人謹此對董事部成員過去一年來對本集團的支持與意見提供，致以萬分謝意。

在此，我衷心感謝管理層與員工們，一直以來孜孜不倦地努力，以迎合顧客的嚴格要求。你們的貢獻有目共睹，值得表揚。

我也在此歡迎鄭瑞先生出任名勝世界有限公司營運總裁。鄭先生在賭場、名勝與酒店業領域擁有30年的豐富經驗，也曾經參與開辦多家澳門名勝與賭場。隨着受委為本公司營運總裁，鄭先生將在發展本公司業務上，注入他難能可貴的豐富經驗。

我們特別感謝在2007年5月1日榮休的本集團公司秘書陳偉民先生。本人謹代表董事部，向陳先生這二十六年來對雲頂集團成員公司與名勝世界所作出的服務與積極貢獻，表示最深切的謝意。我在此祝愿他日後事事稱心如意。

對於我們的顧客、股東、商業同仁及各有關當局一直以來給予本集團的支持與信賴，本人謹此表達由衷感謝。在本集團茁壯成長、邁向另一高峰之際，我們衷心期望能繼續獲得您的鼎力支持。

丹斯里林國泰
主席
2008年5月21日

Come visit Genting - "City of Entertainment", the only city in Malaysia that "never sleeps". It offers six hotels with 10,000 rooms and a myriad of leisure, business and fun-filled activities that span over 90 food and beverage, 80 retail outlets, over 50 fun rides and attractions, world-class convention and mega show venues and much more. Be entertained at Asia's leading integrated resort.

REVIEW OF OPERATIONS

Genting Highlands Resort

GENTING HIGHLANDS RESORT

GENTING - CITY OF ENTERTAINMENT
www.genting.com.my

World's Leading Casino Resort
(2005 and 2007)

Genting Highlands Resort ("Resort") is Asia's leading integrated leisure and entertainment resort and a proud winner of **World's Leading Casino Resort (2005 and 2007)**, awarded by World Travel Awards besides being voted as **Asia's Leading Casino Resort** for three consecutive years (2005, 2006 and 2007).

In conjunction with Visit Malaysia Year 2007, the Resort has achieved a Herculean feat by attracting a record 19.6 million visitors in 2007. 27% of the visitors were hotel guests whilst the remaining 73% were mainly Malaysian day-trippers. Singaporean hotel guests formed approximately 5% of the total visitor arrivals to the Resort in 2007. Visitor arrivals from India, Middle East, Taiwan, Vietnam, Indonesia and neighbouring countries grew considerably while demand from the domestic market remained healthy in 2007.

Popularly known as Genting - City of Entertainment, the Resort has become a popular venue for world-class shows and international performances. It has three mega entertainment venues with a total combined capacity of 10,000.

It was an exciting year for ***Genting International Showroom*** (1,600 capacity) with series of new events staged in conjunction with Visit Malaysia Year 2007. For the first time ever, two new events were introduced, the Genting International Jazz Festival that featured 10 international jazz bands from New Zealand, South Africa, US, UK, Benin, China, Scotland, Cuba, Caribbean as well as from our homeland - Malaysia; as well as the Genting International Magic Festival that featured 20 international magicians performing in front of a live audience.

In support of local theatre production, several local theatre performances were staged such as Butterfly Lovers, "Rose Rose, I Love You" and the Cecilia Yap Concert where the events received rave reviews from both the audience and the media. To provide different entertainment flavours to our audience, some of the unique events were held such as "Jump", a touring Korean Martial Arts Comedy Show and Pakistan Lux Award.

Football fans were treated to live screenings football of matches on large screens during the EPL Viewing Parties with attractive prizes worth more than RM750,000 such as trips to watch EPL matches live at Emirates Stadium.

The long-running resident show "FLY - Defy Gravity" was held at the ***Pavilion*** (2,000 capacity). This show was supposed to end in July 2007 but was extended by six months to 1 January 2008.

50 Years of Nationhood Ambang Merdeka celebration at Arena of Stars

REVIEW OF OPERATIONS (cont'd)

Arena of Stars

The ***Arena of Stars*** (6,000 capacity) is the ideal venue for spectacular star-studded concerts, live-telecast shows and adrenalin-pumping sporting events. In 2007, it hosted some 80 concerts and award shows, attracting more than 330,000 patrons to the resort. Amongst the international artistes performed at the Arena of Stars were Black Eyed Peas, Boyz II Men, Sir Cliff Richard, Olivia Newton John, Michael Learns to Rock, Engelbert Humperdinck, Kitaro and Richard Clayderman.

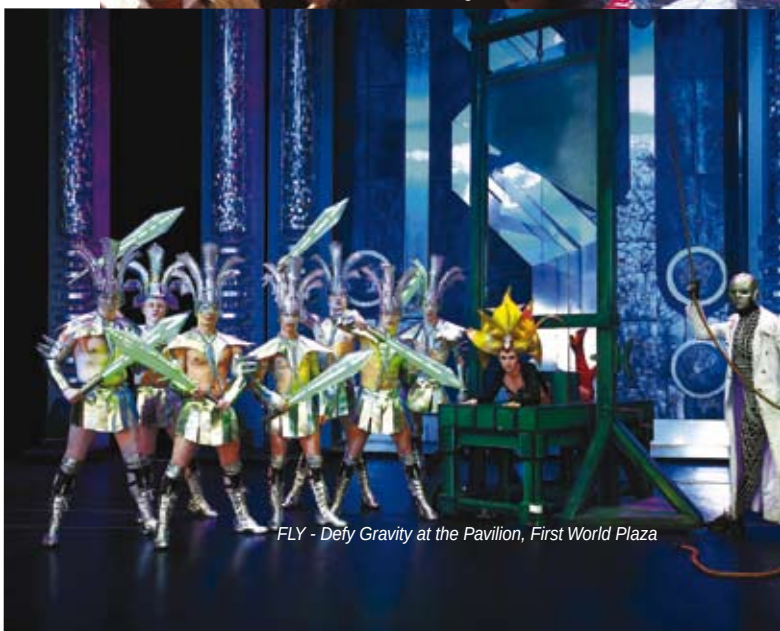
Chinese pop song enthusiasts were thrilled at the wide range of Hong Kong and Taiwanese artistes who performed at the Arena of Stars, including Joey Yung, Sammi Cheng, Sally Yeh, Jolin Tsai, Wu Bai, Fei Yu Ching, Hacken Lee, Cindy Wang, JJ Lin, Su Rei, Yip Tuck Han, Liza Wang, Jack Neo, Vanness Wu, Jonathan Lee, Slyvia Chang, Ronald Cheng, Edmund Leong and Jacky Wu.

Other events held at Arena of Stars were MyFM Anniversary Concert, Hands Percussion, Genting Love Song Competition, Star Idol Live, Astro Classic Golden Melody Singing Competition and Eric Tsang Super Variety Show. Popular award shows held included Anugerah Era, Astro Wah Lai Toi Drama Award and the highly acclaimed Zee Cine Award with the appearance of over 50 Bollywood artistes including Shah Rukh Khan.

Arena of Stars and ***Genting International Convention Centre*** hosted the 50th Year Nationhood World Lion Dance Invitation, National Lion Dance Championship, and Guinness 9 Ball Tournament, which was organized by ESPN.

Genting International Magic Festival at Genting International Showroom

Genting International Jazz Festival at Genting International Showroom



FLY - Defy Gravity at the Pavilion, First World Plaza

REVIEW OF OPERATIONS (cont'd)

Maxims Genting

M Spa & Fitness

HOTELS

During the year under review, the five hilltop hotels at the Resort - Genting Hotel, Highlands Hotel, Resort Hotel, Theme Park Hotel and First World Hotel achieved an overall average occupancy of 89%. Approximately 2.6 million room nights were sold, registering an 11% growth over 2007.

In 2007, the Group has been constantly upgrading its products and facilities in order to stay competitive and to continuously provide unsurpassed quality.

Renovation works began in 2007 to transform ***Genting Hotel***, the flagship hotel of the Resort that houses Maxims (www.maxims.com.my) into an all suite Hotel.

Refurbishment of rooms was also carried out at other hotels. In ***Highlands Hotel***, four floors of Premier rooms were refurbished in August 2007. Meanwhile its exclusive Club Elite, a separate brand under Highlands Hotel, renovated 27 Parlour Suites in December 2007 to provide even better hospitality experience to its premier casino clientele. Three levels of car park in Highlands Hotel were also upgraded exclusively for Genting World Card ("GWC") Platinum cardholders during the year under review.

Resort Hotel also had an extensive renovation of its 358 guest rooms in November 2007, reflecting the latest contemporary design. Renovation is still ongoing for the remaining rooms and will be completed by year 2008. ***Theme Park Hotel*** also renovated 122 of its guest rooms, and the corridor and lift lobbies were completed in December 2007.

First World Fitness Centre located at Tower Two of ***First World Hotel***, was opened for workouts and stress relief and received good response from hotels and walk-in guests.

The Resort continued to garner recognition and prestigious awards, a testimony for its hard work and commitment towards excellence. The Resort was honoured with three hotel awards during the Hospitality Asia Platinum Awards (HAPA) 2007 ceremony. Genting Hotel was awarded "**HAPA Best Family Resort of The Year**" in recognition of the hotel's service excellence and its first class facilities. Ming Ren, a premier Chinese fine dining outlet at the Resort renowned for its Xinjiang lamb specialty won "**HAPA Best Specialty Restaurant of the Year**" while a talented chef from Elite Palace, Club Elite won the "**HAPA Chinese Cuisine Chef of the Year**" award.

Adding to the Resort's list of accolades is M Spa & Fitness centre located at the Genting Hotel Lobby. It clinched the title "**Hotel Spa of the Year**" by Spa Asia.

Refurbished Resort Hotel Lobby

REVIEW OF OPERATIONS (cont'd)

Elite Palace

The Olive

CONVENTIONS

Genting International Convention Centre spanning over 150,000 square feet of conference space including 18 meeting rooms, a Grand Ballroom, 3 Convention Halls and a Business Centre continued to attract local and international MICE (Meetings, Incentives, Conventions and Exhibitions) sectors during the year under review.

A total of 2,654 functions were held at the Resort in 2007. Among the major conventioneers were Prudential Assurance, Nasa Oil Dealers, Sunshine Empire and Crown Vision International.

FOOD & BEVERAGE

The Group operates 43 food and beverage ("F&B") outlets, which catered to over 13 million covers during the year under review. Together with other third-party F&B outlets, there are over 90 F&B outlets at the Resort offering a wide range of dining options from local to international cuisines.

Along with the upgrading of hotel rooms and facilities, several F&B outlets have also undergone renovation and refurbishment exercises to offer better dining experiences.

Imperial Rama re-opened its door in September 2007. The makeover saw the outlet boasting a contemporary look that exudes a luxurious ambience that is both inviting and relaxing. The Group has added three private dining rooms with dining capacity of 12 persons each room, fully furnished with sofa sets and a plasma television for guests' dining pleasure.

Good Friends Restaurant and ***Good Friends Express*** re-opened in November 2007, revealing contemporary Chinese eye-catching features where diners can look forward to more delectable experience.

World Club Lounge, located at 24th floor of Tower 1, First World Hotel, was refurbished to enhance the dining environment for its exclusive World Club guests.

In conjunction with the **Malaysian International Gourmet Festival** event, world-renowned Michelin Star Chefs from Switzerland, France and Italy were especially flown in to present the Michelin Star Dining at ***The Olive*** from October to December 2007. The exclusive gastronomy experience was presented by Michelin Star Chefs, led by Chef Anton Mosimann, together with Chef Eric Danger, Chef Arnaud Lallement, Chef Christian Moine and Chef Donatella Zampoli. Chef Anton Mosimann, who is dubbed the King of Kitchens and the youngest Maitre Chef de Cuisine at London's Dorchester Hotel, earned his two Michelin Stars during his 13-year tenure at the hotel, making it the first ever establishment outside France to do so.

A Chinese Master Chef was flown in from the famous Tung Lok Group, Singapore to showcase his culinary skills to commemorate the newly renovated ***Imperial Rama*** and ***Elite Palace***.

Our team of chefs also attained great achievements in the "Culinaire Malaysia 2007", which was held at the Kuala Lumpur Convention Centre. The team had gone all out to bring back the winning glory to the Resort. The team bagged a total of 1 Gold, 5 Silver and 12 Bronze medals.

To cater to the increasing demand for Halal food, both ***Resort Café*** and ***Kampong Restaurant*** were awarded the "Halal" certification by Jabatan Agama Islam Negeri Pahang in August 2007.

Genting International Convention Centre

REVIEW OF OPERATIONS (cont'd)

SHOPPING

First World Hotel & Plaza is Malaysia's highest and only leisure, shopping and entertainment venue that enjoys cool fresh highlands air. It consists of First World Hotel and First World Plaza, a shopping paradise with lines of food and beverages galore and vibrant entertainment venues.

First World Plaza offers a fun and exciting shopping experience at the peak, offering more than 50 retail shops, 60 food and beverage outlets, 25 fun rides, 6 vibrant themed boulevards and many more entertainment attractions all under one roof. The Plaza is popular with its beautiful architecture building designs which features the world famous landmarks such as ***Times Square, Universal Walk, Genting Walk, Covent Garden, Venice*** and other famous icons such as the ***Hollywood Oscar, the Statue of Liberty, Eiffel Tower, the Big Ben, Malaysia Petronas Twin Tower*** and ***the Golden Gate***. In line with the First World Plaza development, the newly refurbished First World Bus Terminal has now expanded to a huge satellite hub for daily buses from north, east and south Malaysia and direct coaches from Singapore as our continuous effort to provide convenience and comfort to visitors.

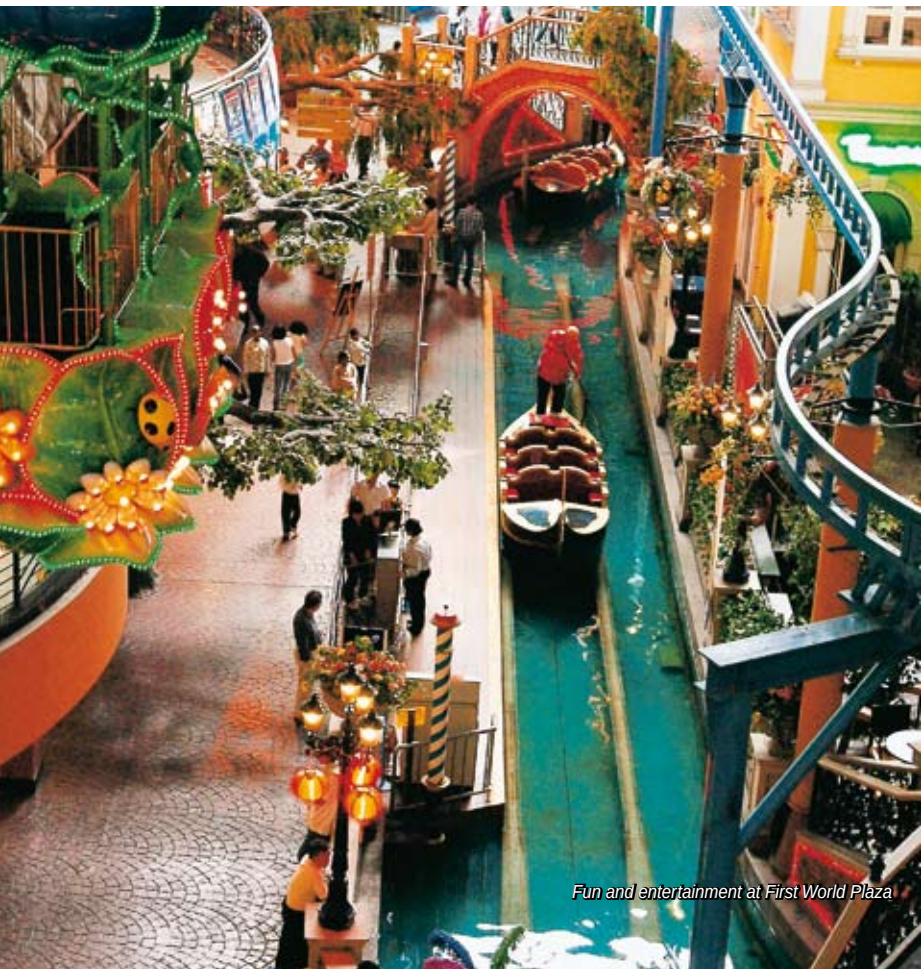
Among the many popular local and international fashion brand names in First World Plaza are Bonia, Padini, Giordano, Carlo Rino, Colours & Fragrances, Converse, Hush Puppies, Poney, Diadora, Soda, Blush, Bonita, World of Cartoon, Voir, G2000, Esprit, Nike, Adidas and Mango. Beside that, there are many other branded retail outlets such as The Body Shop, Osim, Lovely Lace, Travel for All, My News.com, Watson, England Optical, Speed Video, Purple Cane and many more.

Visitors would find a variety of food and beverage choices ranging from favourite cafes, fast food restaurants and fine dining restaurants such as The Kopitiam Foodhall, The Coffee Bean & Tea Leaf, Starbucks Coffee, Baskin Robbins, Kenny Roger Roasters, Pizza Hut, McDonald's, KFC, Burger King, the Market Food Street and The Ah Yat Abalone Forum Restaurant.

All year round, **Genting Times Square** has lined up various exciting performances and events to embrace its visitors such as popular Malaysian cultural dance and singing performances, international magic shows, famous local and international artiste showcases, festive celebration special, fashion shows and launch events.

Besides that, the **Universal Walk** is the busiest venue hosting numerous art and cultural showcases, fashion road shows and themed promotions such as Historical Malacca Handicraft, Shanghai Yuyuan Master Craftsmen Showcase, Thai Songkran Festival, Discovery of Malaysia in conjunction with the Malaysia 50th Independence Day, Lazo Diamond Jewellery Roadshow, Maxis 3G event, Poney Fashion Show and Fair, Osim Roadshow, Panasonic Roadshow and Christmas Wonderland Fair.

The Christmas's Eve and New Year Countdown parties have become the much-awaited annual events for revellers. Great live band music and dancing performances and the exciting pyrotechnic and confetti display became all possible - to have the Wildest Indoor Party celebration in First World Plaza.



Fun and entertainment at First World Plaza

Enjoy shopping at the First World Plaza

GENTING THEME PARK

Genting Theme Park, winner of the Hospitality Asia Platinum Awards (HAPA) Tourist Attraction of The Year 2007/2008 and certified with the Quality Management System Standards ISO 9001:2000 from Lloyd's Register Quality Assurance Ltd., persists in the pursuit of providing endless fun at the peak. With over 50 rides and attractions ranging from thrill, family and kiddy rides to the unique fun experience, the Resort attracts millions of theme park visitors every year.

In placing great significance as a one-stop family oriented theme park, Genting Theme Park has been introducing more rides and activities to family crowd, such as the all new experience to travel around the world in *Mini Train* in First World Indoor Theme Park and *Pirate Ship* for Outdoor Theme Park thrill seekers who attempt to tame the high seas.

With heart set on becoming the premier theme park in Malaysia, Genting Theme Park set out on the journey for continuous improvements of facilities and attractions. The ever-popular *Flying Jumbo*, *The Spinning Tea Cup, Rodeo Rider, Astro Fighter*, the go-karts used for the *Grand Prix Fun Kart* track, *Matahari Ferris Wheel* and Malaysia's first roller coaster, *Cyclone*, were refurbished to ensure that Genting Theme Park remains in excellent condition. To meet overwhelming response to the *Corkscrew* roller coaster ride, double-train concept was implemented to cater long queues.

Rainforest Splash Pool – Malaysia's only heated indoor water park at 2,000 metres above sea level, now offers rental of water scooters. More dinosaurs from Cretaceous Period and Jurassic Age come together at *Dinosaurland*, Outdoor Theme Park. All these are brought to our guests exclusively by Genting Theme Park in its commitment to be the best and the most popular theme park attraction in the region.

TRANSPORT AND INFRASTRUCTURE

The Resort, which is less than an hour's drive from Kuala Lumpur, is easily accessible via an excellent road network and highway infrastructure as well as by air.

Given today's competitive business environment, we realize it is imperative that we strive to maintain our exclusive commitment to our customers. Thus, esteemed Genting *WorldCard* members will be pampered with luxury a hundred miles off the ground as they travel on the new Gulfstream G450, the state-of-the-art private jet aircraft. Regarded as the Rolls Royce of the sky, members will be treated with luxurious pleasure and comfort in this technological masterpiece. The jet has made its maiden voyage from Kuala Lumpur to Phuket in Thailand and beginning early 2008, it will fly our premier customers all over the globe.

The Group has put continuous efforts into providing a safe, comfortable and convenient travel to and from the Resort. The Group has further expanded the bus services with the opening of two new bus stations - one in Kajang (Kompleks Perhentian Kajang) in June 2007 and another in Bandar Utama (1-Utama Shopping Centre) in December 2007. Similarly, to meet the growing base of our customers arriving via the Low Cost Carrier Terminal (LCCT), we have opened a new limousine service counter at the terminal in June 2007.

Keeping ahead of the times for the comfort, safety and higher expectations of our valued guests, the Group has also invested in upgrading its existing fleet to include two units of the latest Mercedes Benz S350 SEL, three units of Mercedes Benz S300L and five units of the latest Toyota Alphard models, bringing the total fleet to 47 limousines and 53 buses.

To further enhance the safety and customer service delivery standard of its drivers, the Group has also embarked on an ongoing advanced Defensive Driving Course and Professional Chauffeur's Etiquette Program for all its drivers.

The ***First World Hotel Bus Terminal*** resumed its operation in December 2007 after having closed for three months for upgrading. The upgrade has incorporated a LED display board and paging system to provide systematic traffic control ensuring efficient and smooth traffic flow especially during high volume tourist arrivals at the Resort. It also involved renovation of the passenger-waiting hall, construction of new stores and as well as a new roof for bus parking bays.

Chauffer-driven Mercedes-Benz limousine

Newly acquired Gulfstream G450

REVIEW OF OPERATIONS (cont'd)

Awana Genting

Awana Kijal

AWANA HOTELS & RESORTS

www.awana.com.my

The Awana brand, which comprises three beautifully designed resort hotels in Malaysia achieved an overall average occupancy rate of 69% in 2007 (2006: 65%).

Awana Genting Highlands Golf & Country Resort ("Awana Genting")

Renowned for its abundant green surroundings and crisp, cool air, **Awana Genting** is a refreshing getaway from the hustle and bustle of the city. Nestled in the country's largest and oldest mountain range, it is merely a 45-minute drive away from Kuala Lumpur and a stone's throw away from Genting – City of Entertainment.

The five-star highlands resort has 430 well-appointed guest rooms, 17 well-equipped function rooms with a grand ballroom and an 18-hole championship golf course. Situated 3,000 feet above sea level, Awana Genting has created its name as a popular haven for golfers, families, conventioneers and eco-sports lovers.

To bring the resort to a higher milestone in the outdoor sports activities, a new programme was introduced in June 2007, namely Sunrise & Sunset programme, which provides all in-house guests the opportunity to participate in exciting sports, fun and adventure activities, and unique customized programmes for free throughout their stay. In addition, the Resort had signed a Memorandum of Agreement with Open University Malaysia ("OUM") in October 2007. The OUM-Awana Green Campus enables OUM's students and staffs to use the Resort's facilities to conduct various team building and leadership programmes.

Awana Genting is a preferred MICE (Meetings, Incentives, Conventions and Exhibitions) venue for many government and corporate events.

The Buns Strabe, a new extension to the Lobby Lounge blends old and new architecture with the skilful utilization of colours, features a selection of hot and cold coffee by Austin Chase Coffee as well as boasts an extensive array of scrumptious food. It is certainly the perfect venue for a casual get-together. Awana Genting achieved a higher average occupancy rate of 72% in 2007 (2006: 61%).

Awana Kijal Golf, Beach & Spa Resort ("Awana Kijal")

Awana Kijal is a luxurious impressive five-star beach resort with 343 guest rooms and suites, with spectacular panoramic views of the South China Sea. Located in Terengganu (only 30 minutes from Cherating) in the fascinating East Coast of Peninsular Malaysia, Awana Kijal has become the premium deluxe resort destination for travellers from Malaysia and around the globe. Recognized as the No.1 Resort in The East Coast, it is specially designed along 7.6km of pristine beach for golf enthusiasts, land and water sports' extremists and nature lovers looking for an exciting holistic resort experience.

The most distinctive feature of the property, apart from the extensive beach of warm and golden sand, is the par-72 18-hole championship golf course, comprising the Rimba and Palma 9's.

For non-golfers, a wide selection of water and land sports activities are available such as jet-skiing, windsurfing, canoeing, "banana" boat riding, snorkelling, scuba-diving, bird-watching, nature walk and firefly-watching.

The Taman Sari Royal Heritage Spa offers spa treatment packages based on ancient Javanese massage and aromatherapy practices to relax and rejuvenate the body and mind.

Awana Kijal's MICE sector, which was the second largest contributor to revenue after the corporate sector, catered to several major conventioneers during the year under review, namely Amanahraya Berhad, HSBC, World Fish Centre and Pejabat Penerangan Malaysia. Awana Kijal recorded an average occupancy of 65% in 2007 (2006: 68%).

Awana Porto Malai, Langkawi ("Awana Porto Malai")

Situated on the south-western tip of mythical Langkawi, the island famed for its legends and duty-free status, **Awana Porto Malai** remains a popular holiday destination.

The 208-guest room Mediterranean-inspired resort caters to a wide segment of the market including tourists from Europe, East Asia and ever popular among Taiwan and China.

In 2007, Awana Porto Malai continued to be the official host venue for the Langkawi International Maritime and Aerospace Exhibition (LIMA). In the early part of the year, Awana Porto Malai was selected as a venue for the International "Global Meet" event, which was organized by the Ministry of Tourism, Malaysia.

To enhance the dining experience for visitors, Awana Porto Malai has reconceptualised and redesigned one of its dining rooms into Villa Rossi Restaurant, providing guests with alternative dining options in Italian and Continental cuisines. Awana Porto Malai recorded an average occupancy of 71% in 2007 (2006: 68%).

Awana Porto Malai

AWANA VACATION RESORTS DEVELOPMENT BHD ("AVRD")
www.awanavacation.com

AVRD is the Group's timeshare operator. Launched in August 1998, AVRD is growing steadily with 5,830 timeshare members as at 31 December 2007.

AVRD is affiliated with Resort Condominium International (RCI), providing AVRD's timeshare members with the access to more than 3,800 affiliated resorts in over 85 countries.

In addition, AVRD has direct exchange with resorts in Europe, Australia, China, India and Thailand, in addition to the Group's resort properties. AVRD is the proud winner of Best Brand in Leisure and Hospitality (Time Sharing) at the BrandLaureate - SME's Chapter Award.

E-COMMERCE AND IT DEVELOPMENT

The Group capitalises on the progress of Information Technology and e-Commerce to innovate and create exciting solutions to enhance the overall business operations.

WorldReservations Centre ("WRC"), the 230-seater call centre for Genting City of Entertainment received more bookings in 2007. About 2 million incoming calls were received, 12% higher than 2006. During the year, WRC expanded its services by managing and accepting reservations for timeshare properties of Awana Vacations.

With the increased in online sales by 23% in 2007, www.genting.com.my has proved to be a very successful online marketing channel for the Group. On a peak day, more than 29,000 unique visitors logged onto the website found it reliable and convenient.

First World Hotel launched its self check-in kiosk, the first solution among Malaysian hotels that empowers hotel guests to complete the entire check-in and check-out process unassisted. It automatically alerts for immediate housekeeping when a guest checks out.

WorldCard membership has increased to over 2.5 million in 2007 and now has over 650 participating merchants, covering more than 2,200 outlets throughout Malaysia, Singapore and Hong Kong.

The Worldcard membership self services kiosk, *iKiosk* was enhanced with new features such as guest pass issuance, online statement and redemption and other promotional capabilities for WorldCard members. *iKiosk* has received positive response from its members.

WorldCard
MALAYSIA • SINGAPORE • HONG KONG

eGENTING
www.genting.com.my

GENTING OneHub

The one-stop centre for reservations of rooms, shows, transport, cruises, flights and vacations located at Wisma Genting, Kuala Lumpur, Malaysia.
Tel : 603 2718 1118 Online : www.genting.com.my

Genting WorldCard Centre

Genting OneHub

REVIEW OF OPERATIONS (cont'd)

DYMM Sultan Sharafuddin Idris Shah, Sultan of Selangor Darul Ehsan presenting the FIABCI Malaysia Property Award 2007 to Mr Lee Choong Yan, President of Resorts World Bhd.

YAB Dato' Seri Najib Tun Razak, Deputy Prime Minister of Malaysia presenting the MMVB Award to Mr Lee Choong Yan, President of Resorts World Bhd.

RECOGNITION

The Resort's growing list of international accolades and awards of excellence is testimony to its excellent achievements in the leisure and hospitality industry.

Major accolades received in 2007 were as follows:

- Genting Highlands Resort - **World's Leading Casino Resort and Asia's Leading Casino Resort** by World Travel Awards.
- Genting - Ranked No. 4 as **Malaysia's Most Valuable Brands 2007** by Association of Accredited Advertising Agents Malaysia.
- Genting Highlands Resort - **Best Resort** at TTG Travel Awards 2007 by TTG Asia Media.
- Genting Highlands Resort - **Best Resort Development** at FIABCI Malaysia Property Award 2007 by International Real Estate Federation (FIABCI) Malaysia.
- Hospitality Asia Platinum Awards 2007 by World Publishing Asia:
  Genting Highlands Resort - **Tourist Attraction of the Year** (Genting Theme Park)
  Genting Highlands Resort - **Chinese Cuisine Chef of the Year** (Chef Chan Kong Tun, Club Elite)
  Genting Hotel - **Family Resort of the Year**
  Highlands Hotel - **Specialty Restaurant of the Year** (Ming Ren)
- Awana Hotels & Resorts - **Best Brand in Leisure and Hospitality** at The BrandLaureate - SMEs Chapter Award 2007 by The BrandLaureate.
- Awana Vacation Resorts Development Bhd - **Best Brand in Leisure and Hospitality (Time Sharing)** at The BrandLaureate - SMEs Chapter Award 2007 by The BrandLaureate.

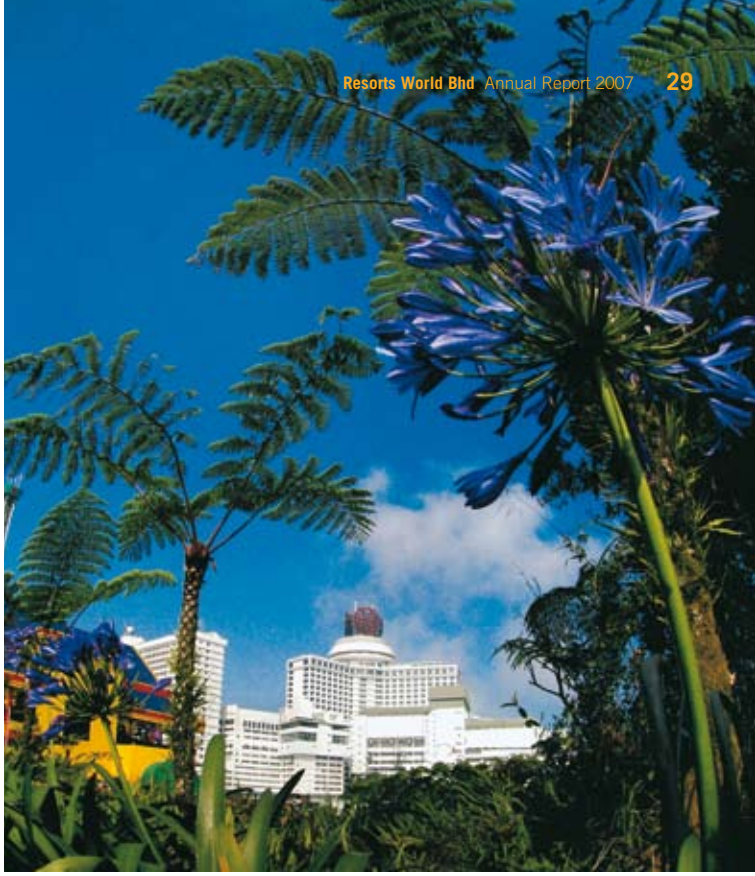
Resorts World Bhd
Best Brands in
Leisure and Hospitality
(The BrandLaureate Awards 2007)

Genting Highlands Resort
Best Resort
(TTG Travel Awards 2007)

Genting Highlands Resort
World's Leading Casino Resort
(World Travel Awards 2007)

Genting Highlands Resort
Winner of FIABCI Malaysia
Property Award 2007
under Resort Development category

CORPORATE SOCIAL RESPONSIBILITY



Our corporate social responsibility ("CSR") programme reflects our position as a global leader in the leisure and hospitality industry providing responsible world-class entertainment within a sustainable business environment. We aim to surpass industry standards in all aspects of management, operations and procedures in the areas of Environment, Marketplace, Workplace and Community. We also ensure that we fulfill our core responsibilities to all our stakeholders.

ENVIRONMENT

Right from the beginning, the Group has shown tremendous respect for the environment in the Resort. Despite building a resort complex of this magnitude, we are proud of our strong environmental record based on policies of minimal impact on the environment and environmentally sound policies.

The Group has an ongoing policy of environmental protection and conservation. From the outset, the development of the Resort was intentionally confined to just two areas to preserve the surrounding forest. The main development sits on a 33.6-hectare area on the hilltop and 105-hectare area at the mid-hill level.

Our projects at the Resort have been strategically designed to minimise the use and clearing of land for development. The construction methods used are eco-friendly such as the use of hand-dug caisson methods which do not require extensive clearing to create platforms for piling. Careful planning has also been adopted to minimise the impact on the natural environment of the Resort. We have used bridges and overhanging structures on steep sections of the roads to minimise cutting of slopes and felling of trees.

We have achieved marked reductions in infrastructure needs by concentrating our development. As a result, the major portion of our forest concession at the Resort is preserved and approximately 96% of the 4,297 hectares is still virgin forest. The Group maintains a stringent policy of "no logging" on our land-bank at the Resort.

Our environmental management systems are constantly being reviewed and adapted to improve the quality of the environment. For example, we use environmentally friendly waste disposal systems including composting and have converted from environmentally hazardous diesel to electrical water pumps for our water treatment system. This reduced our direct energy use from this source by 100% and converted to indirect energy use which can be monitored and reduced more effectively.

Within our hotels, facilities and staff quarters, we continually monitor air emissions to ensure compliance with the IAQ (Indoor Air Quality) guidelines.

Energy, water consumption and waste production are also monitored to ensure the growth rate is lower than the growth rate of our business. Last year we achieved a 3% reduction in total water use and a 40% reduction in waste, which is now around 18,000 tonnes per annum.

We have also introduced a number of initiatives to reduce our energy consumption. These include rescheduled operating hours for water catchment motors, laundry facilities and generator settings for our Sky Venture facility to avoid times of maximum electricity demand. We have installed energy saving light bulbs in all 10,000 guest rooms and other hotel facilities. Timers are used on fixed lighting and sensor lighting is installed at common kitchens and staff quarters to ensure that lights are switched off when the rooms are not in use. We have reduced blowdown frequency and the number of boilers in operation. We have also improved steam piping and steam trap leaks management to improve efficiency.

The Group has implemented the "Integrated Management System" comprising Environmental Management System, Quality Management System and Occupational Health & Safety Assessment Series (OHSAS) for the purpose of improving the quality of services with special focus on environment and safety of all stakeholders. Our Theme Park operations are certified to ISO9001:2000 standards.

The Group runs Environmental Impact Assessments before starting all major projects. These are carried out by independent consultants for all the Group projects in accordance with the Environmental Quality Act and the respective approvals were obtained from the relevant authorities.

MARKETPLACE

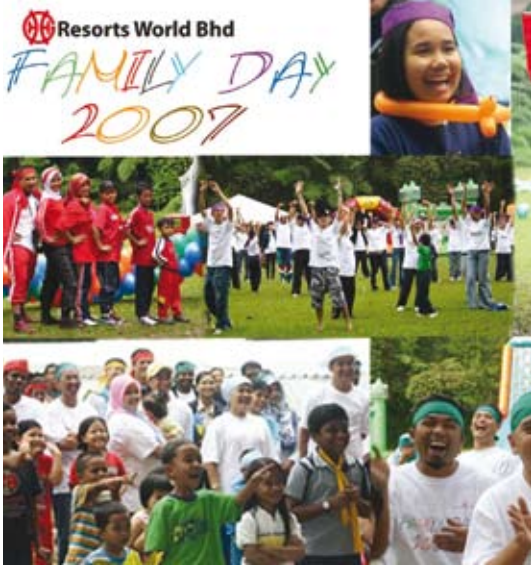
In an effort to instill CSR with all our business associates, our terms and conditions require contractors to contribute to SOCSO/Workers' Compensation Insurance, Employee Provident Funds and other contributions for the benefits of their employees.

Our standard supplier contracts require conformity to the Environmental Control Act 1974 to ensure no releases, emissions, discharges or disposal of radioactive, toxic or harmful substances, chemicals, pollutants, contaminants or other waste of any form on or under our sites.

Our standard and specific terms and conditions require all of our contractors and subcontractors to comply with our Occupational Safety and Health Act 1994 requirements. These ensure that their employees shall always comply with good safety practices and be properly attired with safety devices as required by law.

The Group assists suppliers to understand our policies with on-site demonstrations and visits, supplier purchasing charters and briefings for suppliers before contracts are conducted. We have a policy to promote local sourcing of products and services especially in preventative maintenance, renovations and refurbishments, repairs and support and consultancy for professional services.

In providing our services to our guests, we adopt the highest standards of product responsibility. Customer satisfaction surveys are conducted regularly. In addition we use Service Judges, Focus Groups and our Service Standard (TQM) System to monitor and maintain high quality service for our guests.



"WeXL Exemplary Service Model" employees posing by the poster after receiving their awards.

WORKPLACE

As at 31 December 2007, the Group has a total workforce of approximately 13,400 employees.

Staff development and training are central to our Human Resources ("HR") policies. In 2007, over 11,000 employees underwent training beyond induction. A key focus was on enhancing customer service. Our front liners were trained to deliver service par excellence to our guests, while our supervisors and managers underwent training in managing services. Safety and ISO awareness were also emphasised to enhance our commitment to professionalism.

Benefits extended to all employees include health and accident insurance, disability insurance and maternity/paternity leave. We also offer staff quarters and meals, sports facilities, counselling and ongoing learning and study leave options on a company-wide basis.

Development programmes on core competencies were also organized for our executives. The 19th Senior Managers' Conference was held at The Datai, Langkawi and the theme "Growing Profitability in a Highly Competitive Environment" was adopted. The 14th Resorts World Bhd Group HR Conference was held at Awana Porto Malai, Langkawi, to deliberate and adopt the 2007 - 2008 HR initiatives towards "Service Excellence - Our Competitive Advantage". Team-building sessions were held in departments to promote *esprit de corps* and bonding among the team members.

To ensure that the returns on training investments are realized, the Kirkpatrick's *evaluation model* was adopted where trainees were evaluated based on observations of skills transfer and application on the job. Employees moving up the career ladder were assessed to ensure they possess the required competencies and qualities for their next job level. The process is linked to our performance management system: *rewards for performance*.

In August 2007, we inaugurated the Hotel Management Trainee programme to provide career and growth opportunities for high potential hotel employees. This initiative is also part of our efforts to retain talent. The programme fast tracks those hotel employees who hold at least diploma qualifications and who have been identified as potential Executives. The trainees undergo a rigorous 12-month training programme with exposure to various hotel functions. Upon completion, they are evaluated to measure their readiness for Group positions. A total of 13 candidates participated in the programme last year. As part of our branding initiative, these opportunities were also extended to external candidates from selected colleges and universities.

As an ongoing exercise to inject quality fresh graduates into our talent pool, a total of 29 management trainees were engaged to undergo a structured development programme for succession into managerial positions in the future.

The HR Department will continue to focus on people development in our continuous effort to raise our service and skill levels to ensure a steady supply of talent for now and the future.

Some of our employees belong to our staff trade union ("RWEU") and our executive employees are represented by the Executive Consultative Committee ("ECC"). Regular monthly meetings are held with RWEU and ECC over any organizational changes. Wherever organizational changes impact a particular department, briefings are held directly with employees concerned. Recent talks held have covered new appointments to key positions and new departmental reporting lines.

Health & Safety is given the highest priority within our operations. Our management systems conform to MS1722:2003 (Malaysian Standards) and cover fire risks, contagious diseases, environmental air quality, workplace safety and emergency evacuation readiness.

We have achieved low accident rates mainly involving minor incidents such as minor cuts from cutlery.

HR Department Football Closed Competition at Awana Genting

19th Senior Managers' Conference

YA Bhg Tun Mohammed Hanif Omar (third from left) presenting "Genting and Nanyang 50th National Day Message Cards" to YAB Dato' Seri Abdullah Hj Ahmad Badawi, Prime Minister of Malaysia on 30 August 2007, witnessed by YB Datuk Paul Leong (second from left), Nanyang Press Group Chairman.

Y Bhg Tan Sri Lim Kok Thay (right) presenting mock cheque to YAB Dato' Seri Mohd Najib Tun Abdul Razak, Deputy Prime Minister of Malaysia for Pekan Fest 2007 on 4 May 2007.

COMMUNITY

The Group's community investment contributions are in line with our philosophy to contribute to the betterment of the society in which we operate. They fall within a clear set of priority areas.

Infrastructure Support and Services to Local Communities: In this aspect, the Group rendered monetary support for St. John Ambulans Malaysia - 24-Hour Highway Emergency Ambulance Service; Negeri Sembilan Chinese Maternity Hospital, a non-profit private hospital with 75 beds that was established 75 years ago that offers health services to the community at a minimum charge; and Jawatankuasa Pembinaan Tokong Shin Zhuin Temple, Kuantan to help complete the work of the temple, which has become a central meeting point for the local community. The Group also rendered financial support and essential supplies to the Pahang flood victims during the flood calamity.

Our community investments are aligned with the National Development Goals and the UN Millennium Development Goals especially Goal 6 which is to combat that fatal diseases. Health and medical related causes and organisations that we have supported include the Malaysian AIDS Foundation, Majlis Kanser Nasional (MAKNA), Cancerlink Foundation, PRIDE Foundation (breast cancer) and a number of other foundations supporting liver and kidney ailments.

Youth Development including Persatuan Pedagang dan Pengusaha Melayu Malaysia (PERDASAMA) to organise skills and entrepreneurship seminar to help SPM leavers opportunity to train in a specialised field. Perkhemahan Kor Kadet Polis Peringkat Kebangsaan for which we sponsored over 100 students from various schools in Pahang to participate in the National Police Cadet Camp with the help of the State Police of Pahang.

Education: We provided support in monetary terms and in-kind to many schools to enhance the quality of education to their community. These include Sekolah Kebangsaan Sri Layang, Bentong District Education Office, SJK (C) Bukit Tinggi, Sekolah Kebangsaan Kg. Kuantan, Batang Kali, SMK Khai Mun, Bentong, Yayasan Pendidikan Kota Tinggi, Sekolah Kebangsaan Taman Maluri, Universiti Kebangsaan Malaysia and Kolej Tuanku Ja'afar.

Underprivileged and Disability Groups: The Group is an ardent supporter of the underprivileged and disabled. During 2007, more than 70 separate disability groups received monetary donations. This aside, the Resort has so far played host to 25 children's home and two old folk's home, totalling over 1,100 disadvantaged children and senior citizens in 2007.

Sports: We have contributed in cash and in kind to various sporting organisations to help organise sports activities in the country. These include Le Tour de Langkawi, the Selangor Tennis Association - Junior Development Programme 2007, the Kuala Lumpur International Marathon in collaboration with Kuala Lumpur City Hall, the Genting Masters Golf Tournament with the Malaysian Professional Golfers' Association (MPGA), the Football Association of Malaysia (FAM) and YDSM - PENN Endurance Challenge 2007, a qualifying leg for competitors of the International Federation for Equestrian (FBI) World Endurance Championship 2007.

Culture and Arts: The Group does its fair share of promoting culture and arts in the society. In 2007, in collaboration with several organisations, we sponsored several events including Urmi, an adaptation of Shakespeare's The Tempest by Masakini Theatre Company. The Charity Theatre Presentation night was also for the benefit of Kelantan Disabled Foundation, a non-profit organisation that provides rehabilitation, education, socio-economic assistance, vocational training centre and computer classes free of charge to disabled people. Mystical Steppes: Along the Silk Road the Premiere Night proceeds were channelled to Yayasan Raja Muda Selangor, Alzheimer's Disease Foundation and Hospis Malaysia and Malaysian Youth Orchestra Foundation (MYOF) Young Musicians Fund Raising Performance where the proceeds were donated to the National Autistic Society of Malaysia (NASOM).

CORPORATE GOVERNANCE

It is the policy of the Company to manage the affairs of the Group in accordance with the appropriate standards for good corporate governance. Set out below is a statement on how the Company has applied the principles and complied with the best practices as set out in the Malaysian Code on Corporate Governance ("the Code").

A. DIRECTORS

(i) The Board

The Board has overall responsibility for the proper conduct of the Company's business. The Board meets on a quarterly basis and additionally as required. The Board has a formal schedule of matters specifically reserved for its decision, including overall strategic direction, annual operating plan, capital expenditure plan, acquisitions and disposals, major capital projects and the monitoring of the Group's operating and financial performance.

Formal Board Committees established by the Board in accordance with the Code namely, the Audit Committee, Nomination Committee and Remuneration Committee assist the Board in the discharge of its duties.

During the year under review, eight meetings of the Board were held and all Directors have complied with the requirements in respect of board meeting attendance as provided in the Articles of Association.

The details of Directors' attendances are set out below:

Name of Directors	Number of Meetings Attended
Tan Sri Lim Kok Thay	7 out of 8
Tun Mohammed Hanif bin Omar	7 out of 8
Tan Sri Alwi Jantan	8 out of 8
Mr Quah Chek Tin	8 out of 8
Tan Sri Dr. Lin See Yan	8 out of 8
Tan Sri Wan Sidek bin Hj Wan Abdul Rahman	8 out of 8
Tan Sri Clifford Francis Herbert	8 out of 8
General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin	5 out of 8

(ii) Board Balance

The Board has eight members, three executive Directors and five non-executive Directors. Four of the five non-executive Directors are independent non-executive Directors. The Directors have wide ranging experience and all have occupied or currently occupy senior positions in the public and/or private sectors. The independent non-executive Directors provide a strong independent element on the Board with Tan Sri Wan Sidek bin Hj Wan Abdul Rahman as the senior independent non-executive Director to whom concerns may be conveyed. Three of the independent non-executive Directors also participate in the Audit, Remuneration and Nomination Committees as members of these Committees.

The Board is mindful of the dual roles of Chairman and Chief Executive held by Tan Sri Lim Kok Thay but is of the view that there are sufficient experienced and independent-minded Directors on the Board to provide the assurance that there is sufficient check and balance. Also, the dual roles have to a certain extent been balanced by the presence of Tun Mohammed Hanif bin Omar as Deputy Chairman.

A brief profile of each of the Directors is presented on pages 8 to 10 of this Annual Report.

(iii) Supply of Information

Notice of meetings, setting out the agenda and accompanied by the relevant Board papers are given to the Directors in sufficient time to enable the Directors to peruse, obtain additional information and/or seek further clarification on the matters to be deliberated.

As a Group practice, any Director who wishes to seek independent professional advice in the furtherance of his duties may do so at the Group's expense. Directors have access to all information and records of the Company and also the advice and services of the Company Secretary.

(iv) Appointments to the Board

The Nomination Committee comprising entirely of independent non-executive Directors is responsible for identifying and recommending to the Board suitable nominees for appointment to the Board and Board Committees.

On appointment, Directors are provided with information about the Group and are encouraged to visit the sites of the Group's operating units and meet with key senior executives.

All the Directors have attended the Mandatory Accreditation Programme and are also encouraged to attend courses whether in-house or external to help them in the discharge of their duties.

CORPORATE GOVERNANCE (cont'd)

A. DIRECTORS (cont'd)

(iv) Appointments to the Board (cont'd)

The following are the courses and training programmes attended by the Directors in 2007:

COURSES	NAMES OF DIRECTORS							
	Tan Sri Lim Kok Thay	Tun Mohammed Hanif bin Omar	Tan Sri Alwi Jantan	Mr Quah Chek Tin	Tan Sri Wan Sidek bin Hj Wan Abdul Rahman	Tan Sri Dr. Lin See Yan	Tan Sri Clifford Francis Herbert	Gen. (R) Tan Sri Mohd Zahidi bin Hj Zainuddin
Training on BASEL II								√
TED 2007 : "Icons. Geniuses. Mavericks."	√							
How to Find the Land Mines in Financial Accounts (Pre-Conference Workshop) - Finding the Land Mines in Financial Accounts : A Guide for Audit Committees								√
Audit Committees : Crucial Updates 2007								√
Directors' Continuing Education Programme 2007			√					
International Financial Reporting Standards (IFRS) Implementation Issues and Development				√		√	√	
Tax Highlights & Implications - MIFC by PricewaterhouseCoopers		√						
Enterprise Agenda for PLC Directors - In House Training Programme					√			
1/2 Day Workshop on Understanding and Making Effective Use of Financial Statements								√
Audit Committee Forum • Meeting New Audit Committee Challenges								√
Improving Board Performance, Leadership & Governance								√
Amendment to Companies Act							√	√
Tax Seminar - The 2008 Budget				√				√
G2E 2007 - NCRG Conference on Gambling and Addiction - G2E Leadership Academy	√							
Reading, Interpreting & Analysing Annual Financial Statements				√	√		√	√
Key Performance Indicators (KPI), Balanced Scorecard (BSC) and Goal Alignment						√		
Appraising Board Performance						√		
Great Eastern Life Workshop (Board Retreat)						√		

(v) Re-election

The Articles of Association of the Company provides that at least one-third of the Directors are subject to retirement by rotation at each Annual General Meeting and that all Directors shall retire once in every three years. A retiring Director is eligible for re-election. The Articles of Association also provides that a Director who is appointed by the Board in the course of the year shall be subject to re-election at the next Annual General Meeting to be held following his appointment.

Directors over seventy years of age are required to submit themselves for re-appointment annually in accordance with Section 129(6) of the Companies Act, 1965.

CORPORATE GOVERNANCE (cont'd)

B. DIRECTORS' REMUNERATION

The Remuneration Committee comprising three independent non-executive Directors and one executive Director is responsible for making recommendations to the Board on the remuneration packages of executive Directors and members of Board Committees. In making recommendations to the Board, information provided by independent consultants and appropriate survey data are taken into consideration. The Board as a whole determines the level of fees of non-executive Directors and executive Directors. Directors' fees are approved at the Annual General Meeting by the shareholders. Directors do not participate in decisions regarding their own remuneration packages.

The Remuneration Committee met twice during the financial year.

Details of the Directors' remuneration are set out in the Audited Financial Statements on pages 61 to 62 of this Annual Report. In the interest of security, additional information have not been provided other than the details stipulated in the Listing Requirements of Bursa Malaysia Securities Berhad.

C. SHAREHOLDERS

The Group acknowledges the importance of timely and equal dissemination of material information to the shareholders, investors and public at large. The Company's Annual General Meeting remains the principal forum for dialogue with shareholders. Shareholders are encouraged to participate in the proceedings and to ask questions about the resolutions being proposed and the operations of the Group.

The Group maintains a corporate website at www.resortsworld.com which provides information relating to annual reports, press releases, quarterly results, announcements and corporate developments.

The Group also participates in investor forums held locally and abroad and also organises briefings and meetings with analysts and fund managers to give them a better understanding of the businesses of the Group.

D. ACCOUNTABILITY AND AUDIT

(i) Financial Reporting

The Board aims to ensure that the quarterly reports, annual financial statements as well as the annual review of operations in the annual report are presented in a manner which provides a balanced and understandable assessment of the Company's performance and prospect.

The Directors are also required by the Companies Act, 1965 to prepare financial statements for each financial year which have been made out in accordance with the Financial Reporting Standards, the Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards for Entities Other than Private Entities in Malaysia and 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 the cash flows of the Group and of the Company for the financial year ended on that date.

A statement by the Board of its responsibilities for preparing the financial statements is set out on page 81 of this Annual Report.

(ii) Internal Control

The Board is responsible for the Group's system of internal control and risk management and for reviewing its adequacy and integrity. While acknowledging their responsibility for the system of internal control, the Directors are aware that such a system is designed to manage rather than eliminate risks and therefore cannot provide an absolute assurance against material misstatement or loss.

To assist the Board in maintaining a sound system of internal control for the purposes of safeguarding shareholders' investment and the Group's assets, the Group has in place, an adequately resourced internal audit department. The activities of this department which reports regularly to the Audit Committee provides the Board with much of the assurance it requires regarding the adequacy and integrity of the system of internal control. As proper risk management is a significant component of a sound system of internal control, the Group has also put in place a risk management process to help the Board in identifying, evaluating and managing risks.

(iii) Relationship with Auditors

The Company through the Audit Committee, has an appropriate and transparent relationship with the external auditors. In the course of audit of the Group's financial statements, the external auditors have highlighted to the Audit Committee and the Board, matters that require the Board's attention. All Audit Committee meetings are attended by the external auditors for purposes of presenting their audit plan and report and for presenting their comments on the audited financial statements.

E. OTHER INFORMATION

(i) Material Contracts

Material Contracts of the Company and its subsidiaries involving Directors and substantial shareholders either subsisting at the end of the financial year or entered into since the end of the previous financial year are disclosed in Note 42 to the financial statements under "Significant Related Party Disclosures" on pages 76 to 78 of this Annual Report.

(ii) SHARE BUY-BACK

The details of the Company's Share Buy-Back exercises for the financial year ended 31 December 2007 are as follows:

Schedule of Share Buy-Back for the Financial Year Ended 31 December 2007

Monthly Breakdown	No. of Shares Purchased & Retained As Treasury Shares	Purchase Price Per Share Lowest (RM)	Purchase Price Per Share Highest (RM)	Average Cost Per Share (RM)	Total Cost (RM)
July	33,178,400	4.04	4.50	4.330	144,088,296
August	50,101,900	3.18	4.10	3.785	190,227,350
September	-	-	-	-	-
October	21,979,300	3.70	3.88	3.797	83,709,530
November	15,864,600	3.64	3.78	3.717	59,160,020
December	-	-	-	-	-
Total	121,124,200			3.928	477,185,196

During the financial year, all the shares purchased by the Company were retained as treasury shares. As at 31 December 2007, the number of treasury shares is 121,124,200.

AUDIT COMMITTEE REPORT

AUDIT COMMITTEE

The Audit Committee ("Committee") was established on 26 July 1994 to serve as a Committee of the Board.

MEMBERSHIP

The present members of the Committee comprise:

Tan Sri Clifford Francis Herbert	Chairman/Independent Non-Executive Director
Tan Sri Wan Sidek bin Hj Wan Abdul Rahman	Member/Independent Non-Executive Director
Tan Sri Dr. Lin See Yan	Member/Independent Non-Executive Director
Mr Quah Chek Tin	Member/Non-Independent Non-Executive Director

ATTENDANCE AT MEETINGS DURING THE FINANCIAL YEAR 2007

The Committee held a total of *eight (8) meetings. Details of attendance of the Committee members are as follows:

Name of Member	Number of Meetings Attended
Tan Sri Clifford Francis Herbert	*8
Tan Sri Wan Sidek bin Hj Wan Abdul Rahman	* 8
Tan Sri Dr. Lin See Yan	* 8
Mr Quah Chek Tin	* 8
Tan Sri Lim Kok Thay *(Resigned on 19 November 2007)*	3

** The total number of meetings is inclusive of the special meeting held between members of the Committee who are non-executive Directors of the Company and representatives of the external auditors, PricewaterhouseCoopers without the presence of any Executive Director.*

SUMMARY OF ACTIVITIES DURING THE FINANCIAL YEAR 2007

The Committee carried out its duties in accordance with its Terms of Reference.

The main activities carried out by the Committee were as follows:

i) considered and approved the internal audit plan for the Company and the Group and authorised resources to address risk areas that have been identified;

ii) reviewed the internal audit reports for the Company and the Group;

iii) reviewed the external audit plan for the Company and the Group with the external auditors;

iv) reviewed the external audit reports for the Company and the Group with the external auditors;

v) reviewed the quarterly reports of the Company and of the Group, focusing particularly on:

   (a) changes in or implementation of major accounting policy changes;
   (b) significant and unusual events; and
   (c) compliance with accounting standards and other legal requirements;

vi) reviewed related party transactions of the Company and of the Group;

vii) reviewed the proposed audit fees for the external auditors in respect of their audit of the Group and the Company;

viii) considered the re-appointment of the external auditors for recommendation to the shareholders for their approval;

ix) reviewed the Financial Statements of the Group and of the Company for the financial year ended 31 December 2006; and

x) reviewed the reports submitted by the Risk and Business Continuity Management Committee of the Company.

INTERNAL AUDIT FUNCTION AND RISK MANAGEMENT PROCESS

The Group has an adequately resourced internal audit department to assist the Board in maintaining a sound system of internal control. The internal audit department reports to the Committee and is independent of the activities it audits. The primary role of the department is to undertake regular and systematic review of the systems of internal control so as to provide sufficient assurance that the Group has sound systems of internal control and that established policies and procedures are adhered to and continue to be effective and satisfactory.

As proper risk management is a significant component of a sound system of internal control, the Group has also put in place a risk management process to help the Board in identifying, evaluating and managing risks.

TERMS OF REFERENCE

The terms of reference of the Committee were revised by the Board of Directors of the Company on 28 February 2008 in line with the amendments to the Malaysian Code on Corporate Governance and the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities").

The Committee is governed by the following terms of reference, as revised:

1. Composition

(i) The Committee shall be appointed by the Board from amongst the Directors excluding Alternate Directors; shall consist of not less than three members, all of whom are non-executive directors with a majority of them being independent Directors; and 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:

      (aa) he must have passed the examinations specified in Part I of the 1st Schedule of the Accountants Act 1967; or

      (bb) 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

AUDIT COMMITTEE REPORT (cont'd)

TERMS OF REFERENCE (cont'd)

1. Composition (cont'd)

(c) fulfills such other requirements as prescribed or approved by Bursa Securities.

The Chairman shall be an independent Director elected by the members of the Committee.

(ii) In the event of any vacancy in the Committee resulting in the non-compliance of paragraph (i) above, the Board must fill the vacancy within 3 months.

(iii) The term of office and performance of the Committee and each of its members shall be reviewed by the Board at least once every 3 years to determine whether the Committee and its members have carried out their duties in accordance with their terms of reference.

2. Authority

The Committee is granted the authority to investigate any activity of the Company and its subsidiaries within its terms of reference, and all employees are directed to co-operate as requested by members of the Committee. The Committee is empowered to obtain independent professional or other advice and retain persons having special competence as necessary to assist the Committee in fulfilling its responsibility.

3. Responsibility

The Committee is to serve as a focal point for communication between non-Committee Directors, the external auditors, internal auditors and the Management on matters in connection with financial accounting, reporting and controls. The Committee is to assist the Board in fulfilling its fiduciary responsibilities as to accounting policies and reporting practices of the Company and all subsidiaries and the sufficiency of auditing relative thereto. It is to be the Board's principal agent in assuring the independence of the Company's external auditors, the integrity of the management and the adequacy of disclosures to shareholders.

If the Committee is of the view that a matter reported to the Board has not been satisfactorily resolved resulting in a breach of the Bursa Securities Listing Requirements, the Committee shall promptly report such matter to Bursa Securities.

4. Functions

The functions of the Committee are to review:

i) with the external auditors, their audit plan;

ii) with the external auditors, their evaluation of the system of internal accounting controls;

iii) with the external auditors, their audit report and management letter (if any);

iv) the assistance given by the Company's officers to the external auditors;

v) 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;

vi) 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;

vii) the quarterly results and year end financial statements, prior to the approval by the Board, focusing particularly on:

(a) changes in or implementation of major accounting policy changes;
(b) significant and unusual events; and
(c) compliance with accounting standards and other legal requirements;

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

ix) consider the nomination, appointment and re-appointment of external auditors; their audit fees; and any questions on resignation, suitability and dismissal.

5. Meetings

i) The Committee is to meet at least four times a year and as many times as the Committee deems necessary.

ii) In order to form a quorum for any meeting of the Committee, the majority of members present must be independent.

iii) The meetings and proceedings of the Committee are governed by the provisions of the Articles of Association of the Company regulating the meetings and proceedings of the Board so far as the same are applicable.

iv) The head of finance and the head of internal audit shall normally attend meetings of the Committee. The presence of a representative of the external auditors will be requested, if required.

v) Upon request by the external auditors, the Chairman of the Committee shall convene a meeting of the Committee to consider any matters the external auditors believe should be brought to the attention of the Directors or Shareholders of the Company.

vi) At least twice a year, the Committee shall meet with the external auditors without the presence of any executive Director.

vii) Whenever deemed necessary, meetings can be convened with the external auditors, internal auditors or both, excluding the attendance of other directors and employees.

6. Secretary and Minutes

The Secretary of the Committee shall be the Company Secretary. Minutes of each meeting are to be prepared and sent to the Committee members, and the Company's Directors who are not members of the Committee.

STATEMENT ON INTERNAL CONTROL

as at 31st December, 2007

The Board's Responsibilities

In relation to internal control, pursuant to the requirements under the Malaysian Code on Corporate Governance for companies listed on the Bursa Malaysia Securities Berhad ("Bursa Securities"), the Board of Directors ("the Board") acknowledges their responsibility under the Bursa Securities Listing Requirements to: -

- Identify principal risks and ensure implementation of appropriate control measures to manage the risks.
- Review the adequacy and integrity of the internal control system, management information systems and systems for compliance with applicable laws, regulations, rules, directives and guidelines.

It should be noted that an internal control system is designed to manage risks rather than eliminate them and can provide only reasonable but not absolute assurance against any material misstatement or loss.

The Board confirms that there is an ongoing risk management process established to identify, evaluate, and manage significant risks to effectively mitigate the risks that may impede the achievement of the RWB Group of companies' ("the RWB Group") business and corporate objectives. The Board reviews the process on a regular basis to ensure proper management of risks and measures are taken to mitigate any weaknesses in the control environment.

The Risk Management Process

The RWB Group has implemented the Control Self-Assessment ("CSA") to formalise the risk management process. With the CSA, departments/business areas of the RWB Group are required to identify and evaluate controls within key functions/activities of their business processes.

The implementation of the risk management process for the RWB Group is the responsibility of the Executive Committee comprising the Executive Directors, the Business/Operations Heads of the RWB Group's operating units with oversight and assistance provided by relevant senior management staff of the holding company, Genting Berhad. The Risk and Business Continuity Management Committee ("RBCMC"), chaired by the Head of Finance ("SVP Finance"), further oversees the effectiveness of the risk management program.

The key aspects of the risk management process are:-

- Business/Operations Heads are required to update their risk profiles on a half yearly basis and in this regard issue a Letter of Assurance at the end of each second half yearly review to confirm that they have reviewed the risk profiles, risk reports and related business processes and are also monitoring the implementation of action plans.
- Reviews of the risk profiles, the control procedures and status of the action plans are carried out on a regular basis by the Head-Risk Management of the holding company and the Business/ Operation Heads.
- Management of the respective companies are provided with reports to enable them to review, discuss and monitor the risk profiles and implementation of action plans.
- On a quarterly basis, a risk report detailing significant risk issues and control measures implemented or to be implemented to deal with the risks will be reviewed by the RBCMC prior to being tabled to the RWB Group Executive Committee.
- On a quarterly basis, a risk management report summarising the significant risks and/or the status of action plans are presented to the Audit Committee for review, deliberation and recommendation for endorsement/approval by the Board.

The Internal Control Processes

The other key aspects of the internal control process are:-

- The Board and the Audit Committee meet every quarter to discuss matters raised by Management of the RWB Group ("Management") on business and operational matters including potential risks and control issues.
- The Board has delegated their responsibilities to various committees established by the Board and Management to implement and monitor the Board's policies on controls.
- Delegation of authority including authorisation limits at various levels of Management and those requiring the Board's approval are documented and designed to ensure accountability and responsibility.
- Internal procedures and policies are clearly documented in manuals and reviewed and revised periodically to meet changing business, operational and statutory reporting needs.
- Performance and cash flow reports are provided to Management and the RWB Group Executive Committee to review and monitor the financial performance and cash flow position.
- Business/operating units present their annual budget which includes the financial and operating targets, capital expenditure proposals and performance indicators for approval by the RWB Group Executive Committee and the Board.
- A half yearly review of the annual budget is undertaken by Management to identify and where appropriate, to address significant variances from the budget.

Some weaknesses in internal control were identified for the year under review but these are not material weaknesses and hence have not been included in this statement, as these weaknesses have not materially impacted the business or operations of the RWB Group.

Business continuity management is regarded to be an integral part of the RWB Group's risk management process. In this regard, the RWB Group has commenced implementation of business continuity plans to minimise business disruptions in the event of potential failure of critical IT systems and operational processes. The documentation of the business continuity plan for the RWB Group's core business operations has been completed.

The Internal Audit Function

The Internal Audit function is outsourced to the Group Internal Audit Division ("Group Internal Audit") of the holding company, which is responsible for undertaking regular and systematic review of the internal controls to provide the RWB Group Audit Committee and the Board with sufficient assurance that the systems of internal control are effective in addressing the risks identified.

On a quarterly basis, Group Internal Audit submits audit reports and plan status for review and approval by the RWB Group Audit Committee. Included in the reports are recommended corrective measures on risks identified, if any, for implementation by Management.

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965

The Directors of RESORTS WORLD BHD have pleasure in submitting their report together with their statement pursuant to Section 169(15) of the Companies Act, 1965 therein and the audited financial statements of the Group and of the Company for the financial year ended 31 December 2007.

PRINCIPAL ACTIVITIES

The Company is involved in a tourist resort business at Genting Highlands and its activities cover leisure and hospitality services, which comprise gaming, hotel, entertainment and amusement.

The principal activities of the subsidiaries include property development and management, leisure and hospitality services, investments, time share ownership scheme, tours and travel related services.

During the financial year, the Group ceased to have significant influence over an associate involved in the cruise and cruise related operation (See Note 20 to the financial statements).

Details of the principal activities of the subsidiaries are set out in Note 43 to the financial statements.

There have been no significant changes in the nature of the activities of the Group and of the Company during the financial year.

FINANCIAL RESULTS

	Group RM Million	Company RM Million
Profit before taxation	1,912.1	471.1
Taxation	(356.8)	(332.2)
Profit for the financial year	**1,555.3**	**138.9**

SHARE SPLIT

At an Extraordinary General Meeting held on 21 March 2007, the shareholders of the Company approved the subdivision of the issued and unissued ordinary shares of 50 sen par value each in the capital of the Company into ordinary shares of 10 sen par value each ("Share Split"). The Share Split was effected on 13 April 2007 and was completed with the listing and quotation of the new ordinary shares on the Main Board of Bursa Malaysia Securities Berhad on 16 April 2007.

TREASURY SHARES

The shareholders of the Company had granted a mandate to the Company to repurchase its own shares at the Annual General Meeting held on 21 June 2007.

During the financial year, the Company repurchased 121,124,200 ordinary shares of 10 sen each of its issued share capital from the open market at an average price of RM3.93 per share. The repurchase transactions were financed by internally generated funds. The shares repurchased are held as treasury shares and accounted for in accordance with the requirement of Section 67A of the Companies Act, 1965.

DIVIDENDS

Dividends paid by the Company since the end of the previous financial year were:

(i) a final dividend of 3.0 sen less 27% tax per ordinary share of 10 sen each amounting to RM125,066,979 in respect of the financial year ended 31 December 2006 was paid on 19 July 2007; and

(ii) an interim dividend of 2.88 sen less 27% tax per ordinary share of 10 sen each amounting to RM120,366,500 in respect of the financial year ended 31 December 2007 was paid on 22 October 2007.

The Directors recommend payment of a final dividend of 3.6 sen less 26% tax per ordinary share of 10 sen each in respect of the current financial year to be paid to shareholders registered in the Register of Members on a date to be determined later by the Directors. Based on the issued and paid-up capital less Treasury Shares of the Company as at the date of this report, the final dividend would amount to RM152,081,752.

RESERVES AND PROVISIONS

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

ISSUE OF SHARES, DEBENTURES AND SHARE OPTIONS

During the financial year, the Company issued:

(a) Before Share Split

(i) 1,271,000 new ordinary shares of 50 sen each for cash arising from the following exercise of options to take up unissued ordinary shares of the Company by executive employees pursuant to The Executive Share Option Scheme for Eligible Executives of Resorts World Bhd and its subsidiaries ("Scheme"). These options were granted prior to the current financial year.

Subscription Price Per Share RM	No. of Ordinary Shares of 50 sen each fully paid
10.32	1,158,000
8.50	11,000
9.49	102,000
	1,271,000

(ii) 30,031,338 new ordinary shares of 50 sen each arising from the conversion of RM382,900,000 zero coupon convertible notes due 2008 at RM12.75 per share.

(b) After Share Split

(i) 8,783,000 new ordinary shares of 10 sen each for cash arising from the following exercise of options to take up unissued ordinary shares of the Company by executive employees pursuant to the Scheme. These options were granted prior to the current financial year.

Subscription Price Per Share RM	No. of Ordinary Shares of 10 sen each fully paid
2.064	8,495,000
1.700	25,000
1.898	228,000
1.984	35,000
	8,783,000

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

ISSUE OF SHARES, DEBENTURES AND SHARE OPTIONS (cont'd)

(b) After Share Split (cont'd)

(ii) 191,882,307 new ordinary shares of 10 sen each arising from the conversion of RM489,300,000 zero coupon convertible notes due 2008 at RM2.55 per share.

All the abovementioned ordinary shares rank pari passu with the then existing ordinary shares of the Company.

There were no issue of debentures during the financial year.

The following Options to take up unissued ordinary shares in the Company, which have been granted to executive employees of the Group as specified in the Scheme, were outstanding as at 31 December 2007:

Option Number	Option Expiry Date	Subscription Price Per Share RM	No. of Unissued Shares
1/2002	11 August 2012	2.064	36,850,000
2/2002	11 August 2012	1.700	395,000
3/2004	11 August 2012	1.898	5,027,000
4/2005	11 August 2012	1.984	215,000
5/2005	11 August 2012	2.134	420,000
			42,907,000

The Scheme became effective on 12 August 2002 for a duration of 10 years terminating on 11 August 2012.

(a) The expiry date of the Options on 11 August 2012 shall apply unless the Options have ceased by reason of non compliance by the Grantee with the terms and conditions under which the Options were granted pursuant to the Scheme.

(b) (i) The Options granted can only be exercised by the Grantee in the third year from the Date of Offer and the number of new Shares comprised in the Options which a Grantee can subscribe for from the third year onwards shall at all times be subject to the following maximum:

Percentage of new Shares comprised in the Options exercisable each year from the Date of Offer

Year 1	Year 2	Year 3	Year 4	Year 5
-	-	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares
Year 6	**Year 7**	**Year 8**	**Year 9**	**Year 10**
12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% or balance of all options allotted

(ii) Any new Shares comprised in an Option which is exercisable in a particular year but has not been exercised in that year, can be exercised in subsequent years within the Option Period, subject to the Scheme remaining in force.

(iii) In the event that an Eligible Executive becomes a Grantee after the first year of the Scheme, the Grantee shall always observe the two-year incubation period and the Options granted can only be exercised in the third year from the Date of Offer subject to the maximum percentage of new Shares comprised in the Options exercisable as stipulated above.

(c) The persons to whom the Options have been issued have no right to participate by virtue of the Options in any share issue of any other company.

DIRECTORATE

The Directors who served since the date of the last report are:

Tan Sri Lim Kok Thay*
Tun Mohammed Hanif bin Omar
Tan Sri Alwi Jantan
Mr Quah Chek Tin
Tan Sri Wan Sidek bin Hj Wan Abdul Rahman*
Tan Sri Dr. Lin See Yan*
Tan Sri Clifford Francis Herbert*
General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin

* Also members of the Remuneration Committee

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

DIRECTORATE (cont'd)

According to the Register of Directors' Shareholdings, the following persons who were Directors of the Company at the end of the financial year have interests in shares of the Company; Genting Berhad, a company which owns 48.72% equity interest in the Company as at 31 December 2007; and Asiatic Development Berhad and Genting International P.L.C., both of which are subsidiaries of Genting Berhad, as set out below:

Interest in the Company

Shareholdings in the names of Directors	1.1.2007	Acquired/ (Disposed)	12.4.2007	Adjusted for the Share Split on 13.4.2007	Acquired/ (Disposed)	31.12.2007
	(No. of ordinary shares of 50 sen each)			(No. of ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	50,000	-	50,000	250,000	1,410,000	1,660,000
Tun Mohammed Hanif bin Omar	1,000	63,000/ (63,000)	1,000	5,000	-	5,000
Tan Sri Alwi Jantan	72,000	63,000/ (5,000)	130,000	650,000	(110,000)	540,000
Mr Quah Chek Tin	1,000	-	1,000	5,000	-	5,000
Tan Sri Dr. Lin See Yan	-	50,000	50,000	250,000	50,000	300,000

Share Option in the names of Directors	1.1.2007	Offered/ (Exercised)	12.4.2007	Adjusted for the Share Split on 13.4.2007	Offered/ (Exercised)	31.12.2007
	(No. of unissued ordinary shares of 50 sen each)			(No. of unissued ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	750,000	-	750,000	3,750,000	(1,410,000)	2,340,000
Tun Mohammed Hanif bin Omar	500,000	(63,000)	437,000	2,185,000	-	2,185,000
Tan Sri Alwi Jantan	374,000	(63,000)	311,000	1,555,000	-	1,555,000

Interest in Genting Berhad

Shareholdings in the names of Directors	1.1.2007	Acquired/ (Disposed)	12.4.2007	Adjusted for the Share Split on 13.4.2007	Acquired/ (Disposed)	31.12.2007
	(No. of ordinary shares of 50 sen each)			(No. of ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	1,933,800	-	1,933,800	9,669,000	2,500,000/ (1,800,000)	10,369,000
Tun Mohammed Hanif bin Omar	200	63,000/ (63,000)	200	1,000	630,000	631,000
Mr Quah Chek Tin	1,000	-	1,000	5,000	315,000/ (315,000)	5,000

Interest of Spouse/Child of a Director^	15.8.2007	Acquired/ (Disposed)	31.12.2007
	(Number of ordinary shares of 10 sen each)		
Mr Quah Chek Tin	315,000	315,000	630,000

Share Option in the names of Directors	1.1.2007	Offered/ (Exercised)	12.4.2007	Adjusted for the Share Split on 13.4.2007	Offered/ (Exercised)	31.12.2007
	(No. of unissued ordinary shares of 50 sen each)			(No. of unissued ordinary shares of 10 sen each)		
Tan Sri Lim Kok Thay	1,000,000	-	1,000,000	5,000,000	(2,500,000)	2,500,000
Tun Mohammed Hanif bin Omar	500,000	(63,000)	437,000	2,185,000	(630,000)	1,555,000
Mr Quah Chek Tin	311,000	-	311,000	1,555,000	(315,000)	1,240,000

Interest in Asiatic Development Berhad

Shareholdings in the name of Director	1.1.2007	Acquired/ (Disposed)	31.12.2007
	(Number of ordinary shares of 50 sen each)		
Tan Sri Lim Kok Thay	144,000	825,000/ (600,000)	369,000

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

DIRECTORATE (cont'd)

Interest in Asiatic Development Berhad (cont'd)

Share Option in the name of Director	1.1.2007	Offered/ (Exercised)	31.12.2007
	(Number of unissued ordinary shares of 50 sen each)		
Tan Sri Lim Kok Thay	825,000	(825,000)	-

Interest in Genting International P.L.C.

Shareholdings in the name of Director	1.1.2007	Acquired/ (Disposed)	31.12.2007
	(Number of ordinary shares of US$0.10 each)		
Tan Sri Lim Kok Thay	20,000	12,000	32,000

Share Option in the names of Directors	1.1.2007	Offered/ (Exercised)	16.9.2007	Adjusted pursuant to the Rights Issue on 17.9.2007	Offered/ (Exercised)	31.12.2007
	(No. of unissued ordinary shares of US$0.10 each)					
Tan Sri Lim Kok Thay	5,000,000	-	5,000,000	5,658,536	-	5,658,536
Tun Mohammed Hanif bin Omar	1,000,000	-	1,000,000	1,131,707	-	1,131,707
Tan Sri Alwi Jantan	1,000,000	-	1,000,000	1,131,707	-	1,131,707
Mr Quah Chek Tin	1,500,000	-	1,500,000	1,697,560	-	1,697,560
Tan Sri Wan Sidek bin Hj Wan Abdul Rahman	1,000,000	-	1,000,000	1,131,707	-	1,131,707
Tan Sri Dr. Lin See Yan	1,000,000	-	1,000,000	1,131,707	-	1,131,707
Tan Sri Clifford Francis Herbert	1,000,000	-	1,000,000	1,131,707	-	1,131,707
General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin	1,000,000	-	1,000,000	1,131,707	-	1,131,707

^ *Disclosure pursuant to Section 134 (12) (c) of the Companies Act, 1965 as amended by the Companies (Amendment) Act 2007 which took effect on 15 August 2007.*

Apart from the above disclosures:

(a) the Directors of the Company do not have any other interests in shares in the Company and in shares in other related corporations of the Company either at the beginning or end of the financial year; and

(b) neither during nor at the end of the financial year, was the Company a party to any arrangement whose object is to enable the Directors to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Since the end of the previous financial year, no Director of the Company has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by the Directors and the provision for Directors' retirement gratuities shown in the financial statements or the fixed salary of a full-time employee of the Company and/or related corporations) by reason of a contract made by the Company or a related corporation with the Director or with a firm of which he is a member or with a company in which he has a substantial financial interest except for any benefit which may be deemed to have arisen by virtue of the following transactions:

(i) A company in which Tan Sri Lim Kok Thay is a director and a substantial shareholder has appointed Asiatic Plantations (WM) Sdn Bhd, a wholly-owned subsidiary of Asiatic Development Berhad, which in turn is a subsidiary of Genting Berhad to provide plantation advisory services.

(ii) A corporation in which Tan Sri Lim Kok Thay and his spouse are directors and which is wholly-owned indirectly by them has rented its property to Genting International P.L.C. ("GIPLC"), a subsidiary of Genting Berhad.

(iii) A corporation which is owned by the family of Tan Sri Lim Kok Thay has been appointed by Resorts World at Sentosa Pte Ltd, an indirect wholly-owned subsidiary of GIPLC to provide professional design consultancy and master-planning services for the Resorts World at Sentosa integrated resort in Singapore.

Tan Sri Lim Kok Thay and General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin are due to retire by rotation at the forthcoming Annual General Meeting ("AGM") in accordance with Article 99 of the Articles of Association of the Company and they, being eligible, have offered themselves for re-election.

Tan Sri Alwi Jantan and Tan Sri Wan Sidek bin Hj Wan Abdul Rahman will retire pursuant to Section 129 of the Companies Act, 1965 at the forthcoming AGM and that separate resolutions will be proposed for their re-appointment as Directors at the AGM under the provision of Section 129(6) of the said Act to hold office until the next AGM of the Company.

DIRECTORS' REPORT AND STATEMENT PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965 (cont'd)

OTHER STATUTORY INFORMATION

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 had been made for doubtful debts; and

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

At the date of this report, the Directors are not aware of any circumstances:

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

(ii) which would render the values attributed to the current assets in the financial statements of the Group and of the Company misleading;

(iii) which have arisen which render adherence to the existing methods of valuation of assets or liabilities in the financial statements of the Group and of the Company misleading or inappropriate; and

(iv) not otherwise dealt with in this report or in the financial statements of the Group and of the Company, that would render any amount stated in the respective financial statements misleading.

At the date of this report, there does not exist:

(i) any charge on the assets of the Group or of the Company that 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 that has arisen since the end of the financial year.

No contingent or other liability of the Group or of the Company has become enforceable, or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the Directors, will or may substantially affect the ability of the Group or of the Company to meet their obligations as and when they fall due.

In the opinion of the Directors:

(i) the results of the operations of the Group and of the Company for the financial year have not been substantially affected by any item, transaction or event of a material and unusual nature except for those disclosed in the financial statements; 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 and of the Company for the financial year in which this report is made.

STATEMENT BY DIRECTORS PURSUANT TO SECTION 169(15) OF THE COMPANIES ACT, 1965

In the opinion of the Directors, the financial statements set out on pages 43 to 80 are drawn up so as to give a true and fair view of the state of affairs of the Group and of the Company as at 31 December 2007 and of the results and the cash flows of the Group and of the Company for the financial year ended on that date in accordance with the Financial Reporting Standards, Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards for Entities Other than Private Entities in Malaysia and comply with the provisions of the Companies Act, 1965.

HOLDING COMPANY

The Directors of the Company regard Genting Berhad, a company incorporated in Malaysia, as its immediate and ultimate holding company as Genting Berhad continues to have control over the Company within the definition of "control" as set out in FRS 127 on Consolidated and Separate Financial Statements, although its shareholding in the Company has fallen to 48.72% as at 31 December 2007.

AUDITORS

The auditors, PricewaterhouseCoopers, have expressed their willingness to continue in office.

On behalf of the Board,

TAN SRI LIM KOK THAY
Chairman and Chief Executive

TAN SRI ALWI JANTAN
Executive Director

Kuala Lumpur
28 February 2008

INCOME STATEMENTS

for the Financial Year Ended 31 December 2007

Amounts in RM million unless otherwise stated

		Group		Company	
	Note(s)	**2007**	2006	**2007**	2006
Revenue	5 & 6	**4,352.3**	3,808.5	**3,967.9**	3,469.7
Cost of sales	7	**(2,620.6)**	(2,302.2)	**(2,371.8)**	(2,064.5)
Gross profit		**1,731.7**	1,506.3	**1,596.1**	1,405.2
Other income:					
- Gain on disposal of equity investment in associate	44 (a)	**337.1**	-	**-**	-
- Others		**110.2**	63.5	**87.4**	63.4
Selling and distribution costs		**(73.7)**	(63.9)	**(49.7)**	(41.7)
Administration expenses		**(111.7)**	(99.7)	**(92.9)**	(80.9)
Other expenses	8	**(57.5)**	(39.6)	**(1,027.9)**	(61.5)
Profit from operations		**1,936.1**	1,366.6	**513.0**	1,284.5
Finance cost		**(41.9)**	(17.1)	**(41.9)**	(17.0)
Share of results in jointly controlled entity	19	**0.0**	0.0	**-**	-
Share of results in associate	20	**(63.1)**	(210.8)	**-**	-
Gain on dilution of equity investment in associate	44 (b)	**81.0**	-	**-**	-
Profit before taxation	5, 8, 9 & 10	**1,912.1**	1,138.7	**471.1**	1,267.5
Taxation	11	**(356.8)**	(193.2)	**(332.2)**	(174.8)
Profit for the financial year		**1,555.3**	945.5	**138.9**	1,092.7
Attributable to:					
Equity holders of the Company		**1,555.7**	945.9	**138.9**	1,092.7
Minority interests		**(0.4)**	(0.4)	**-**	-
Profit for the financial year		**1,555.3**	945.5	**138.9**	1,092.7
Earnings per share for profit attributable to the equity holders of the Company:					
Basic earnings per share (sen)*	12	**27.42**	17.30		
Diluted earnings per share (sen)*	12	**26.48**	17.26		
Gross dividends per share (sen)*	13	**6.48**	5.40		

* *The comparative figure was recomputed based on the enlarged number of ordinary shares in issue after the share split exercise which was completed on 16 April 2007, in accordance with FRS 133: Earnings Per Share.*

BALANCE SHEETS

as at 31 December 2007

Amounts in RM million unless otherwise stated

	Note(s)	Group 2007	Group 2006 (Restated)	Company 2007	Company 2006 (Restated)
ASSETS					
Non-Current Assets					
Property, plant and equipment	14	**3,663.4**	3,519.1	**2,006.7**	1,979.0
Land held for property development	15	**186.1**	186.1	**-**	-
Investment properties	16	**17.9**	21.6	**-**	-
Leasehold land use rights	17	**95.5**	96.6	**0.4**	0.4
Subsidiaries	18	**-**	-	**4,838.9**	5,473.9
Jointly controlled entity	19	**1.2**	1.1	**-**	-
Associate	20	**-**	2,070.6	**-**	-
Available-for-sale financial asset	21	**1,505.4**	-	**-**	-
Other long term investments	22	**535.5**	232.4	**3.1**	3.1
Long term receivables	23	**9.2**	9.5	**-**	-
		6,014.2	6,137.0	**6,849.1**	7,456.4
Current Assets					
Inventories	24	**59.1**	53.3	**31.5**	25.5
Trade and other receivables	25	**114.2**	111.7	**68.5**	70.4
Amounts due from subsidiaries	18	**-**	-	**177.8**	445.1
Amounts due from other related companies	26	**28.1**	13.8	**13.6**	6.5
Amount due from associate	20	**-**	1.4	**-**	0.2
Short term investments	27	**794.9**	853.4	**794.9**	853.4
Bank balances and deposits	28	**2,256.9**	1,127.3	**1,340.4**	1,100.9
Tax recoverable		**74.1**	74.5	**73.1**	73.1
		3,327.3	2,235.4	**2,499.8**	2,575.1
Total Assets		**9,341.5**	8,372.4	**9,348.9**	10,031.5
EQUITY AND LIABILITIES					
Equity Attributable To Equity Holders Of The Company					
Share capital	29	**583.0**	547.3	**583.0**	547.3
Reserves	30	**8,083.2**	5,702.3	**8,075.6**	7,314.5
Treasury shares	31	**(477.2)**	-	**(477.2)**	-
		8,189.0	6,249.6	**8,181.4**	7,861.8
Minority interests		**7.7**	8.1	**-**	-
Total Equity		**8,196.7**	6,257.7	**8,181.4**	7,861.8
Non-Current Liabilities					
Long term borrowings	32	**-**	41.0	**-**	-
Zero coupon convertible notes	33	**-**	1,085.9	**-**	1,085.9
Other long term liability	34	**30.3**	31.0	**-**	-
Deferred taxation	35	**203.0**	188.0	**115.5**	122.5
Provision for retirement gratuities	36	**64.8**	60.5	**62.2**	58.0
		298.1	1,406.4	**177.7**	1,266.4
Current Liabilities					
Trade and other payables	37	**492.2**	479.1	**424.3**	404.5
Amount due to holding company	26	**13.2**	12.9	**12.7**	12.6
Amount due to subsidiaries	18	**-**	-	**215.5**	362.1
Amount due to other related companies	26	**46.4**	45.0	**42.9**	42.1
Amount due to jointly controlled entity	19	**0.2**	0.2	**-**	-
Short term borrowings	32	**-**	87.8	**-**	-
Zero coupon convertible notes	33	**175.1**	-	**175.1**	-
Taxation		**119.6**	83.3	**119.3**	82.0
		846.7	708.3	**989.8**	903.3
Total Liabilities		**1,144.8**	2,114.7	**1,167.5**	2,169.7
Total Equity And Liabilities		**9,341.5**	8,372.4	**9,348.9**	10,031.5
NET ASSETS PER SHARE*		**1.43**	1.14		

* *The comparative figure was recomputed based on the enlarged number of ordinary shares in issue after the share split exercise which was completed on 16 April 2007, in accordance with FRS 133: Earnings Per Share.*

The notes set out on pages 49 to 80 form part of these financial statements.

STATEMENTS OF CHANGES IN EQUITY

for the Financial Year Ended 31 December 2007

Amounts in RM million unless otherwise stated

	Attributable to equity holders of the Company									
Group	**Share Capital**	**Share Premium**	**Fair Value Reserve**	**Reserve on Exchange Differences**	**Other Reserves**	**Treasury Shares**	**Retained Earnings**	**Total**	**Minority Interests**	**Total Equity**
Balance at 1 January 2007	**547.3**	**60.1**	**-**	**(88.0)**	**18.6**	**-**	**5,711.6**	**6,249.6**	**8.1**	**6,257.7**
Foreign exchange differences recognised directly in equity - Group	**-**	**-**	**-**	**(129.6)**	**-**	**-**	**-**	**(129.6)**	**-**	**(129.6)**
Foreign exchange reserve realised directly in income statement - Associate	**-**	**-**	**-**	**(6.7)**	**-**	**-**	**-**	**(6.7)**	**-**	**(6.7)**
Decrease in equity portion of convertible bonds in associate	**-**	**-**	**-**	**-**	**(10.2)**	**-**	**-**	**(10.2)**	**-**	**(10.2)**
Realisation of equity portion of convertible bonds in associate	**-**	**-**	**-**	**-**	**(8.1)**	**-**	**8.1**	**-**	**-**	**-**
Available-for-sale financial asset										
- Measurement at date of designation	**-**	**-**	**1,473.9**	**-**	**-**	**-**	**-**	**1,473.9**	**-**	**1,473.9**
- Fair value movement	**-**	**-**	**(1,124.4)**	**-**	**-**	**-**	**-**	**(1,124.4)**	**-**	**(1,124.4)**
Net income and expenses recognised directly in equity	**-**	**-**	**349.5**	**(136.3)**	**(18.3)**	**-**	**8.1**	**203.0**	**-**	**203.0**
Profit for the financial year	**-**	**-**	**-**	**-**	**-**	**-**	**1,555.7**	**1,555.7**	**(0.4)**	**1,555.3**
Total recognised income and expenses for the financial year	**-**	**-**	**349.5**	**(136.3)**	**(18.3)**	**-**	**1,563.8**	**1,758.7**	**(0.4)**	**1,758.3**
Share based payments under ESOS	**-**	**-**	**-**	**-**	**0.0**	**-**	**-**	**0.0**	**-**	**0.0**
Issue of shares	**35.7**	**867.6**	**-**	**-**	**-**	**-**	**-**	**903.3**	**-**	**903.3**
Buy-back of own shares	**-**	**-**	**-**	**-**	**-**	**(477.2)**	**-**	**(477.2)**	**-**	**(477.2)**
Appropriation:										
Final dividend paid for financial year ended 31 December 2006 (3.0 sen* less 27% income tax)	**-**	**-**	**-**	**-**	**-**	**-**	**(125.1)**	**(125.1)**	**-**	**(125.1)**
Interim dividend paid for financial year ended 31 December 2007 (2.88 sen less 27% income tax)	**-**	**-**	**-**	**-**	**-**	**-**	**(120.3)**	**(120.3)**	**-**	**(120.3)**
Balance at 31 December 2007	**583.0**	**927.7**	**349.5**	**(224.3)**	**0.3**	**(477.2)**	**7,030.0**	**8,189.0**	**7.7**	**8,196.7**

* *Adjusted following the subdivision of ordinary shares of 50 sen each into 5 ordinary shares of 10 sen each.*

STATEMENTS OF CHANGES IN EQUITY (cont'd)

for the Financial Year Ended 31 December 2007

Amounts in RM million unless otherwise stated

	Attributable to equity holders of the Company							
Group	**Share Capital**	**Share Premium**	**Reserve on Exchange Differences**	**Other Reserves**	**Retained Earnings**	**Total**	**Minority Interests**	**Total Equity**
Balance at 1 January 2006	545.9	33.7	66.7	19.7	4,970.4	5,636.4	8.5	5,644.9
Foreign exchange differences recognised directly in equity:								
- Group	-	-	(156.2)	-	-	(156.2)	-	(156.2)
- Associate	-	-	1.5	(1.3)	-	0.2	-	0.2
Net income and expenses recognised directly in equity	-	-	(154.7)	(1.3)	-	(156.0)	-	(156.0)
Profit for the financial year	-	-	-	-	945.9	945.9	(0.4)	945.5
Total recognised income and expenses for the financial year	-	-	(154.7)	(1.3)	945.9	789.9	(0.4)	789.5
Share based payments under ESOS	-	-	-	0.2	-	0.2	-	0.2
Issue of shares	1.4	26.4	-	-	-	27.8	-	27.8
Appropriation:								
Final dividend paid for financial year ended 31 December 2005 (2.8 sen* less 28% income tax)	-	-	-	-	(110.2)	(110.2)	-	(110.2)
Interim dividend paid for financial year ended 31 December 2006 (2.4 sen* less 28% income tax)	-	-	-	-	(94.5)	(94.5)	-	(94.5)
Balance at 31 December 2006	547.3	60.1	(88.0)	18.6	5,711.6	6,249.6	8.1	6,257.7

* *Adjusted following the subdivision of ordinary shares of 50 sen each into 5 ordinary shares of 10 sen each.*

		Non-Distributable		Distributable		
Company	**Share Capital**	**Share Premium**	**Other Reserve**	**Treasury Shares**	**Retained Earnings**	**Total**
Balance at 1 January 2007	**547.3**	**60.1**	**0.2**	**-**	**7,254.2**	**7,861.8**
Profit for the financial year	**-**	**-**	**-**	**-**	**138.9**	**138.9**
Share based payments under ESOS	**-**	**-**	**0.0**	**-**	**-**	**0.0**
Issue of shares (see Note 29)	**35.7**	**867.6**	**-**	**-**	**-**	**903.3**
Buy-back of own shares	**-**	**-**	**-**	**(477.2)**	**-**	**(477.2)**
Appropriation:						
Final dividend paid for financial year ended 31 December 2006 (3.0 sen* less 27% income tax)	**-**	**-**	**-**	**-**	**(125.1)**	**(125.1)**
Interim dividend paid for financial year ended 31 December 2007 (2.88 sen less 27% income tax)	**-**	**-**	**-**	**-**	**(120.3)**	**(120.3)**
Balance at 31 December 2007	**583.0**	**927.7**	**0.2**	**(477.2)**	**7,147.7**	**8,181.4**

		Non-Distributable		Distributable	
Company	**Share Capital**	**Share Premium**	**Other Reserve**	**Retained Earnings**	**Total**
Balance at 1 January 2006	545.9	33.7	-	6,366.2	6,945.8
Profit for the financial year	-	-	-	1,092.7	1,092.7
Share based payments under ESOS	-	-	0.2	-	0.2
Issue of shares (see Note 29)	1.4	26.4	-	-	27.8
Appropriation:					
Final dividend paid for financial year ended 31 December 2005 (2.8 sen* less 28% income tax)	-	-	-	(110.2)	(110.2)
Interim dividend paid for financial year ended 31 December 2006 (2.4 sen* less 28% income tax)	-	-	-	(94.5)	(94.5)
Balance at 31 December 2006	547.3	60.1	0.2	7,254.2	7,861.8

* *Adjusted following the subdivision of ordinary shares of 50 sen each into 5 ordinary shares of 10 sen each.*

CASH FLOW STATEMENTS

for the Financial Year Ended 31 December 2007

Amounts in RM million unless otherwise stated

	Group		Company	
	2007	2006 (Restated)	**2007**	2006 (Restated)
CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before taxation	**1,912.1**	1,138.7	**471.1**	1,267.5
Adjustments for:				
Depreciation of property, plant and equipment	**244.1**	232.4	**170.8**	152.0
Depreciation of investment properties	**0.7**	0.8	**-**	-
Amortisation of leasehold land use rights	**1.1**	1.1	**0.0**	0.0
Property, plant and equipment written off	**1.0**	0.9	**0.8**	0.9
Loss/(Gain) on disposal of property, plant and equipment	**0.0**	0.2	**(0.0)**	0.3
Gain on disposal of investment property	**(2.0)**	(0.5)	**-**	-
Impairment loss on investment in subsidiaries	**-**	-	**936.0**	13.6
Reversal of impairment loss on investment in subsidiary	**-**	-	**(12.2)**	-
Gain on disposal of equity investment in associate	**(337.1)**	-	**-**	-
Gain on dilution of equity investment in associate	**(81.0)**	-	**-**	-
Gain on disposal of short term investments	**-**	(0.1)	**-**	-
Interest income	**(85.4)**	(31.3)	**(64.4)**	(30.5)
Interest income from a subsidiary	**-**	-	**-**	(24.2)
Finance cost	**41.9**	17.1	**39.9**	2.0
Finance cost to subsidiaries	**-**	-	**2.0**	15.0
Share of results in jointly controlled entity	**(0.0)**	(0.0)	**-**	-
Share of results in associate	**63.1**	210.8	**-**	-
Allowance for doubtful debts (Note 8)	**1.6**	1.2	**50.3**	-
Net provision for retirement gratuities	**11.8**	23.0	**11.1**	22.5
Share option expenses	**0.0**	0.2	**0.0**	0.2
Realised gain on foreign exchange	**(2.9)**	-	**-**	-
Unrealised (gain)/loss on foreign exchange	**(1.2)**	(7.2)	**(1.0)**	12.0
	(144.3)	448.6	**1,133.3**	163.8
Operating profit before working capital changes	**1,767.8**	1,587.3	**1,604.4**	1,431.3
Related companies	**(11.2)**	(2.7)	**(4.8)**	1.2
(Increase)/Decrease in inventories	**(5.8)**	0.2	**(6.0)**	0.3
(Increase)/Decrease in trade and other receivables	**(1.5)**	(2.8)	**1.6**	(2.0)
Increase/(Decrease) in trade and other payables	**8.0**	(8.3)	**26.9**	(9.3)
Increase in amount due to holding company	**0.3**	2.4	**0.1**	2.4
Jointly controlled entity	**0.0**	0.0	**-**	-
Associate	**-**	(0.5)	**-**	-
Subsidiaries	**-**	-	**336.4**	89.0
Other long term assets	**0.3**	-	**-**	-
	(9.9)	(11.7)	**354.2**	81.6
Cash generated from operations	**1,757.9**	1,575.6	**1,958.6**	1,512.9
Retirement gratuities paid	**(1.4)**	(1.9)	**(1.4)**	(1.9)
Taxation paid	**(305.0)**	(247.9)	**(301.8)**	(244.7)
Advanced membership fees	**(0.6)**	(0.8)	**-**	-
	(307.0)	(250.6)	**(303.2)**	(246.6)
NET CASH FLOW FROM OPERATING ACTIVITIES	**1,450.9**	1,325.0	**1,655.4**	1,266.3

CASH FLOW STATEMENTS (cont'd)

for the Financial Year Ended 31 December 2007

Amounts in RM million unless otherwise stated

	Group		Company	
	2007	2006 (Restated)	**2007**	2006 (Restated)
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of property, plant and equipment	**(412.6)**	(320.4)	**(212.8)**	(264.9)
Proceeds from disposal of property, plant and equipment	**1.1**	1.1	**0.8**	1.3
Subsequent expenditure of investment property	**-**	(0.1)	**-**	-
Proceeds from disposal of investment property	**5.0**	1.0	**-**	-
Purchase of investments	**(330.6)**	(263.8)	**-**	-
Proceeds from disposal of investments	**-**	0.1	**-**	-
Subscription of shares issued by existing subsidiaries	**-**	-	**(312.9)**	(268.2)
Subscription of shares in newly incorporated subsidiaries	**-**	-	**(115.8)**	-
Proceeds from disposal of equity investment in associate	**1,172.6**	-	**-**	-
Dividends received	**-**	0.0	**-**	-
Interest received	**84.2**	31.3	**64.8**	30.6
NET CASH FLOW FROM INVESTING ACTIVITIES	**519.7**	(550.8)	**(575.9)**	(501.2)
CASH FLOWS FROM FINANCING ACTIVITIES				
Purchase of treasury shares	**(477.2)**	-	**(477.2)**	-
Dividends paid	**(245.4)**	(204.7)	**(245.4)**	(204.7)
Interest paid	**(2.6)**	(18.3)	**(2.6)**	-
Interest paid to subsidiaries	**-**	-	**-**	(18.3)
Proceeds received on exercise of share option	**31.1**	27.8	**31.1**	27.8
Net proceed from the issuance of zero coupon convertible notes (Note 33)	**-**	1,083.9	**-**	1,083.9
Settlement of zero coupon convertible notes (Note 33)	**(77.6)**	-	**(77.6)**	-
Repayment of borrowings	**(125.9)**	(396.1)	**-**	-
Repayment of borrowings to a subsidiary	**-**	-	**(125.9)**	(396.1)
Other financing expenses	**(0.9)**	-	**(0.9)**	-
NET CASH FLOW FROM FINANCING ACTIVITIES	**(898.5)**	492.6	**(898.5)**	492.6
NET INCREASE IN CASH AND CASH EQUIVALENTS	**1,072.1**	1,266.8	**181.0**	1,257.7
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE FINANCIAL YEAR	**1,980.7**	714.8	**1,954.3**	696.6
EFFECT OF CURRENCY TRANSLATION	**(1.0)**	(0.9)	**-**	-
CASH AND CASH EQUIVALENTS AT END OF THE FINANCIAL YEAR	**3,051.8**	1,980.7	**2,135.3**	1,954.3
ANALYSIS OF CASH AND CASH EQUIVALENTS				
Bank balances and deposits (Note 28)	**2,256.9**	1,127.3	**1,340.4**	1,100.9
Money market instruments (Note 27)	**794.9**	853.4	**794.9**	853.4
	3,051.8	1,980.7	**2,135.3**	1,954.3

NOTES TO THE FINANCIAL STATEMENTS

31 December 2007

Amounts in RM million unless otherwise stated

1. PRINCIPAL ACTIVITIES

The Company is involved in a tourist resort business at Genting Highlands and its principal activities cover leisure and hospitality services, which comprise gaming, hotel, entertainment and amusement.

The principal activities of the subsidiaries include property development and management, leisure and hospitality services, investments, timeshare ownership scheme, tours and travel related services.

During the financial year, the Group ceased to have significant influence over an associate involved in the cruise and cruise related operation (See Note 20 to the financial statements).

Details of the principal activities of the subsidiaries are set out in Note 43 to the financial statements.

Apart from the above, there have been no other significant changes in the nature of the activities of the Group and of the Company during the financial year.

2. BASIS OF PREPARATION

The financial statements have been prepared in accordance with and comply with the Financial Reporting Standards, Malaysian Accounting Standards Board ("MASB") Approved Accounting Standards for Entities Other than Private Entities in Malaysia and the provisions of the Companies Act, 1965. The bases of measurement applied to assets and liabilities are cost, amortised cost, lower of cost and net realisable value, revalued amount and fair value.

The preparation of financial statements in conformity with the Financial Reporting Standards and the provisions of the Companies Act, 1965 requires the Directors to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the financial year. It also requires Directors to exercise their judgments in the process of applying the Company's accounting policies. Although these judgments and estimates are based on the Directors' best knowledge of current events and actions, actual results could differ from those judgments and estimates.

JUDGMENTS AND ESTIMATIONS

In the process of applying the Group's accounting policies, management makes judgments that can significantly affect the amount recognised in the financial statements. These judgments include:

i) Investment in Star Cruises Limited ("SCL")

The Group complies with Financial Reporting Standard 128: Investments in Associate ("FRS 128") on the definition of an associate. An associate is a company in which the Group exercises significant influence. Following FRS 128, the Group is presumed to have significant influence when it holds, directly or indirectly, 20 per cent or more of the voting power of an entity. Conversely, if the Group holds, directly or indirectly, less than 20 per cent of the voting power of that entity, it is presumed that the investor does not have significant influence and therefore not an associate.

The management assessed and concluded that there is no evidence of the existence of significant influence by the Group over SCL as:

a) There is no representation on the board of directors or equivalent governing body of SCL;
b) There is no participation in policy-making processes, including participation in decisions about dividends or other distributions;

JUDGMENTS AND ESTIMATIONS (cont'd)

i) Investment in Star Cruises Limited ("SCL") (cont'd)

c) There are no material transactions, interchange of managerial personnel or provision of essential technical information between the Group and SCL.

By virtue of the above, SCL will not be considered an associated company of the Group and the Group will not equity account the results of SCL when the Group's shareholding falls below 20%. As at 31 December 2007, the Group's shareholding in SCL was approximately 19.3%.

ii) Impairment of Investments in Subsidiaries

The Company follows the guidance of Financial Reporting Standard 136: Impairment of Assets ("FRS 136") to determine whether the Company's investment in subsidiary is impaired. In making this judgment, the Company evaluates, among other factors, the fair value and value in use of its subsidiaries. The fair value is the amount obtainable from the sale of an asset or cash generating unit of the subsidiary in an arms length transaction less the cost of disposal. The determination of fair value is based on the best information available including but not limited to the quoted market prices when available and independent appraisals, as appropriate. The calculation of value in use takes into consideration of estimated future cash flows of the subsidiary, expectations about possible variations in the amount or timing of these future cash flows, and time value of money.

The investment in subsidiary will be impaired if the carrying amount exceeds its recoverable amount measures at the higher of its fair value less cost to sell and value in use. An impairment loss is charged to the income statement.

During the financial year, the Company recorded an impairment loss of RM936.0 million in the Income Statement.

Significant estimates used in the preparation of financial statements that may cause a material adjustment to the carrying amount of assets and liabilities are:

i) Provision for taxation

The Group is subject to income taxes in numerous jurisdictions in which the Group operates. Significant judgment is required in determining the provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for tax based on estimates of assessment of the tax liability due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

3. SIGNIFICANT ACCOUNTING POLICIES

Adoption of new Financial Reporting Standards

Accounting policies adopted by the Group and the Company have been applied consistently in dealing with all material items in relation to the financial statements, unless otherwise stated. The following new and revised Financial Reporting Standards ("FRS") that are relevant to the Group have been adopted during the financial year:

FRS 117	Leases
FRS 119	Employee Benefits
FRS 124	Related Party Disclosures

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Adoption of new Financial Reporting Standards (cont'd)

The adoption of the above FRSs did not result in substantial changes to the Group's accounting policies other than the effects of the following FRS:

FRS 117	Leases

Standards, amendments to published standards and interpretations to existing standards that are not yet effective and have not been early adopted

The new standards, amendments to published standards and interpretations that are mandatory for the Group and the Company's financial periods beginning on or after 1 January 2008, which the Group and the Company have not early adopted, are as follows:

FRS 107_{2007}	Cash Flow Statements
FRS 112_{2007}	Income Taxes
FRS 118_{2007}	Revenue
FRS 134_{2007}	Interim Financial Reporting
FRS 137_{2007}	Provisions, Contingent Liabilities and Contingent Assets
Amendment to FRS 121_{2007}	The Effects of Changes in Foreign Exchange Rates - Net Investment in Foreign Operation.
IC Interpretation 8	Scope of FRS 2.

The above FRSs and IC interpretations are not expected to have any significant financial impact for the Group and the Company for the financial year ending 31 December 2008, except for FRS 112_{2007} which possible impact is disclosed in Note 35.

Standards, amendments to published standards and interpretations that are not yet effective and not relevant for the Group and the Company's operations:

FRS 111_{2007}	Construction Contracts
FRS 120_{2007}	Accounting for Government Grants and Disclosure of Government Assistance
IC Interpretation 1	Changes in Existing Decommissioning, Restoration and Similar Liabilities.
IC Interpretation 2	Members' Shares in Co-operative Entities and Similar Instruments.
IC Interpretation 5	Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds.
IC Interpretation 6	Liabilities arising from Participating in a Specific Market - Waste Electrical and Electronic Equipment.
IC Interpretation 7	Applying the Restatement Approach under FRS 129_{2004} Financial Reporting in Hyperinflationary Economies.

The effective date for FRS 139 Financial Instruments: Recognition and Measurement has yet to be determined by the MASB. Entities are exempted from disclosing the impact of FRS 139 prior to its effective date.

The principal effect of the changes in accounting policies resulting from the adoption of FRS 117 Leases by the Group and the Company is as follows:

Adoption of new Financial Reporting Standards (cont'd)

i) FRS 117 Leases

Prior to the adoption of the revised FRS 117, leasehold land was classified as property, plant and equipment and was stated at cost or valuation less accumulated depreciation and impairment losses as applicable. Under the revised FRS 117, leasehold land is categorised as an operating lease unless title passes to the lessee at the end of the lease term. With the adoption of the revised FRS 117, the unamortised carrying amounts of leasehold land are now classified as leasehold land use rights (referred to as prepaid lease payment in FRS 117, Leases) and amortised over the period of its remaining lease term, as allowed by the transitional provisions of the revised FRS 117. The reclassification of leasehold land as leasehold land use rights has been accounted for retrospectively and the comparatives in the balance sheet and cash flow statement have been restated.

The financial impact to the Group and the Company arising from the adoption of this accounting policy is as follows:

	Current financial year ended 31 December 2007	
	Group	**Company**
Increase in Leasehold Land Use Rights	**95.5**	**0.4**
Decrease in Property, Plant and Equipment	**(95.5)**	**(0.4)**

The effects on the comparatives to the Group and the Company on adoption of FRS 117 are as follows:

As at 31 December 2006	**As previously reported**	**Effect of adoption of FRS 117**	**As restated**
Group			
Property, plant and equipment	3,615.7	(96.6)	3,519.1
Leasehold land use rights	-	96.6	96.6
Company			
Property, plant and equipment	1,979.4	(0.4)	1,979.0
Leasehold land use rights	-	0.4	0.4

The following are the significant accounting policies adopted by the Group:

Basis of Consolidation

Investments in subsidiaries are eliminated on consolidation while investments in jointly controlled entities and associates are accounted for by the equity method of accounting.

a) Subsidiaries

The consolidated financial statements include the audited financial statements of the Company and all its subsidiaries made up to the end of the financial year. Subsidiaries are those companies in which the Group has power to exercise control over the financial and operating policies so as to obtain benefits from their activities.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Basis of Consolidation (cont'd)

a) Subsidiaries (cont'd)

Subsidiaries are consolidated from the date on which effective control is transferred to the Group and are no longer consolidated from the date that control ceases. Subsidiaries are consolidated using the purchase method of accounting whereby the results of subsidiaries acquired or disposed of during the financial year are included from the date of acquisition up to the date when the control ceases. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the Group's share of the fair value of the identifiable net assets of the subsidiary acquired at the date of acquisition is reflected as goodwill. See the accounting policy note on the treatment of goodwill.

All material intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also been eliminated unless cost cannot be recovered. Where necessary, accounting policies for subsidiaries have been changed to ensure consistency with the policies adopted by the Group.

The gain or loss on disposal of a subsidiary is the difference between net disposal proceeds and the Group's share of its net assets together with any balance of goodwill on acquisition and exchange differences which were not previously recognised in the consolidated income statement.

Minority interests is measured at the minorities' share of the fair value of the identifiable assets and liabilities of the acquiree as at the date of acquisition and the minorities' share of movements in the acquiree's net assets since that date. Separate disclosure is made of minority interests.

b) Jointly controlled entities

Jointly controlled entities are corporations, partnerships or other entities over which there is contractually agreed sharing of control by the Group with one or more parties.

The Group's interests in jointly controlled entities are accounted for in the consolidated financial statements by the equity method of accounting. Equity accounting involves recognising the Group's share of the post acquisition results of jointly controlled entities in the income statement and its share of post acquisition movements within reserves in reserves. The cumulative post acquisition movements are adjusted against the cost of the investment and includes goodwill on acquisition less impairment losses, where applicable. See accounting policy note on impairment of assets.

The Group recognises the portion of gains or losses on the sale of assets by the Group to the joint venture that is attributable to the other parties in the ventures. The Group does not recognise its share of profits or losses from the joint venture until it resells the assets to an independent party. However, if a loss on the transaction provides evidence of a reduction in the net realisable value of current assets or an impairment loss, the loss is recognised immediately.

Where necessary, in applying the equity method, adjustments have been made to the financial statements of jointly controlled entities to ensure consistency of accounting policies with those of the Group.

Basis of Consolidation (cont'd)

c) Associates

Associates are companies in which the Group exercises significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the associates but not control over those policies.

Investments in associates are accounted for by the equity method of accounting and are initially recognised at cost. Equity accounting involves recognising in the income statement the Group's share of the associates' results for the financial year. The Group's interest in associates is stated at cost net of goodwill written off, for acquisitions prior to 1 January 2004, plus adjustments to reflect changes in the Group's share of the net assets of the associates. Equity accounting is discontinued when the carrying amount of the investment in an associate reaches zero, unless the Group has incurred obligations or made payment on behalf of the associate.

The Group's investment in associates includes goodwill (net of any accumulated impairment loss) identified on acquisition.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the assets transferred.

Where necessary, in applying the equity method, adjustments have been made to the financial statements of associates to ensure consistency of accounting policies with those of the Group.

When the Group ceases to have significant influence over an associate, the Group discontinues the use of equity method from the date that it ceases to have significant influence over an associate and shall account for the investment as available-for-sale financial asset in accordance with FRS 139, *Financial Instruments: Recognition and Measurement*, from that date.

See accounting policy note on available-for-sale financial asset.

Property, Plant and Equipment

Property, plant and equipment are tangible items that:

i) are held for use in the production or supply of goods or services, or for administrative purposes; and

ii) are expected to be used during more than one period.

Property, plant and equipment are stated at cost less accumulated depreciation, amortisation and impairment loss where applicable.

Cost includes expenditure that is directly attributable to the acquisition of the items.

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. All other repairs and maintenance are charged to the income statement during the financial period that they are incurred.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Property, Plant and Equipment (cont'd)

The depreciable amount of an item of property, plant and equipment is determined as the difference between the cost less its residual value. The residual value is the estimated amount that the Group expects to obtain from disposal of the asset, after deducting the estimated cost to disposal, if the asset was already of the age and in the condition expected at the end of its useful life.

Freehold land and property, plant and equipment which are under construction are not depreciated. Depreciation on assets under construction commences when the assets are ready for their intended use. The Group depreciates other assets based on their consumption pattern and is applied separately to each significant component.

Other property, plant and equipment are depreciated over their estimated useful lifes using the straight-line method. The annual rates of depreciation used for the major classes of property, plant and equipment are as follows:

Buildings and improvements	2% – 50%
Plant, equipment and vehicles	5% – 50%

The assets residual values and useful life are reviewed annually and revised if appropriate.

Where an indication of impairment exists, the carrying amount of the asset is assessed and written down immediately to its recoverable amount. See accounting policy note on impairment of assets.

Gains and losses on disposals are determined by comparing net disposal proceeds with the carrying amount and are included in the income statement. On disposal of revalued assets, amounts in the revaluation reserve relating to those assets are transferred to retained earnings.

Investment Properties

Investment properties consist of investments in land and buildings that are held for long-term rental yield and/or for capital appreciation and are not occupied by the Group. It is initially measured at cost, including direct transaction costs.

The Group adopted the cost model to measure all its investment properties. Under the cost model, investment property is measured at depreciated cost less any accumulated impairment losses. The annual rate of depreciation used for investment properties is 2%.

Where an indication of impairment exists, the carrying amount of the asset is assessed and written down immediately to its recoverable amount. See accounting policy note on impairment of assets.

Gains and losses on disposal are determined by comparing net disposal proceeds with the carrying amount and are included in the income statement.

Leasehold Land Use Rights

Leasehold land that normally has a finite economic life and title is not expected to pass to the lessee by the end of the lease term is treated as an operating lease. The payment made on entering into or acquiring a leasehold land is accounted as leasehold land use rights (referred to as prepaid lease payment in FRS 117, Leases) that are amortised over the lease term in accordance with the pattern of benefits provided.

The Group had previously classified the leasehold land use rights within its property, plant and equipment. On adoption of FRS 117, Leases, the Group treats such a lease as an operating lease, with the unamortised carrying amount classified as leasehold land use rights.

Leasehold Land Use Rights (cont'd)

Leasehold land use rights with lease period of 99 years or less are amortised equally over their respective periods of lease.

Property Development Activities

a) Land held for property development

Land held for property development consists of land on which no significant development work has been undertaken or where development activities are not expected to be completed within the normal operating cycle. Such land is classified as non-current asset and is stated at cost less accumulated impairment losses, if any.

Cost comprises cost of land and all related costs incurred on activities necessary to prepare the land for its intended use. Where the Group had previously recorded the land at revalued amounts, it continues to retain this amount as its surrogate cost as allowed by FRS 201_{2004} (previously MASB 32), Property Development Activities. Where an indication of impairment exists, the carrying amount of the asset is assessed and written down immediately to its recoverable amount. See accounting policy note on impairment of assets.

Land held for development is transferred to property development costs and included under current assets when development activities have commenced and where the development activities can be completed within the normal operating cycle.

b) Property development costs

Property development costs comprise costs associated with the acquisition of land and all costs directly attributable to development activities or costs that can be allocated on a reasonable basis to these activities.

When the outcome of the development activity can be estimated reliably, property development revenue and expenses are recognised by using the percentage of completion method in respect of sales where agreements have been finalised. Under this method, profits are recognised as the property development activity progresses. The stage of completion is determined based on proportion of property development costs incurred for work performed up to the balance sheet date over the estimated total property development cost to completion.

When the 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 of recovery, and property development costs on the development units sold are recognised when incurred. Foreseeable losses, if any, arising when it is probable that total property development costs (including expected defect liability expenditure) will exceed total property development revenue, are recognised immediately in the income statement.

Property development costs not recognised as an expense is recognised as an asset and is stated at the lower of cost and net realisable value. Upon completion of development, the unsold completed development properties are transferred to inventories.

Where revenue recognised in the income statement exceed billings to purchasers, the balance is shown as accrued billings under trade and other receivables (within current assets). Where billings to purchasers exceed revenue recognised in the income statement, the balance is shown as progress billings under trade and other payables (within current liabilities).

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Available-For-Sale Financial Asset

Pursuant to paragraphs 18 and 19 of FRS 128, *Investments in Associates*, in the event the Group ceased to have significant influence over its associates, the Group shall discontinue the use of equity method from the date that it ceases to have significant influence over the associate and shall account for the investment in accordance with FRS 139, *Financial Instruments: Recognition and Measurement*, from that date.

The carrying amount of the investment at the date of recognition is regarded as its cost on initial measurement as an available-for-sale financial asset ("AFS"). After the initial measurement, the Group measures the AFS at its fair values based on quoted prices in an active market.

Any gain or loss arising from a change in the fair value of the AFS is recognised directly in equity as Fair Value Reserve, except for impairment losses and foreign exchange gains and losses, if any, until the AFS is derecognised, at which time the cumulative gain or loss previously recognised in equity shall be recognised in income statement.

When a decline in the fair value of the AFS has been recognised directly in equity and there is objective evidence that the asset is impaired, the cumulative loss that had been recognised directly in equity is removed from Fair Value Reserve and recognised in the income statement even though the AFS has not been derecognised. The amount of cumulative loss is measured as the difference between the carrying amount and current fair value, less any impairment loss on that AFS previously recognised in the income statement including any related foreign exchange component. Impairment losses recognised in the income statement on such amount are not subsequently reversed through income statement but in equity.

Investments

Long term investments, both quoted and unquoted, include investments in subsidiaries, jointly controlled entities, associates and other non-current investments.

Investments in other long term investments are stated at cost less impairment losses. An allowance for diminution in value is made where, in the opinion of the Directors, there is a decline other than temporary in the value of such investments. Such a decline is recognised as an expense in the period in which it is identified.

Short term quoted investments are stated at the lower of cost and market value, determined on a portfolio basis by comparing aggregate cost against aggregate market value. Market value is calculated by reference to quoted selling prices at the close of business on the balance sheet date. Money market instruments are stated at the lower of cost and net realisable value.

On disposal of an investment, the difference between net disposal proceeds and its carrying amount is charged/credited to the income statement.

Intangible Assets

a) Goodwill

Goodwill represents the excess of the cost of acquisition over the Group's share of the fair value of the identifiable net assets of the subsidiaries/jointly controlled entities/associates at the date of acquisition. Goodwill on acquisition of subsidiaries on or after 1

Intangible Assets (cont'd)

a) Goodwill (cont'd)

January 2004 is recognised as an intangible asset and disclosed separately on the consolidated balance sheet at cost less any impairment losses. Goodwill, less any impairment losses, on acquisition of associates occurring on or after 1 January 2004 is included in investments in associates and is tested for impairment as part of the overall balance. Separately recognised goodwill is tested annually for impairment and is stated at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash generating units for the purpose of annual impairment testing. The allocation is made to those cash generating units or groups of cash generating units that are expected to benefit from the business combination in which the goodwill arose.

Impairment of Assets

The carrying values of assets, other than inventories, assets arising from construction contracts, deferred tax assets and financial assets (excluding investments in subsidiaries, jointly controlled entity and associates), are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. If such indication exists, an impairment review is performed to assess whether the carrying amount of the asset is fully recoverable.

Irrespective of whether there is any indication of impairment, the Group also:

a) tests intangible assets with indefinite useful life or intangible assets not yet available for use, if any, for impairment annually by comparing its carrying amount with its recoverable amount.

b) tests goodwill acquired in a business combination, if any, for impairment annually.

Impairment loss is recognised when the carrying amount of the asset exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and its value in use, which is measured by reference to discounted future cash flows. Recoverable amounts are estimated for individual assets, or if it is not possible, for the cash generating unit.

An impairment loss is charged to the income statement, unless the asset is carried at revalued amount, in which case the impairment loss is used to reduce the revaluation surplus.

Assets other than goodwill that have suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost includes, where relevant, appropriate proportions of overheads and is determined on a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, less costs to completion and selling expenses.

The cost of unsold properties comprises cost associated with the acquisition of land, direct costs and an appropriate proportion of allocated costs attributable to property development activities.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Receivables

Receivables are carried at estimated realisable value. In estimating realisable value, an allowance is made for doubtful receivables based on a review of all outstanding amounts at the financial year end. Bad debts are written off to the income statement during the financial year in which they are identified.

Cash and Cash Equivalents

Cash and cash equivalents include cash and bank balances, deposits and other short term, highly liquid investments that are readily convertible to known amounts of cash and are subject to insignificant risk of changes in value. Money market instruments are included within the short term investments in current assets in the balance sheet.

Share Capital

Ordinary shares are classified as equity in the balance sheet. Costs directly attributable to the issuance of new equity shares are taken to equity as a deduction from the proceeds.

Treasury Shares

Where the Company or its subsidiaries purchases the Company's equity share capital, the consideration paid, including any directly attributable incremental external costs, net of tax, is deducted from total shareholders' equity as treasury shares until they are cancelled, reissued or disposed of.

Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental external costs and the related tax effects, is included in shareholders' equity.

Where the share retirement method is applied, the nominal value of the shares repurchased is cancelled by a debit to the share capital account. An amount equivalent to the nominal value of the shares repurchased is transferred to a capital redemption reserve.

The consideration, including any acquisition cost and premium or discount arising from the shares repurchased, is adjusted directly to the share premium account or any other suitable reserve. In the circumstance where there is no or insufficient share premium, the consideration, or its balance thereof, is adjusted to any other suitable reserve.

The shares cancelled and the adjustments made to share premium or reserves would be shown as a movement in the share capital account and the share premium or reserve account respectively.

Borrowings

Borrowings are recognised based on proceeds received. Costs incurred on borrowings to finance qualifying assets are capitalised until the assets are ready for their intended use after which such expenses are charged to the income statement. All other borrowing costs are charged to the income statement.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

Contingent Liabilities and Contingent Assets

The Group does not recognise a contingent liability but discloses its existence in the financial statements. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. When a change in the probability of an outflow of economic resources occurs so that the outflow is probable, it will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events whose existence will be confirmed by uncertain future events beyond the control of the Group. The Group does not recognise contingent assets but discloses its existence where inflow of economic benefits are probable, but not virtually certain. When inflow of economic resources is virtually certain, the asset is recognised.

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate can be made of the amount of the obligation.

Income Taxes

a) Current taxation

Current taxation is determined according to the tax laws of each jurisdiction in which the Group operates and includes all taxes based upon the taxable income and is measured using the tax rates which are applicable at the balance sheet date.

b) Deferred taxation

Deferred tax liabilities and/or assets are recognised, using liability method, on temporary differences between the carrying amounts of assets and liabilities in the financial statements and their related tax bases. However, deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the deferred tax assets can be utilised. Deferred tax liability in respect of asset revaluations is also recognised. Deferred tax liabilities and assets are measured at the tax rates that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax is recognised on temporary differences arising on investments in subsidiaries, jointly controlled entity and associates except where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Employee Benefits

a) Short term employee benefits

Short term employee benefits include wages, salaries, bonus, social security contributions and paid annual leave. These benefits are accrued when incurred and are measured on an undiscounted basis.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Employee Benefits (cont'd)

b) Post employment benefits

Post employment benefits include defined contribution plans under which the Group pays fixed contributions into a separate entity (a fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee service in the current and prior periods. These benefits are accrued when incurred and are measured on an undiscounted basis.

c) Long term employee benefits

Long term employee benefits include retirement gratuities payable under a retirement gratuity scheme which was established in 1991 by the Board of Directors for Executives and Executive Directors of the Company and certain subsidiaries. The level of retirement gratuities payable is determined by the Board of Directors in relation to the past services rendered and it does not take into account the employee's service to be rendered in later years up to retirement. The gratuity, which is calculated based either on length of service and basic salary as at the reporting date or on the basis of emoluments earned in the immediate past three years, is a vested benefit when the employee reaches retirement age.

The present value of the retirement gratuities is determined by discounting the amount payable by reference to market yields at the balance sheet date on high quality corporate bonds which have terms to maturity approximating the terms of the related liability. Employee turnover is also factored in arriving at the level of the retirement gratuities payable. The differences arising from the application of such discounting as well as any past service costs and the effects of any curtailments or settlements, if any, are recognised immediately in the income statement.

Such retirement gratuities payable are classified as current liabilities where it is probable that a payment will be made within the next twelve months and also provided that the amount has been approved for payment by the Board of Directors.

d) Share-based compensation

The Company operates an equity-settled, share-based compensation plan, where share options are issued to the eligible executives and executive directors.

The fair value of employee services rendered in exchange for the grant of the share options is recognised as an expense over the vesting period. The total amount to be expensed in the income statement over the vesting period is determined by reference to the fair value of each share option granted at the grant date and the number of share options vested by vesting date, with a corresponding increase in equity (option reserve). At each balance sheet date, the respective companies will revise its estimates of the number of share options that are expected to become exercisable. The option reserves in respect of options which have been lapsed are transferred to retained earnings.

The proceeds received net of any directly attributable transaction costs are credited to share capital and share premium when the options are exercised.

Employee Benefits (cont'd)

d) Share-based compensation (cont'd)

The fair value of the options was determined using "Trinomial" model based on the closing market price at Offer Date, the exercise price, expected volatility based on its historical volatility, option life and a risk free interest rate of 3.40% to 3.70% based on the yield on Malaysian Government Securities maturing between 5 to 10 years. The fair value of options granted to employees has been treated as additional paid in capital to be recognised as an expense over the option period. The unamortised amount is included as a separate component of reserves.

Revenue Recognition

Revenues are recognised upon delivery of products or performance of services, net of sales tax and discounts, and after eliminating revenue within the Group.

Casino revenue represents net house takings. The casino license in Malaysia is renewable every three months.

Sales of short term investments are accounted net of the cost of the respective investments when the contracts are executed.

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

Dividends

Dividends on ordinary shares are accounted for in shareholders' equity as an appropriation of retained earnings and accrued as a liability in the financial year in which the obligation to pay is established.

Foreign Currency Translation

a) Functional and presentation currency

Items included in the financial statements of each of the Group's entities 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 the Company's functional and presentation currency.

b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. At the balance sheet date, non-monetary items are translated at balance sheet date using historical rates or rates prevailing when the fair value of the assets are determined. Monetary items are translated at the closing rate. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities at closing rate are recognised in the income statement. However, the exchange differences arising on monetary items that form part of the net investment in the foreign operations are recognised directly in equity in the consolidated financial statements until the disposal of the foreign operations in which case they are recognised as gain or loss in the consolidated income statement.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Foreign Currency Translation (cont'd)

c) Group companies

On consolidation, the results and financial position of all the Group's entities which have a functional currency different from that of the Group's presentation currency are translated into the Group's presentation currency as follows:

i) assets and liabilities, including goodwill and fair value adjustments arising from business combinations, for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

ii) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and

iii) all resulting exchange differences are recognised as a separate component of equity.

Financial Instruments

A financial instrument is any contract that gives rise to both a financial asset of one enterprise and a financial liability or equity instrument of another enterprise.

A financial asset is any asset that is cash, a contractual right to receive cash or another financial asset from another enterprise, a contractual right to exchange financial instruments with another enterprise under conditions that are potentially favourable, or an equity instrument of another enterprise.

A financial liability is any liability that is a contractual obligation to deliver cash or another financial asset to another enterprise, or to exchange financial instruments with another enterprise under conditions that are potentially unfavourable.

a) Financial instruments recognised on the balance sheet

The recognition method adopted for financial instruments that are recognised on the balance sheet are disclosed separately in the individual policy statements associated with the relevant financial instrument.

The financial assets and liabilities of the Group are primarily denominated in Ringgit Malaysia. Financial assets and liabilities that are denominated in other currencies, where material, have been disclosed in the Notes to the financial statements.

b) Financial instruments not recognised on the balance sheet

The Group, in managing its interest and currency exposures, enters into foreign currency forward contracts, interest rate swap and currency swap agreements. These instruments are not recognised in the financial statements on inception.

As foreign currency forward contracts are entered into to cover the Group's commitments in foreign currencies, the closing rates are used to translate the underlying foreign currency transactions into Ringgit Malaysia.

Financial Instruments (cont'd)

b) Financial instruments not recognised on the balance sheet (cont'd)

The related interest differentials under the swap agreements for interest rate swaps are recognised over the terms of the agreements in interest expense.

The underlying foreign currency assets or liabilities, which are effectively hedged by currency swap agreements, and designated as a hedge, are translated in the respective hedged currencies, at their closing rates.

c) Fair value estimation for disclosure purposes

The fair value of publicly traded securities is based on quoted market prices at the balance sheet date. For non-traded financial instruments, the Group uses various methods and makes assumptions that are based on market conditions. Comparisons are made to similar instruments that are publicly traded and estimates based on discounted cash flow techniques are also used. For other long term financial assets and liabilities, fair value is estimated by discounting future contractual cash flows at appropriate interest rates.

The book values of financial assets and liabilities with maturities of less than one year are assumed to approximate their fair values.

Segmental Reporting

The Group adopts business segment analysis as its primary reporting format and geographical segment analysis as its secondary reporting format.

Revenues are attributed to geographical segments based on location of customers where sale is transacted. Assets are allocated based on location of assets.

Segment revenues and expenses are those directly attributable to the segments and include any joint revenues and expenses where a reasonable basis of allocation exists. Segment assets include all assets used by the segment and consist principally of property, plant and equipment net of accumulated depreciation, amortisation and impairment loss, land held for property development, property development costs, inventories and receivables. Segment liabilities comprise operating liabilities. Both segment assets and liabilities do not include income tax assets and liabilities and interest bearing instruments.

4. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's overall financial risk management objective is to optimise the value creation for shareholders. The Group seeks to minimise the potential adverse impacts arising from fluctuations in foreign currency exchange and interest rates and the unpredictability of the financial markets.

The Group operates within clearly defined guidelines that are approved by the Board of Directors and do not trade in financial instruments. Financial risk management is carried out through risk reviews conducted at all significant operational units. This process is further enhanced by effective internal controls, a group-wide insurance programme and adherence to the financial risk management policies.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

4. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (cont'd)

The main areas of financial risks faced by the Group are as follows:

Foreign currency exchange risk

The Group is exposed to foreign currency exchange risk when it enters into transactions that are not denominated in their functional currencies. The Group attempts to significantly limit its exposure for all committed transactions by entering into forward foreign currency exchange contracts within the constraints of market and government regulations.

Interest rate risk

Interest rate risks mainly arise from the Group's borrowings. The Group manages this risk through the use of fixed and floating rate debt and derivative financial instruments. Derivative financial instruments are used, where appropriate, to generate the desired interest rate profile.

Market risk

The Group, in the normal course of business, is exposed to market risks in respect of its equity investments. The Group manages its risk through established guidelines and policies.

Credit risk

Exposure to credit risk arises mainly from sales made on deferred credit terms. Credit terms offered by the Group range from 30 days to 60 days from date of transaction. Risks arising therefrom are minimised through effective monitoring of receivables and suspension of sales to customers which accounts exceed the stipulated credit terms. Credit limits are set and credit history is reviewed to minimise potential losses.

The Group also seeks to invest cash assets safely and profitably and buys insurance to protect itself against insurable risk. In this regard, counterparties are assessed for credit risks and limits are set to minimise any potential losses.

Liquidity risk

The Group practices prudent liquidity risk management to minimise the mismatch of financial assets and liabilities. The Group's cash flow is reviewed regularly to ensure that the Group is able to settle its commitments when they fall due.

5. SEGMENT ANALYSIS

a) Primary segment - by activity

2007 Group	Leisure & Hospitality	Properties	Others	Eliminations	Total
Revenue					
External	4,322.9	8.9	20.5	-	4,352.3
Inter segment	1.5	5.3	60.0	(66.8)	-
	4,324.4	14.2	80.5	(66.8)	4,352.3
Results					
Segment profit	1,494.5	4.0	15.1	-	1,513.6
Interest income					85.4
Finance cost					(41.9)
Gain on disposal of equity investment in associate	337.1				337.1
Gain on dilution of equity investment in associate	81.0				81.0
Share of results in jointly controlled entity			0.0		0.0
Share of results in associate	(63.1)				(63.1)
Profit before taxation					1,912.1
Taxation					(356.8)
Profit for the financial year					1,555.3
Other Information:					
Assets					
Segment assets	4,263.8	426.7	658.1	(365.8)	4,982.8
Interest bearing instruments					2,779.0
Jointly controlled entity			1.2		1.2
Available-for-sale financial asset	1,505.4				1,505.4
Unallocated corporate assets					73.1
Total assets					9,341.5

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

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5. SEGMENT ANALYSIS (cont'd)

a) Primary segment - by activity (cont'd)

2007	**Leisure & Hospitality**	**Properties**	**Others**	**Eliminations**	**Total**
Liabilities					
Segment liabilities	888.2	40.1	84.7	(365.8)	647.2
Interest bearing instruments					175.1
Unallocated corporate liabilities					322.5
Total liabilities					1,144.8
Other Disclosures					
Capital expenditure incurred	391.0	-	-	-	391.0
Depreciation and amortisation charge	243.0	1.8	1.1	-	245.9
Other significant non-cash items:					
- charges	53.2	-	-	-	53.2
- credits	2.6	-	-	-	2.6

2006	Leisure & Hospitality	Properties	Others	Eliminations	(Restated) Total
Group					
Revenue					
External	3,786.1	4.7	17.7	-	3,808.5
Inter segment	1.2	7.0	55.0	(63.2)	-
	3,787.3	11.7	72.7	(63.2)	3,808.5
Results					
Segment profit	1,306.8	1.2	27.3	-	1,335.3
Interest income					31.3
Finance cost					(17.1)
Share of results in jointly controlled entity			0.0		0.0
Share of results in associate	(210.8)				(210.8)
Profit before taxation					1,138.7
Taxation					(193.2)
Profit for the financial year					945.5
Other Information:					
Assets					
Segment assets	4,107.8	425.9	318.4	(340.7)	4,511.4
Interest bearing instruments					1,716.2
Jointly controlled entity			1.1		1.1
Associate	2,070.6				2,070.6
Unallocated corporate assets					73.1
Total assets					8,372.4
Liabilities					
Segment liabilities	864.6	46.9	57.4	(340.7)	628.2
Interest bearing instruments					1,215.3
Unallocated corporate liabilities					271.2
Total liabilities					2,114.7
Other Disclosures					
Capital expenditure incurred	332.4	0.1	0.1	-	332.6
Depreciation and amortisation charge	231.2	2.0	1.1	-	234.3
Other significant non-cash items:					
- charges	25.3	0.1	0.0	-	25.4
- credits	0.0	0.5	7.2	-	7.7

The Group is organised into two main business segments:

Leisure & Hospitality - this division includes the gaming, hotel, entertainment and amusement businesses, tours & travel related services and other support services.

Properties - this division holds the land held for development of the Group and is involved in property developments.

All other immaterial business segments including investments in equities, training services, reinsurance services and utilities services are aggregated and disclosed under "Others" as they are not of sufficient size to be reported separately. All inter-segment sales are conducted on an arms length basis.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

5. SEGMENT ANALYSIS (cont'd)

b) Secondary segment – by geographical location

	Revenue		Total Assets		Capital Expenditure	
Group	**2007**	2006	**2007**	2006	**2007**	2006
Malaysia	**4,352.3**	3,808.5	**6,407.2**	6,063.9	**391.0**	332.6
Asia Pacific (excludes Malaysia)	**-**	-	**2,934.3**	237.9	**-**	-
	4,352.3	3,808.5	**9,341.5**	6,301.8	**391.0**	332.6
Associate			**-**	2,070.6		
			9,341.5	8,372.4		

Geographically, the main business segments of the Group are concentrated in Malaysia. Included in other countries are the Group's investments in foreign corporations and interest bearing instruments.

6. REVENUE

	Group		Company	
	2007	2006	**2007**	2006
Rendering of services:				
Leisure & hospitality	**4,322.9**	3,786.1	**3,967.9**	3,469.7
Rental and properties management income	**3.8**	4.2	**-**	-
Other services	**20.5**	17.7	**-**	-
Sale of properties	**5.1**	0.5	**-**	-
	4,352.3	3,808.5	**3,967.9**	3,469.7

7. COST OF SALES

	Group		Company	
	2007	2006	**2007**	2006
Cost of inventories recognised as an expense	**118.2**	103.6	**73.9**	65.0
Cost of services and other operating costs	**2,502.4**	2,198.6	**2,297.9**	1,999.5
	2,620.6	2,302.2	**2,371.8**	2,064.5

Included in the other operating costs are gaming expenses amounting to RM939.9 million (2006: RM842.5 million) for the Group and RM983.8 million (2006: RM877.0 million) for the Company.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

8. PROFIT BEFORE TAXATION

Profit before taxation has been determined after inclusion of the following charges and credits:

	Group		Company	
	2007	2006 Restated	**2007**	2006 Restated
	RM'000	RM'000	**RM'000**	RM'000
Charges:				
Depreciation of property, plant and equipment	**244,120**	232,420	**170,821**	151,986
Depreciation of investment properties	**734**	765	**-**	-
Amortisation of leasehold land use rights	**1,130**	1,130	**5**	5
Property, plant and equipment written off	**971**	952	**805**	936
Loss on disposal of property, plant and equipment	**45**	177	**-**	306
Impairment loss on investment in subsidiaries (Included in other expenses)	**-**	-	**936,000**	13,580
Hire of equipment	**9,346**	7,711	**6,289**	5,029
Rental of land and buildings	**1,013**	1,134	**356**	470
Employee benefits expense (Note 9)	**499,096**	447,921	**418,858**	372,878
Directors' remuneration excluding estimated money value of benefits-in-kind (Note 10)	**43,984**	50,060	**43,969**	50,045
Auditors' remuneration - current year	**415**	363	**172**	144
Auditors' remuneration - underprovision in prior year	**24**	-	**19**	-
Allowance for doubtful debts - trade	**1,548**	1,187	**60**	-
Allowance for doubtful debts - amount due from subsidiaries	**-**	-	**50,300**	-
Finance cost	**41,940**	17,060	**39,931**	2,000
Net exchange losses/(gains):				
- Realised	**8,119**	(7,118)	**11,370**	9,544
- Unrealised	**(1,198)**	(7,197)	**(1,014)**	11,998
Charges by holding company:				
- Licensing fees	**143,352**	123,171	**139,469**	119,646
- Shared services fees	**4,430**	4,291	**4,037**	3,873
Charges by other related companies:				
- Management fees	**356,248**	310,735	**341,193**	297,071
- Rental of land and buildings	**3,497**	3,441	**2,964**	2,917
- Hire of equipment	**6,223**	6,071	**5,929**	5,838
- Shared services fees	**17,907**	18,055	**14,815**	15,497
- Commissions	**52,750**	44,255	**36,976**	29,740
- Marketing fees	**480**	480	**480**	480
- Royalty fees	**3,510**	2,753	**3,510**	2,753
Charges by subsidiaries:				
- Finance cost	**-**	-	**2,009**	15,042
- Service fees	**-**	-	**526**	414
- Hire of equipment	**-**	-	**2,475**	3,620
- Rental of land and buildings	**-**	-	**41,079**	40,241
- Transportation services	**-**	-	**13,079**	10,224
Credits:				
Interest income	**85,421**	31,281	**64,452**	30,450
Rental income from land and buildings	**44,211**	40,960	**14,620**	13,341
Rental of equipment	**1,279**	1,417	**88**	499
Gain on disposal of property, plant and equipment	**-**	-	**50**	-
Gain on disposal of investment property	**2,019**	458	**-**	-
Gross dividends from quoted foreign corporations	**-**	2	**-**	-
Reversal of impairment loss on investment in subsidiary	**-**	-	**12,200**	-
Gain on disposal of short term investments	**-**	50	**-**	-
Gain on disposal of equity investment in associate	**337,061**	-	**-**	-
Gain on dilution of equity investment in associate	**80,981**	-	**-**	-
Income from other related companies:				
- Rental of land and building	**178**	178	**-**	-
- Sales of air tickets	**248**	213	**-**	-
Income from subsidiaries:				
- Interest income	**-**	-	**-**	24,201
- Rental of land and buildings	**-**	-	**6,795**	6,715
Other information:				
Non statutory audit fees paid to auditors	**527**	1,442	**366**	1,334

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

9. EMPLOYEE BENEFITS EXPENSE

	Group		Company	
	2007 RM'000	2006 RM'000	**2007 RM'000**	2006 RM'000
Wages, salaries and bonuses	**375,593**	340,477	**307,690**	284,397
Defined contribution plan	**45,841**	39,705	**37,979**	33,288
Other short term employee benefits	**65,899**	44,614	**62,084**	32,571
Share option expenses	**3**	150	**3**	150
Net provision for retirement gratuities	**11,760**	22,975	**11,102**	22,472
	499,096	447,921	**418,858**	372,878
Number of employees at financial year end ('000)	**13.4**	12.9	**9.8**	9.3

Employee benefits expense, as shown above, include the remuneration of Executive Directors.

10. DIRECTORS' REMUNERATION

	Group		Company	
	2007 RM'000	2006 RM'000	**2007 RM'000**	2006 RM'000
Non-executive Directors:				
- Fees	**505**	352	**490**	337
Executive Directors:				
- Fees	**265**	325	**265**	325
- Salaries and bonuses	**32,815**	31,273	**32,815**	31,273
- Defined contribution plan	**4,535**	4,315	**4,535**	4,315
- Other short term employee benefits	**766**	456	**766**	456
- Provision for retirement gratuities	**5,098**	13,339	**5,098**	13,339
Directors' Remuneration excluding estimated money value of benefits-in-kind (Note 8)	**43,984**	50,060	**43,969**	50,045
Estimated money value of benefits-in-kind (not charged to the income statements) in respect of Executive Directors	**684**	661	**684**	661
	44,668	50,721	**44,653**	50,706

Remuneration of the Directors of the Company in respect of services rendered to the Company and its subsidiaries is represented by the following bands:

	Number	
Amounts in RM'000	**2007**	2006
Non-Executive Directors		
- 50 to 100	**4**	4
- 100 to 150	**1**	-
Executive Directors		
- 950 to 1,000	**1**	-
- 1,000 to 1,050	**-**	1
- 1,250 to 1,300	**1**	-
- 1,300 to 1,350	**-**	1
- 3,050 to 3,100	**-**	1
- > 41,500	**1**	1

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

10. DIRECTORS' REMUNERATION (cont'd)

Executive Directors of the Company have been granted options under the Employees Share Option Scheme ("ESOS") on the same terms and conditions as those offered to other employees (Note 29) as follows:

Financial year ended 31.12.2007:

Before Share Split		**No. of Unissued Shares (ordinary shares of 50 sen each)**			
Grant Date	**Subscription price per share RM**	**At start of the year '000**	**Granted '000**	**Exercised '000**	**At 12 April 2007 '000**
2.9.2002	**10.32**	**1,624**	**-**	**(126)**	**1,498**

After Share Split		**No. of Unissued Shares (ordinary shares of 10 sen each)**			
Grant Date	**Subscription price per share RM**	**At 13 April 2007 '000**	**Granted '000**	**Exercised '000**	**At end of the year '000**
2.9.2002	**2.064***	**7,490**	**-**	**(1,410)**	**6,080**

Financial year ended 31.12.2006:

		No. of Unissued Shares (ordinary shares of 50 sen each)			
Grant Date	Subscription price per share RM	At start of the year '000	Granted '000	Exercised '000	At end of the year '000
2.9.2002	10.32	1,750	-	(126)	1,624

The number of share options vested at the balance sheet date is 1,705,000 ordinary shares of 10 sen each (2006: 530,250 ordinary shares of 50 sen each).

* *Adjusted exercise price following the subdivision of ordinary shares of 50 sen each into 5 ordinary shares of 10 sen each.*

11. TAXATION

	Group		**Company**	
	2007	2006	**2007**	2006
Current taxation:				
Malaysian taxation	**341.8**	178.3	**339.2**	174.0
Deferred tax charge (Note 35)	**15.0**	14.9	**(7.0)**	0.8
	356.8	193.2	**332.2**	174.8
Current taxation:				
Current year	**340.8**	285.3	**338.0**	281.0
Under/(Over) provided in prior years	**1.0**	(107.0)	**1.2**	(107.0)
	341.8	178.3	**339.2**	174.0
Deferred taxation:				
Origination and reversal of temporary differences	**17.3**	11.2	**(6.1)**	(3.6)
(Over)/Under provided in prior years	**(2.3)**	3.7	**(0.9)**	4.4
	15.0	14.9	**(7.0)**	0.8

The reconciliation between the average effective tax rate and the Malaysian tax rate is as follows:-

	Group		**Company**	
	2007 %	2006 %	**2007 %**	2006 %
Malaysia tax rate:	**27.0**	28.0	**27.0**	28.0
Tax effects of:				
- expenses not deductible for tax purposes	**0.6**	0.4	**58.1**	0.9
- different tax regime	**0.5**	5.0	**-**	-
- income not subject to tax	**(5.9)**	(0.1)	**(0.0)**	(0.5)
- tax incentive	**(2.9)**	(6.4)	**(11.5)**	(5.8)
- over provided in prior years	**(0.0)**	(9.1)	**(0.0)**	(8.1)
- effect of change in deferred tax rate	**(0.3)**	(0.8)	**(3.1)**	(0.7)
- others	**(0.3)**	(0.1)	**-**	-
Average effective tax rate	**18.7**	16.9	**70.5**	13.8

Subject to the agreement by the Inland Revenue Board, the amount of unutilised tax losses of subsidiaries available for which the related tax effects have not been included in the net income amounted to approximately RM74.0 million as at the financial year end (2006: RM74.4 million).

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

11. TAXATION (cont'd)

Subject to the agreement by the Inland Revenue Board, the Group has investment tax allowance of approximately RM1,327.7 million (2006: RM1,318.3 million) which is available to set off against future taxable profits of the respective companies of the Group.

Taxation is calculated at the Malaysian statutory tax rate of 27% (2006: 28%) on the estimated chargeable profit for the year of assessment 2007. The Malaysian statutory tax rate will reduce to 26% for the year of assessment 2008 and with further reduction to 25% for the year of assessment 2009. Accordingly, the deferred tax assets and deferred tax liabilities have been remeasured at the tax rate of 25%.

12. EARNINGS PER SHARE

The basic and diluted earnings per share of the Group are computed as follows:

a) Basic earnings per share

Basic earnings per share of the Group is calculated by dividing the profit for the financial year attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the financial year. The weighted average number of ordinary shares in issue excludes the weighted average number of treasury shares held by the Company.

	Group	
	2007	2006
Profit for the financial year attributable to equity holders of the Company (RM million)	**1,555.7**	945.9
Weighted average number of ordinary shares in issue*	**5,673,272,647**	5,465,484,820
Basic earnings per share (sen)*	**27.42**	17.30

* *The comparative figure was recomputed based on the enlarged number of ordinary shares in issue after the share split exercise which was completed on 16 April 2007, in accordance with FRS 133: Earnings Per Share.*

b) Diluted earnings per share

For the diluted earnings per share calculation, the weighted average number of ordinary shares in issue of the Company is adjusted to assume conversion of all dilutive potential ordinary shares issued by the Company.

	Group	
	2007	2006
Profit for the financial year attributable to equity holders of the Company (RM million)	**1,555.7**	945.9
Weighted average number of ordinary shares adjusted as follows:		
Weighted average number of ordinary shares in issue*	**5,673,272,647**	5,465,484,820
Adjustment for share options granted to executives of the Company*	**21,632,682**	11,621,510
Adjustment for share issuable arising from conversion of Convertible Notes	**179,157,378**	-
Adjusted weighted average number of ordinary shares in issue*	**5,874,062,707**	5,477,106,330
Diluted earnings per share (sen)*	**26.48**	17.26

* *The comparative figure was recomputed based on the enlarged number of ordinary shares in issue after the share split exercise which was completed on 16 April 2007, in accordance with FRS 133: Earnings Per Share.*

13. DIVIDENDS

	2007		2006	
	Gross dividend per share Sen	**Amount of dividend (net of tax) RM million**	Gross dividend per share Sen*	Amount of dividend (net of tax) RM million
Interim dividend paid:				
- net of 28% tax	**-**	**-**	2.40	94.5
- net of 27% tax	**2.88**	**120.3**	-	-
Proposed final dividend:				
- net of 27% tax	**-**	**-**	3.00	125.1
- net of 26% tax	**3.60**	**152.1**	-	-
	6.48	**272.4**	5.40	219.6

At the forthcoming Annual General Meeting, a final dividend in respect of the financial year ended 31 December 2007 of 3.6 sen less 26% tax (2006: 3.0 sen* less 27% tax) per ordinary share of 10 sen each amounting to RM152.1 million (2006: RM125.1 million) will be proposed for shareholders' approval. These financial statements do not reflect this final dividend which will be accrued as a liability upon approval by shareholders.

* *The comparative figure was adjusted following the subdivision of ordinary shares of 50 sen each into 5 ordinary shares of 10 sen each.*

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

14. PROPERTY, PLANT AND EQUIPMENT

Group	Freehold land	Long leasehold land	Buildings & improvements	Plant, equipment & vehicles	Construction in progress	Total
At 1 January 2007:						
Cost	223.1	106.2	3,209.4	2,100.8	89.0	5,728.5
Accumulated depreciation	-	(8.7)	(623.1)	(1,467.1)	-	(2,098.9)
Accumulated impairment losses	-	(0.1)	(13.7)	(0.1)	-	(13.9)
Net book value - as reported	223.1	97.4	2,572.6	633.6	89.0	3,615.7
Effect of adoption of FRS 117	-	(97.4)	0.8	-	-	(96.6)
Net book value - restated	**223.1**	**-**	**2,573.4**	**633.6**	**89.0**	**3,519.1**
Movement during the year 2007:						
Opening net book value - restated	**223.1**	**-**	**2,573.4**	**633.6**	**89.0**	**3,519.1**
Additions	**0.8**	**-**	**4.0**	**243.0**	**143.2**	**391.0**
Disposals	**-**	**-**	**(0.6)**	**(1.0)**	**-**	**(1.6)**
Written off	**-**	**-**	**(0.0)**	**(1.0)**	**-**	**(1.0)**
Depreciation charge	**-**	**-**	**(70.4)**	**(173.7)**	**-**	**(244.1)**
Reclassification/Adjustment/Transfer	**(2.9)**	**-**	**93.8**	**123.6**	**(214.5)**	**-**
Closing net book value	**221.0**	**-**	**2,600.2**	**824.5**	**17.7**	**3,663.4**
At 31 December 2007:						
Cost	**221.0**	**-**	**3,305.6**	**2,435.3**	**17.7**	**5,979.6**
Accumulated depreciation	**-**	**-**	**(691.7)**	**(1,610.7)**	**-**	**(2,302.4)**
Accumulated impairment losses	**-**	**-**	**(13.7)**	**(0.1)**	**-**	**(13.8)**
Net book value	**221.0**	**-**	**2,600.2**	**824.5**	**17.7**	**3,663.4**
At 1 January 2006:						
Cost	222.6	106.3	3,159.1	1,923.6	24.5	5,436.1
Accumulated depreciation	-	(7.6)	(554.7)	(1,339.9)	-	(1,902.2)
Accumulated impairment losses	-	(0.1)	(13.7)	(0.1)	-	(13.9)
Net book value - as reported	222.6	98.6	2,590.7	583.6	24.5	3,520.0
Effect of adoption of FRS 117	-	(98.6)	0.9	-	-	(97.7)
Net book value - restated	222.6	-	2,591.6	583.6	24.5	3,422.3
Movement during the year 2006:						
Opening net book value - as reported	222.6	98.6	2,590.7	583.6	24.5	3,520.0
Effect of adoption of FRS 117	-	(98.6)	0.9	-	-	(97.7)
Opening net book value - restated	222.6	-	2,591.6	583.6	24.5	3,422.3
Additions	0.5	-	6.1	156.4	169.6	332.6
Disposals	-	-	-	(1.3)	-	(1.3)
Written off	-	-	-	(0.3)	(0.7)	(1.0)
Depreciation charge	-	-	(69.3)	(163.1)	-	(232.4)
Reclassification/Adjustment/Transfer	-	-	45.0	58.3	(104.4)	(1.1)
Closing net book value - restated	223.1	-	2,573.4	633.6	89.0	3,519.1
At 31 December 2006:						
Cost	223.1	106.2	3,209.4	2,100.8	89.0	5,728.5
Accumulated depreciation	-	(8.7)	(623.1)	(1,467.1)	-	(2,098.9)
Accumulated impairment losses	-	(0.1)	(13.7)	(0.1)	-	(13.9)
Net book value - as reported	223.1	97.4	2,572.6	633.6	89.0	3,615.7
Effect of adoption of FRS 117	-	(97.4)	0.8	-	-	(96.6)
Net book value - restated	223.1	-	2,573.4	633.6	89.0	3,519.1

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

14. PROPERTY, PLANT AND EQUIPMENT (cont'd)

Company	Freehold land	Long leasehold land	Buildings & improvements	Plant, equipment & vehicles	Construction in progress	Total
At 1 January 2007:						
Cost	87.2	0.5	1,804.4	1,463.6	89.6	3,445.3
Accumulated depreciation	-	(0.1)	(448.4)	(1,017.4)	-	(1,465.9)
Net book value - as reported	87.2	0.4	1,356.0	446.2	89.6	1,979.4
Effect of adoption of FRS 117	-	(0.4)	-	-	-	(0.4)
Net book value - restated	**87.2**	**-**	**1,356.0**	**446.2**	**89.6**	**1,979.0**
Movement during the year 2007:						
Opening net book value - restated	**87.2**	**-**	**1,356.0**	**446.2**	**89.6**	**1,979.0**
Additions	**-**	**-**	**2.6**	**93.4**	**135.9**	**231.9**
Disposals	**-**	**-**	**-**	**(0.8)**	**-**	**(0.8)**
Written off	**-**	**-**	**(0.1)**	**(0.7)**	**-**	**(0.8)**
Depreciation charge	**-**	**-**	**(42.7)**	**(128.1)**	**-**	**(170.8)**
Reclassification/Adjustment/Transfer	**-**	**-**	**106.5**	**70.8**	**(209.1)**	**(31.8)**
Closing net book value	**87.2**	**-**	**1,422.3**	**480.8**	**16.4**	**2,006.7**
At 31 December 2007:						
Cost	**87.2**	**-**	**1,913.3**	**1,560.0**	**16.4**	**3,576.9**
Accumulated depreciation	**-**	**-**	**(491.0)**	**(1,079.2)**	**-**	**(1,570.2)**
Net book value	**87.2**	**-**	**1,422.3**	**480.8**	**16.4**	**2,006.7**
At 1 January 2006:						
Cost	87.2	0.5	1,771.5	1,310.3	22.4	3,191.9
Accumulated depreciation	-	(0.1)	(406.7)	(941.9)	-	(1,348.7)
Net book value - as reported	87.2	0.4	1,364.8	368.4	22.4	1,843.2
Effect of adoption of FRS 117	-	(0.4)	-	-	-	(0.4)
Net book value - restated	87.2	-	1,364.8	368.4	22.4	1,842.8
Movement during the year 2006:						
Opening net book value - as reported	87.2	0.4	1,364.8	368.4	22.4	1,843.2
Effect of adoption of FRS 117	-	(0.4)	-	-	-	(0.4)
Opening net book value - restated	87.2	-	1,364.8	368.4	22.4	1,842.8
Additions	-	-	0.3	137.6	153.3	291.2
Disposals	-	-	-	(1.6)	-	(1.6)
Written off	-	-	-	(0.2)	(0.7)	(0.9)
Depreciation charge	-	-	(41.6)	(110.4)	-	(152.0)
Reclassification/Adjustment/Transfer	-	-	32.5	52.4	(85.4)	(0.5)
Closing net book value - restated	87.2	-	1,356.0	446.2	89.6	1,979.0
At 31 December 2006:						
Cost	87.2	0.5	1,804.4	1,463.6	89.6	3,445.3
Accumulated depreciation	-	(0.1)	(448.4)	(1,017.4)	-	(1,465.9)
Net book value - as reported	87.2	0.4	1,356.0	446.2	89.6	1,979.4
Effect of adoption of FRS 117	-	(0.4)	-	-	-	(0.4)
Net book value - restated	87.2	-	1,356.0	446.2	89.6	1,979.0

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

15. LAND HELD FOR PROPERTY DEVELOPMENT

	Group	
	2007	2006
At 1 January / 31 December		
Freehold land - at cost	**186.1**	186.1

16. INVESTMENT PROPERTIES

	Group	
	2007	2006
At 1 January		
Cost	**32.6**	31.8
Accumulated depreciation	**(11.0)**	(9.6)
Net book value	**21.6**	22.2
Movement during the year		
Opening net book value	**21.6**	22.2
Additions	**-**	0.1
Disposals	**(3.0)**	(0.5)
Depreciation charge for the financial year	**(0.7)**	(0.8)
Reclassification/Transfer	**-**	0.6
Closing net book value	**17.9**	21.6
At 31 December		
At Cost	**28.0**	32.6
Accumulated depreciation	**(10.1)**	(11.0)
Net book value	**17.9**	21.6
Fair value	**37.0**	36.1

The aggregate rental income and direct operating expenses incurred from investment properties which generate rental income during the financial year amounted to RM2.8 million and RM0.6 million respectively (2006: RM3.0 million and RM0.7 million).

The fair value of the properties was estimated based on the last transacted price of other units in the same properties.

17. LEASEHOLD LAND USE RIGHTS

	Group		Company	
	2007	2006 Restated	**2007**	2006 Restated
At 1 January				
Effect of adoption of FRS 117				
- Cost	**107.4**	107.4	**0.5**	0.5
- Accumulated amortisation	**(10.7)**	(9.6)	**(0.1)**	(0.1)
- Accumulated impairment losses	**(0.1)**	(0.1)	**-**	-
Net book value	**96.6**	97.7	**0.4**	0.4

17. LEASEHOLD LAND USE RIGHTS (Cont'd)

	Group		Company	
	2007	2006 Restated	**2007**	2006 Restated
Movement during the year				
Opening net book value - restated	**96.6**	97.7	**0.4**	0.4
Additions	**-**	-	**-**	-
Disposal	**-**	-	**-**	-
Amortisation charge for the financial year	**(1.1)**	(1.1)	**(0.0)**	**(0.0)**
Closing net book value	**95.5**	96.6	**0.4**	0.4
At 31 December				
Cost	**107.4**	107.4	**0.5**	0.5
Accumulated amortisation	**(11.8)**	(10.7)	**(0.1)**	(0.1)
Accumulated impairment losses	**(0.1)**	(0.1)	**-**	-
Net book value	**95.5**	96.6	**0.4**	0.4
Represented by:				
Unexpired period more than 50 years	**95.5**	96.6	**0.4**	0.4

18. SUBSIDIARIES

	Company	
	2007	2006
Investment in subsidiaries		
Unquoted shares – at cost	**5,851.7**	5,562.9
Accumulated impairment losses	**(1,012.8)**	(89.0)
	4,838.9	5,473.9
Amount due from subsidiaries	**228.1**	445.1
Allowance for doubtful debts	**(50.3)**	-
Net amount due from subsidiaries	**177.8**	445.1
Amount due to subsidiaries	**(215.5)**	(362.1)

The subsidiaries are listed in Note 43.

Included in the amount due to subsidiaries in 2006 were interest bearing advances from wholly-owned subsidiaries amounting to RM128.8 million which were fully repaid in 2007. These amounts were unsecured and had no fixed terms of repayment.

The weighted average interest rates (%) per annum at the end of the financial year are as follows:

	Company	
	2007	2006
Amounts due to subsidiaries	**-**	4.9

The balances of the amounts due from/to subsidiaries are unsecured, interest free and have no fixed terms of repayment.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

19. JOINTLY CONTROLLED ENTITY

	Group	
	2007	2006
Unquoted - at cost:		
Shares in a Malaysian company	**1.2**	1.1
Group's share of post acquisition reserves	**0.0**	0.0
	1.2	1.1

The Group's 35% aggregate share of the income, expenses, assets and liabilities of the jointly controlled entity is as follows:

	Group	
	2007 RM'000	2006 RM'000
Income	**886.1**	1,535.7
Expenses	**(755.6)**	(1,545.7)
Net income/(loss)	**130.5**	(10.0)
Non-current assets	**432.0**	439.8
Current assets	**1,134.4**	1,151.1
Non-current liabilities	**(38.4)**	(43.1)
Current liabilities	**(333.6)**	(472.2)
Net assets	**1,194.4**	1,075.6

There is no capital commitment or contingent liability relating to the Group's interest in the jointly controlled entity as at the financial year end.

Details of the jointly controlled entity are as follows:

Name of Jointly Controlled Entity	Effective Percentage of Ownership		Country of Incorporation	Principal Activities
	2007	2006		
Genting INTI Education Sdn Bhd	**35**	35	Malaysia	Managing a college for education, tourism, leisure & hospitality

The amount due to jointly controlled entity represents outstanding amounts arising from inter company sales. The amount due to jointly controlled entity is unsecured, interest free and have no fixed terms of repayment.

20. ASSOCIATE

	Group	
	2007	2006
Quoted - at cost:		
Shares in a foreign corporation	**2,274.4**	3,770.7
Goodwill on acquisition written off*	**(896.1)**	(1,438.7)
Share of post acquisition reserves	**(230.8)**	(261.4)
Gain on dilution	**47.6**	-
	1,195.1	2,070.6
Effect of FRS 128 (Transferred to Available-For-Sale Financial Asset – Note 21)	**(1,195.1)**	-
	-	2,070.6

20. ASSOCIATE (Cont'd)

	Group	
	2007	2006
Represented by:		
Share of net assets, other than goodwill of the associate	**-**	2,070.6
Market value of quoted shares in a foreign corporation	**-**	2,733.3

* *The goodwill on acquisition written off amounting to RM1,438.7 million was in respect of acquisitions made prior to 1 January 2004.*

Detail of the associate is as follows:

	Effective Percentage of Ownership		Country of Incorporation	Principal Activities
	2007	2006		
Star Cruises Limited	**-**	36.0	Isle of Man and continued into Bermuda on 9 October 2000	Cruise and cruise related operations

With effect from 31 July 2007, Star Cruises Limited is no longer regarded as an associate when the Group ceased to have significant interest in the company and any trade related amounts are recorded as trade receivable. The remaining investment in Star Cruises Limited is transferred to available-for-sale financial asset (refer to Note 21).

The amount due from associate in 2006 represented outstanding amounts arising from inter company sales. The amount due from associate was unsecured, interest free and had no fixed terms of repayment.

Summarised financial information in respect of the Group's associate is set out below:-

	2007	2006 Restated
Income#	**1,457.1**	2,983.0
Expenses#	**(1,520.2)**	(3,193.8)
Net loss#	**(63.1)**	(210.8)
Non-current assets	**-**	6,614.9
Current assets	**-**	767.2
Non-current liabilities	**-**	(4,035.5)
Current liabilities	**-**	(1,276.0)
Net assets as at 31 December	**-**	2,070.6

\# *As disclosed above, Star Cruises Limited ceased to be an associate effective 31 July 2007. Thus, the summarised Income Statement is for the period from 1 January 2007 to 30 July 2007.*

21. AVAILABLE-FOR-SALE FINANCIAL ASSET

	Group	
	2007	2006
At 1 January	**-**	-
Initial recognition, at cost (Note 20)	**1,195.1**	-
Increase in fair value at date of designation - transfer to equity	**1,473.9**	-
	2,669.0	-
Foreign exchange differences	**(39.2)**	-
Decrease in fair value - transfer to equity	**(1,124.4)**	-
At 31 December	**1,505.4**	-
Investment in foreign corporation - Quoted	**1,505.4**	-

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

21. AVAILABLE-FOR-SALE FINANCIAL ASSET (cont'd)

As disclosed in Note 20, the Group ceased to have significant influence over an associate. The carrying amount of the investment at the date it ceases to be an associate is regarded as its cost on initial measurement as an available-for-sale financial asset. After the initial measurement, the Group measures available-for-sale financial asset at its fair value.

There were no disposal or impairment provision on available-for-sale financial asset during the current financial year.

The currency profile of the available-for-sale financial asset as at the financial year end are as follows:

	Group	
	2007	2006
Denominated in:		
- Hong Kong Dollars	**338.3**	-
- United States Dollars	**1,167.1**	-
At 31 December	**1,505.4**	-

22. OTHER LONG TERM INVESTMENTS

	Group		Company	
	2007	2006	**2007**	2006
Quoted shares in foreign corporation, at cost	**532.4**	229.3	**-**	-
Unquoted – at cost	**4.1**	4.1	**4.1**	4.1
Amounts written down to date	**(1.0)**	(1.0)	**(1.0)**	(1.0)
	3.1	3.1	**3.1**	3.1
	535.5	232.4	**3.1**	3.1
Market value of quoted shares in foreign corporation	**933.1**	689.0	**-**	-

For the balance of the unquoted shares which are carried in the financial statements, it was not practicable within the constraints of cost to estimate reliably the fair values for unquoted shares as there are no comparable securities that are traded.

23. LONG TERM RECEIVABLES

	Group	
	2007	2006
Trade receivables	**9.2**	9.5
Other receivables	**-**	0.0
	9.2	9.5

The maturity profile for the non-current receivables which are denominated in Ringgit Malaysia are as follows:

	Group	
	2007	2006
Later than 1 year and not later than 2 years	**3.0**	3.1
Later than 2 years and not later than 6 years	**6.2**	6.4
	9.2	9.5
Fair value of long term receivables	**8.6**	8.8

24. INVENTORIES

	Group		Company	
	2007	2006	**2007**	2006
At cost:				
Food, beverage, tobacco and other hotel supplies	**11.8**	9.3	**9.5**	7.1
Stores, spares and retail stocks	**23.2**	19.9	**22.0**	18.4
Completed properties	**24.1**	24.1	**-**	-
	59.1	53.3	**31.5**	25.5

25. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2007	2006	**2007**	2006
Current:				
Trade receivables	**38.8**	38.2	**11.9**	8.9
Other receivables	**26.3**	31.4	**9.1**	22.1
Less: Allowance for doubtful debts	**(1.7)**	(1.0)	**(0.1)**	(0.1)
	63.4	68.6	**20.9**	30.9
Deposits	**13.0**	12.5	**11.7**	11.3
Prepayments	**37.8**	30.6	**35.9**	28.2
Total trade and other receivables	**114.2**	111.7	**68.5**	70.4

Credit terms offered by the Group and the Company in respect of current trade receivables range from payment in advance to 30 days from the date of invoice.

The fair values of trade and other receivables at the balance sheet dates closely approximate their book values.

The currency profile of the Group and Company for trade and other receivables is in Ringgit Malaysia.

26. HOLDING COMPANY AND OTHER RELATED COMPANIES

The Directors of the Company regard Genting Berhad, a company incorporated in Malaysia, as its immediate and ultimate holding company notwithstanding Genting Berhad's shareholding of less than 50% in the Company as Genting Berhad has control over the Company by virtue of its ability to manage the financial and operating policies of the Company pursuant to a 30-year Resort Management Agreement ("RMA") entered into in 1989 between the Company and Genting Berhad's wholly-owned subsidiary, Genting Hotel & Resorts Management Sdn Bhd ("GHRM"). The RMA, which cannot be unilaterally terminated by either party (except in limited circumstances, generally relating to default by a party continuing after a cure period or insolvency related events affecting a party), is renewable under the original terms and conditions at the end of the original term for 3 consecutive terms of 20 years each. Under the RMA, GHRM is appointed as the operator and manager of the gaming, hotel and resort-related operations ("Resort") of the Company, which includes the supply of senior management and other personnel deemed necessary or appropriate by GHRM for the operation of the Resort. A fee based on the gross revenue and the net operating income before fixed charges and taxation of the Resort is payable by the Company to GHRM for services under the RMA. In addition, Genting Berhad is the single largest shareholder of the Company.

The amount due to holding company represents outstanding balances arising from inter company sales and are unsecured, interest free and have no fixed terms of repayment.

The amounts due to/from other related companies are unsecured, interest free and have no fixed terms of repayment.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

27. SHORT TERM INVESTMENTS

	Group		Company	
	2007	2006	**2007**	2006
Unquoted – at cost:				
Money market instruments (Note 28)	**794.9**	853.4	**794.9**	853.4
	794.9	853.4	**794.9**	853.4

Both the Group's and Company's investment in money market instruments comprise negotiable certificates of deposit and bankers' acceptances. The money market instruments of the Group and Company as at 31 December 2007 and 2006 have maturity periods ranging between overnight and two months.

The unquoted money market instruments are denominated in Ringgit Malaysia.

28. CASH AND CASH EQUIVALENTS

	Group		Company	
	2007	2006	**2007**	2006
Deposits with licensed banks	**1,972.2**	851.1	**1,061.1**	833.0
Cash and bank balances	**284.7**	276.2	**279.3**	267.9
Bank balances and deposits	**2,256.9**	1,127.3	**1,340.4**	1,100.9
Add:				
Money market instruments (Note 27)	**794.9**	853.4	**794.9**	853.4
Cash and cash equivalents	**3,051.8**	1,980.7	**2,135.3**	1,954.3

The carrying amount of these assets approximates their fair values.

The currency profile and weighted average interest rates (%) per annum of the bank balances, deposits and money market instruments as at the financial year end are as follows:

	Group				Company			
	Currency profile		Interest rates		Currency profile		Interest rates	
	2007	2006	**2007**	2006	**2007**	2006	**2007**	2006
Ringgit Malaysia	**2,085.8**	1,887.6	**3.45**	3.28	**2,077.1**	1,880.3	**3.45**	3.28
US Dollars	**911.2**	19.5	**4.86**	5.10	**0.1**	0.4	**-**	-
Singapore Dollar	**12.8**	9.1	**-**	-	**12.8**	9.1	**-**	-
Hong Kong Dollar	**42.0**	64.5	**-**	-	**45.3**	64.5	**-**	-
	3,051.8	1,980.7			**2,135.3**	1,954.3		

The deposits of the Group and Company have an average maturity period of 31 days (2006: 31 days). Bank balances of the Group and Company are deposits held at call.

29. SHARE CAPITAL

During the financial year, the Company implemented a share split exercise involving the subdivision of each of the existing ordinary shares of 50 sen each in the Company into 5 ordinary shares of 10 sen each in the Company.

The authorised, issued and fully paid up capital of the Company as at year end are as follow:

	Company			
	No. of ordinary shares		Amount	
	2007	2006	**2007**	2006
Authorised:				
Ordinary shares of 50 sen each	**-**	1,600.0	**-**	800.0
Ordinary shares of 10 sen each	**8,000.0**	-	**800.0**	-
	8,000.0	1,600.0	**800.0**	800.0
Issued and fully paid:				
Ordinary shares of 50 sen each				
At 1 January	**1,094.6**	1,091.8	**547.3**	545.9
Issuance of shares	**31.3**	2.8	**15.6**	1.4
At 12 April 2007 / 31 December 2006	**1,125.9**	1,094.6	**562.9**	547.3
Ordinary shares of 10 sen each (Adjusted pursuant to the Share Split on 13 April 2007)				
At 13 April 2007	**5,629.4**	-	**562.9**	-
Issuance of shares	**200.7**	-	**20.1**	-
At 31 December 2007	**5,830.1**	-	**583.0**	-

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

29. SHARE CAPITAL (cont'd)

During the financial year, RM872.2 million of the zero coupon convertible notes due in 2008 were converted into 342.0 million new ordinary shares of the Company (2006: nil).

The Executive Share Option Scheme for Eligible Executives of Resorts World Bhd and its subsidiaries ("ESOS") is governed by the By-Laws and was approved by the Shareholders at an Extraordinary General Meeting held on 21 February 2002.

At another Extraordinary General Meeting held on 25 June 2002, the draft By-Laws of the Scheme was further amended such that the total number of new shares to be offered under the Scheme shall not exceed 2.5% of the issued and paid-up share capital of the Company at any time of the offer but the shareholders of the Company may at any time during the tenure of the Scheme, by ordinary resolution increase the total number of new shares to be offered under the Scheme up to 5% of the issued and paid-up share capital of the Company at the time of the offer.

The ESOS became effective on 12 August 2002 for a duration of 10 years terminating on 11 August 2012.

The main features of the ESOS are as follows:

i) The ESOS shall be in force from the Date of Commencement and continue for a period of ten years from the Date of Commencement.

ii) Eligible executives are employees of the Group (including Executive Directors) or persons under an employment contract of the Group for a period of at least twelve full months of continuous service before the date of offer. The eligibility for participation in the Scheme shall be at the discretion of the Remuneration, Compensation and Benefits ("RCB") Committee which is established by the Board of Directors.

iii) In the event of cessation of employment of a Grantee with the Group prior to the full exercise of the Options, such Options shall cease without any claim against the Company provided always that subject to the written approval of RCB Committee in its discretion where the Grantee ceases his employment with the Group by reason of:

- his retirement at or after attaining retirement age;
- ill-health or accident, injury or disability;
- redundancy; and/or
- other reasons or circumstances which are acceptable to the RCB Committee

the Grantee may exercise his unexercised Options within the Option Period subject to such conditions that may be imposed by the RCB Committee.

iv) The total number of new shares to be offered under the ESOS shall not exceed 2.5% of the issued and paid-up share capital of the Company at any time of the offer but the shareholders of the Company may at any time during the tenure of the ESOS, by ordinary resolution increase the total number of new shares to be offered under the ESOS up to 5% of the issued and paid-up share capital of the Company at the time of the offer.

29. SHARE CAPITAL (cont'd)

v) Not more than 50% of the shares available under the ESOS would be allocated, in aggregate, to the Executive Directors and Senior Management. In addition, not more than 10% of the shares available under the ESOS would be allocated to any individual Eligible Executive who, either singly or collectively through persons connected, holds 20% or more in the issued and paid-up share capital of the Company.

vi) The price at which the Grantee is entitled to subscribe upon exercise of his rights under the Options shall be based on the weighted average market price of the Shares as shown in the Daily Official List of the Bursa Malaysia Berhad for the five (5) Market Days immediately preceding the Date of Offer. Notwithstanding this, the Options Price per Share shall in no event be less than the nominal value of the Shares.

vii) No options shall be granted for less than 1,000 shares and not more than 7,500,000 shares to any eligible employee.

viii) The Options granted can only be exercised by the Grantee in the third year from the Date of Offer and the number of new Shares comprised in the options which a Grantee can subscribe for from the third year onwards shall at all times be subjected to the following maximum percentage of new shares comprised in the options:

Year 1	Year 2	Year 3	Year 4	Year 5
-	-	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares
Year 6	**Year 7**	**Year 8**	**Year 9**	**Year 10**
12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% rounded up to the next 1,000 shares	12.5% or balance of all options allotted

ix) All new ordinary shares issued upon exercise of the options granted under the ESOS will rank pari passu in all respects with the existing ordinary shares of the Company other than their entitlements to dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment of the new shares and will be subject to all provisions of the Articles of Association of the Company relating to transfer, transmission and otherwise.

x) The options shall not have any right to vote at general meeting of the Company and the Grantees shall not be entitled to any dividends, right or other entitlements in respect of their unexercised options.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

29. SHARE CAPITAL (cont'd)

Set out below are details of options over the ordinary shares of the Company granted under the ESOS:

			Ordinary shares of 50 sen each				
Grant Date	**Exercisable period**	**Subscription price RM**	**At start of the year '000**	**Granted/ Extended '000**	**Exercised '000**	**Lapsed '000**	**At 12 April 2007 '000**
Financial year ended 31.12.2007							
ESOS (Before Share Split)							
2.9.2002	**2.9.2004 to 11.8.2012**	**10.32**	**10,440**	**29**	**(1,158)**	**(105)**	**9,206**
29.11.2002	**29.11.2004 to 11.8.2012**	**8.50**	**101**	**-**	**(11)**	**-**	**90**
17.12.2004	**17.12.2006 to 11.8.2012**	**9.49**	**1,276**	**-**	**(102)**	**(61)**	**1,113**
19.7.2005	**19.7.2007 to 11.8.2012**	**9.92**	**50**	**-**	**-**	**-**	**50**
14.12.2005	**14.12.2007 to 11.8.2012**	**10.67**	**108**	**-**	**-**	**-**	**108**
			11,975	**29**	**(1,271)**	**(166)**	**10,567**

			Ordinary shares of 10 sen each				
Grant Date	**Exercisable period**	**Subscription Price* RM**	**At 13 April 2007 '000**	**Granted/ Extended '000**	**Exercised '000**	**Lapsed '000**	**At end of the year '000**
Financial year ended 31.12.2007							
ESOS (After Share Split)							
2.9.2002	**2.9.2004 to 11.8.2012**	**2.06**	**46,030**	**432**	**(8,495)**	**(1,117)**	**36,850**
29.11.2002	**29.11.2004 to 11.8.2012**	**1.70**	**450**	**-**	**(25)**	**(30)**	**395**
17.12.2004	**17.12.2006 to 11.8.2012**	**1.90**	**5,565**	**-**	**(228)**	**(310)**	**5,027**
19.7.2005	**19.7.2007 to 11.8.2012**	**1.98**	**250**	**50**	**(35)**	**(50)**	**215**
14.12.2005	**14.12.2007 to 11.8.2012**	**2.13**	**540**	**-**	**-**	**(120)**	**420**
			52,835	**482**	**(8,783)**	**(1,627)**	**42,907**

			Ordinary shares of 50 sen each				
Grant Date	Exercisable period	Subscription price RM	At start of the year '000	Granted/ Extended '000	Exercised '000	Lapsed '000	At end of the year '000
Financial year ended 31.12.2006							
ESOS							
2.9.2002	2.9.2004 to 11.8.2012	10.32	13,246	323	(2,583)	(546)	10,440
29.11.2002	29.11.2004 to 11.8.2012	8.50	206	-	(81)	(24)	101
17.12.2004	17.12.2006 to 11.8.2012	9.49	1,494	7	(45)	(180)	1,276
19.7.2005	19.7.2007 to 11.8.2012	9.92	50	-	-	-	50
14.12.2005	14.12.2007 to 11.8.2012	10.67	-	123	-	(15)	108
			14,996	453	(2,709)	(765)	11,975

The number of share options vested at the balance sheet date is 5.9 million ordinary shares of 10 sen each (2006: 2.4 million ordinary shares of 50 sen each).

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

29. SHARE CAPITAL (cont'd)

Details relating to options exercised during the financial year are as follows:

Exercise date	**Fair value of shares at share issue date* (RM/share)**	**Subscription price* (RM/share)**	**Number of shares issued 2007**
January – December 2007	2.66 to 4.46	1.700	**80,000**
January – December 2007	2.66 to 4.46	1.898	**738,000**
September 2007	3.80	1.984	**35,000**
January – December 2007	2.66 to 4.46	2.064	**14,285,000**
			15,138,000

Exercise date	Fair value of shares at share issue date* (RM/share)	Subscription price* (RM/share)	Number of shares issued* 2006
January – December 2006	2.16 to 2.92	1.700	405,000
January – December 2006	2.16 to 2.92	2.064	12,915,000
December 2006	2.84 to 2.92	1.898	225,000
			13,545,000

	2007 RM'000	2006 RM'000
Ordinary share capital – at par	**1,514**	1,355
Share premium	**29,576**	26,417
Proceeds received on exercise of share options	**31,090**	27,772
Fair value at exercise date of shares issued	**52,271**	35,699

* *Adjusted following the subdivision of ordinary shares of 50 sen each into 5 ordinary shares of 10 sen each, where applicable.*

30. RESERVES

	Group		**Company**	
	2007	2006	**2007**	2006
Share premium	**927.7**	60.1	**927.7**	60.1
Fair value reserve	**349.5**	-	**-**	-
Reserve on exchange differences	**(224.3)**	(88.0)	**-**	-
Other reserves:				
- Capital redemption reserves	**0.1**	0.1	**-**	-
- Equity portion of convertible bonds in associate	**-**	18.3	**-**	-
- Option reserve	**0.2**	0.2	**0.2**	0.2
Retained earnings	**7,030.0**	5,711.6	**7,147.7**	7,254.2
	8,083.2	5,702.3	**8,075.6**	7,314.5

30. RESERVES (cont'd)

Based on the prevailing tax rate applicable to dividends, the estimated tax credit position is sufficient to frank approximately RM6,862.4 million (2006: RM5,948.7 million) of the Company's retained earnings if distributed by way of dividends without additional tax liabilities being incurred.

In addition, the Company has tax exempt income as at 31 December 2007, available to frank as tax exempt dividends arising mainly from the Promotions of Investment Act, 1986 and the Income Tax (Amendment) Act, 1999 relating to tax on income earned in 1999 being waived, amounting to approximately RM2,498.2 million (2006: RM2,034.6 million). The estimated tax credit and tax exempt income are subject to agreement by the Inland Revenue Board.

Under the single-tier tax system which came into effect from the year of assessment 2008, companies are not required to have tax credits under Section 108 of the Income Tax Act 1967 for dividend payment purposes. Dividends paid under this system are tax exempt in the hands of shareholders.

Companies with Section 108 credits as at 31 December 2007 may continue to pay franked dividends until the Section 108 credits are exhausted or 31 December 2013 whichever is earlier unless they opt to disregard the Section 108 credits to pay single-tier dividends under the special transitional provisions of the Finance Act 2007. As at 31 December 2007, subject to agreement with the tax authorities, the Company has sufficient Section 108 tax credits and tax exempt income to pay in full all of the retained earnings of the Company as franked and exempt dividends.

31. TREASURY SHARES

At the Annual General Meeting of the Company held on 21 June 2007, the shareholders of the Company approved the renewal of the authority for the Company to purchase its own shares of up to 10% of the issued and paid-up share capital of the Company.

During the current financial year, the Company had repurchased a total of 121,124,200 ordinary shares of 10 sen each of its issued share capital from the open market. The total consideration paid for the repurchase, including transaction costs, was RM477.19 million and was financed by internally generated funds. The repurchased shares are held as treasury shares in accordance with the requirements of Section 67A (as amended) of the Companies Act, 1965. There is no cancellation, resale or reissuance of treasury shares during the financial year.

As at 31 December 2007, of the total 5,830,118,667 issued and fully paid ordinary shares, 121,124,200 are held as treasury shares by the Company. As at 31 December 2007, the number of outstanding ordinary shares in issue after the setoff is therefore 5,708,994,467 ordinary shares of 10 sen each.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

31. TREASURY SHARES (cont'd)

Details of the repurchase of treasury shares were as follows:

Group 2007	**Total shares repurchased million**	**Total consideration paid RM 'million**	**Purchase price per share (excludes transaction cost) Highest RM**	**Lowest RM**	**Average RM**
At 1 January	-	-	-	-	-
Shares repurchased during the financial year:					
July	33.2	144.1	4.50	4.04	4.33
August	50.1	190.2	4.10	3.18	3.79
September	-	-	-	-	-
October	22.0	83.7	3.88	3.70	3.80
November	15.8	59.2	3.78	3.64	3.72
December	-	-	-	-	-
At 31 December	121.1	477.2			3.93

32. BORROWINGS

	Group	
	2007	2006
Current:		
Term loans – US Dollar (unsecured)	**-**	87.8
Non-current:		
Term loans – US Dollar (unsecured)	**-**	41.0
	-	128.8

The weighted average interest rates (%) per annum before and after interest rate swaps ("IRS") are as follows:

	2007		2006	
	Before IRS	**After IRS**	Before IRS	After IRS
Effective during the year:				
Term loans – US Dollar (unsecured)	**6.3**	**4.6**	5.8	5.1
As at 31 December:				
Terms loans – US Dollar (unsecured)	**-**	**-**	6.3	4.7

	Group	
	2007	2006
Borrowings denominated in US Dollar	**-**	128.8

There is no borrowings for the Group as at 31 December 2007.

The maturity profile and exposure of the borrowings of the Group to interest rate risk for the previous year are as follows:

	Borrowings		
	Total	Floating interest rate	Fixed interest rate
At 31 December 2006			
Before interest rate swap			
- within one year	87.8	87.8	-
- more than 1 year and less than 2 years	41.0	41.0	-
	128.8	128.8	-
After interest rate swap			
- within one year	87.8	46.8	41.0
- more than 1 year and less than 2 years	41.0	-	41.0
	128.8	46.8	82.0

The fair values of the bank borrowings at 31 December 2006 approximated their carrying amounts.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

32. BORROWINGS (cont'd)

As at the end of the previous financial year, the exposure of the borrowings of the Group to interest rate changes and the periods in which the borrowings reprice were as follows:

		Repricing Periods			
	Total	1 to 3 months	More than 3 months and less than 1 year	More than 1 year and less than 2 years	More than 2 years and less than 5 years
At 31 December 2006					
Total borrowings	128.8	82.0	46.8	-	-
Movement in repricing periods due to interest rate swap	-	(82.0)	41.0	41.0	-
	128.8	-	87.8	41.0	-

33. ZERO COUPON CONVERTIBLE NOTES

On 21 September 2006, the Company issued RM1.1 billion nominal value zero coupon convertible notes due 2008 ("Notes"). The Notes are convertible into ordinary shares of 10 sen each in the Company ("Resorts World Shares") in accordance with the terms and conditions of the Notes ("Terms"). The purpose of the issue is for working capital or investments or acquisitions in areas related to the Company's principal businesses, as and when such opportunities arise.

The main features of the Notes are as follows:

i) The Notes are convertible at the option of the holders of the Notes ("Noteholders") into Resorts World Shares, at a conversion price of RM2.55 (adjusted following the subdivision of ordinary shares of 50 sen each into 5 ordinary shares of 10 sen each) per Resorts World Share. The conversion price will be adjusted on the reset dates as stipulated in the Terms;

ii) The Company may at its option, satisfy its obligation following a conversion, in whole or in part, by paying the Noteholders in cash. Any Note which is not redeemed, converted or purchased and cancelled before the maturity date will be redeemed in cash at 99% of their principal amount on the maturity date; and

iii) The new Resorts World Shares to be issued upon conversion of the Notes will, upon issue and allotment, rank equal in all respects with the then existing Resorts World Shares except that they will not entitle their holders to any dividend, right, allotment and/or other distributions, the entitlement date of which is before the date of allotment of the new Resorts World Shares. The Resorts World Shares will be listed and quoted on Bursa Malaysia Securities Berhad.

The Notes is recognised in the balance sheet as follows:

	Group and Company	
	2007	2006
	RM'000	RM'000
Current:		
Nominal value	**176,700**	-
Unamortised issuance cost	**(1,642)**	-
Non-current:		
Nominal value	**-**	1,100,000
Unamortised issuance cost	**-**	(14,085)
	175,058	1,085,915

During the year ended 31 December 2007, RM872.2 million of Notes were converted into 342.0 million new ordinary shares of the Company whilst RM51.1 million of Notes was paid in cash for amount of RM77.6 million. The difference of RM26.5 million was recorded as finance cost in income statement. The balance of the Notes that remains outstanding as at 31 December 2007 is RM176.7 million.

34. OTHER LONG TERM LIABILITY

Other long term liability represents the advance membership fees relating to fees received on sale of timeshare units by a subsidiary offering a timeshare ownership scheme. These fees are recognised as income over the next twenty four years from commencement of membership.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

35. DEFERRED TAXATION

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relates to the same tax authority. The following amounts, determined after appropriate offsetting, are shown in the balance sheet:

	Group		Company	
	2007	2006	**2007**	2006
Deferred tax liabilities:				
- subject to income tax	**(203.0)**	(182.9)	**(115.5)**	(120.3)
- subject to real property gain tax	**-**	(5.1)	**-**	(2.2)
	(203.0)	(188.0)	**(115.5)**	(122.5)
At 1 January:	**(188.0)**	(173.1)	**(122.5)**	(121.7)
(Charged)/Credited to income statement (Note 11):				
- property, plant and equipment	**(28.4)**	(28.1)	**(2.8)**	(14.2)
- provisions	**2.3**	4.2	**2.4**	4.1
- effect of change in deferred tax rate on prior years' temporary difference	**6.0**	8.7	**4.6**	8.5
- others	**5.1**	0.3	**2.8**	0.8
At 31 December	**(203.0)**	(188.0)	**(115.5)**	(122.5)

	Group		Company	
	2007	2006	**2007**	2006
Subject to income tax:				
(i) Deferred tax assets (before offsetting)				
- Provisions	**16.9**	15.1	**16.9**	15.1
- Others	**1.8**	1.9	**1.8**	1.9
	18.7	17.0	**18.7**	17.0
- Offsetting	**(18.7)**	(17.0)	**(18.7)**	(17.0)
Deferred tax assets (after offsetting)	**-**	-	**-**	-
(ii) Deferred tax liabilities (before offsetting)				
- Property, plant and equipment	**(182.9)**	(158.5)	**(134.2)**	(137.3)
- Land held for property development	**(39.4)**	(39.2)	**-**	-
- Inventory - completed properties	**(2.1)**	(2.2)	**-**	-
- Others	**2.7**	-	**-**	-
	(221.7)	(199.9)	**(134.2)**	(137.3)
- Offsetting	**18.7**	17.0	**18.7**	17.0
Deferred tax liabilities (after offsetting)	**(203.0)**	(182.9)	**(115.5)**	(120.3)
Subject to real property gains tax:				
(iii) Deferred tax liability - Property, plant and equipment	**-**	(5.1)	**-**	(2.2)

The amount of unutilised tax losses and deductible temporary differences for which no deferred tax asset is recognised in the balance sheet are as follows:

	Group		Company	
	2007	2006	**2007**	2006
Unutilised tax losses	**74.0**	74.4	**-**	-
Property, plant and equipment	**94.0**	98.5	**-**	-
Provision	**1.4**	1.1	**-**	-
	169.4	174.0	**-**	-

On 15 June 2007, MASB issued FRS 112 "Income Taxes" to revise the existing FRS 112_{2004} and which will be effective for financial statements covering periods beginning on or after 1 July 2007.

Under the revised FRS 112, companies may now recognise deferred tax asset on its unutilised reinvestment allowances or other tax allowances including Investment Tax Allowance ("ITA"). Consequently, the possible impact in recognising deferred tax asset on the Group's unutilised ITA, provided that future taxable profits are available to offset the unused tax credits, on a retrospective basis for the financial year ending 31 December 2008 is as follows:

	Group
Increase in retained earnings as at 1 January 2007	**281.9**
Decrease in taxation for the financial year ended 31 December 2007	**(2.1)**
Increase in retained earnings as at 31 December 2007	**284.0**
Increase in deferred tax assets as at 31 December 2007	**284.0**

36. PROVISION FOR RETIREMENT GRATUITIES

	Group		Company	
	2007	2006	**2007**	2006
At 1 January	**60.5**	39.4	**58.0**	37.4
Charged to income statement	**11.8**	23.0	**11.1**	22.5
Paid during the financial year	**(1.4)**	(1.9)	**(1.4)**	(1.9)
	70.9	60.5	**67.7**	58.0
Short term portion transferred to other payables (Note 37)	**(6.1)**	-	**(5.5)**	-
At 31 December	**64.8**	60.5	**62.2**	58.0

Refer item (c) Employee Benefits under Note 3 – Significant Accounting Policies for details of the Retirement Gratuities scheme.

37. TRADE AND OTHER PAYABLES

	Group		Company	
	2007	2006	**2007**	2006
Trade payables	**42.4**	45.4	**27.7**	29.8
Accruals	**324.3**	337.3	**307.8**	322.0
Deposits	**17.2**	15.8	**4.6**	4.4
Other payables	**108.3**	80.6	**84.2**	48.3
	492.2	479.1	**424.3**	404.5

Credit terms of trade and other payables granted to the Group and Company range from 7 days to 90 days from the date of invoice.

The carrying amount of these trade and other payables approximates their fair values.

The currency profile of the Group and Company for trade and other payables is in Ringgit Malaysia.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

38. FINANCIAL INSTRUMENTS

As at the end of the financial year, the Group had the following financial instruments:

a) Borrowings

There is no borrowing as at the end of financial year.

As at the end of previous financial year, the Group had the following foreign currency borrowings which have not been hedged into Ringgit Malaysia. These foreign currency borrowings formed the whole of the total borrowings as disclosed in Note 32.

At 31 December 2006			Foreign currency (Million)			Equivalent RM (Million)
Currency	**Start date**	**Maturity dates**	**Hedged**	**Unhedged**	**Total**	**Total**
US Dollar	27/11/2002	27/11/2007	-	13.2	13.2	46.8
US Dollar	24/11/2003	24/11/2007 to 24/11/2008	-	18.0	18.0	63.6
US Dollar	11/12/2003	11/12/2007 to 11/12/2008	-	5.2	5.2	18.4
Total						128.8

b) Interest Rate Swap ("IRS")

During the current financial year, the Group had fully repaid its loans. Accordingly, the respective IRSs were also terminated.

c) Forward Foreign Currency Contracts

As at the end of the current financial year, the Group does not have any outstanding forward foreign currency contracts (2006: Nil).

39. CAPITAL COMMITMENTS

	Group		Company	
	2007	2006	**2007**	2006
Authorised property, plant and equipment expenditure not provided for in the financial statements:				
- contracted	**140.5**	137.7	**90.6**	105.8
- not contracted	**554.6**	402.0	**474.1**	348.0
	695.1	539.7	**564.7**	453.8

40. CONTINGENT LIABILITY (UNSECURED)

The Company does not have any contingent liability in respect of guarantees issued to financial institutions for loan facilities extended to subsidiaries as at 31 December 2007.

At 31 December 2006, the Company had contingent liability in respect of guarantees issued to financial institutions for loan facilities extended to subsidiaries as follows:

(a) Term Loan Facility granted to a subsidiary amounting to RM82.0 million.

(b) Term Loan Facility granted to a subsidiary amounting to RM46.8 million.

The details of the loans are disclosed in Note 32 and Note 38.

41. SIGNIFICANT NON-CASH TRANSACTIONS

(a) During the year ended 31 December 2007, RM872.2 million of Notes were converted into 342.0 million new ordinary shares of the Company.

(b) The Company redeemed of 140,000 Convertible Non-Cumulative Redeemable preference shares of RM1 each at a premium of RM999 per share in First World Hotels & Resorts Sdn Bhd, a direct wholly-owned subsidiary of the Company, amounting to RM140,000,000 during the current financial year.

42. SIGNIFICANT RELATED PARTY DISCLOSURES

In the normal course of business, the Group and Company undertakes on agreed terms and prices, transactions with its related companies and other related parties. In addition to related party disclosures mentioned elsewhere in the financial statements, set out below are other significant related party transactions and balances.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

42. SIGNIFICANT RELATED PARTY DISCLOSURES (cont'd)

(a) The immediate and ultimate holding company of the Company is Genting Berhad ("GB"), a company incorporated in Malaysia.

(b) The significant related party transactions of the Group during the financial year are as follows:

	Group		Company	
	2007	2006	**2007**	2006
(i) Management agreements				
• Provision of technical know-how and management expertise in the resort's operations of Genting Highlands Resort by Genting Hotel & Resorts Management Sdn Bhd, a wholly-owned subsidiary company of GB.	**354.0**	309.0	**341.2**	297.1
• Provision of technical know-how and management expertise in the resort's operations for Awana Chain of hotels and resorts as well as the Time Sharing Scheme for Awana Vacation Resorts Development Berhad by Awana Hotels & Resorts Management Sdn Bhd, an indirect wholly-owned subsidiary company of GB.	**2.2**	1.8	**-**	-
(ii) Rendering of services				
Air ticketing and transportation services rendered by Resorts World Tours Sdn Bhd, a wholly-owned subsidiary company of the Company to:				
• Star Cruises Limited ("SCL") and its subsidiaries, an indirect associate of the Group up to 30 July 2007.	**1.6**	4.0	**-**	-
• GB and its subsidiaries.	**1.4**	1.1	**-**	-
• Company	**-**	-	**13.1**	10.2
(iii) Purchase of goods and services				
• Provision of shared services in relation to tax, treasury, internal audit, corporate affairs, secretarial and human resource functions by GB.	**4.3**	4.2	**4.0**	3.9
• Provision of consultancy, research and development services for themed entertainment lounges from E-Genting Holdings Sdn Bhd ("E-Genting"), an indirect subsidiary company of GB.	**3.6**	2.9	**3.6**	2.9
• Provision of information technology support and maintenance services for Customer Relationship Management solution; information technology development, support and maintenance services for hotel property management solutions, Web, eCommerce and other software and hardware related services as well as services through Customer Interaction Centre by Genting Information Knowledge Enterprise Sdn Bhd ("GIKE"), a wholly-owned subsidiary of E-Genting.	**16.8**	15.4	**10.7**	9.8
• Provision of information technology consultation, implementation, support and maintenance services for Enterprise Resource Planning solution, hardware shared services, information technology administration and first time application support service, system research and development and information technology related management and advisory services by E-Genting Sdn Bhd ("EGSB"), a wholly-owned subsidiary of E-Genting.	**14.7**	14.6	**14.0**	14.0
• Provision of management and promotion of loyalty program by Genting WorldCard Services Sdn Bhd ("GWSSB"), a wholly-owned subsidiary of E-Genting.	**2.8**	3.8	**1.6**	2.9
(iv) Rental and related services				
• Rental of premises and provision of connected services to Oriregal Creations Sdn Bhd ("Oriregal"). Puan Sri Lim (Nee Lee), mother of Tan Sri Lim Kok Thay who is the Chairman and Chief Executive of the Company. Puan Sri Lim is a director and substantial shareholder of Oriregal.	**1.3**	1.0	**1.3**	1.0
• Letting of office space and provision of connected services by Oakwood Sdn Bhd, a wholly-owned subsidiary company of GB.	**3.4**	3.4	**3.1**	3.0
• Letting of premises by First World Hotel and Resorts Sdn Bhd, a wholly-owned subsidiary company.	**-**	-	**40.1**	39.6
(v) License agreement				
Licensing fees paid to GB for the use of name and accompanying logo of "Genting" and "Awana".	**143.3**	123.2	**139.5**	119.6
(vi) Sales and Marketing arrangementsa				
Provision of services as the exclusive international sales and marketing coordinator for Genting Highlands Resort by Genting International P.L.C. ("GIPLC") and its subsidiary, a 50.49% owned indirect subsidiary company of GB.	**47.7**	37.3	**36.7**	27.2

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

42. SIGNIFICANT RELATED PARTY DISCLOSURES (cont'd)

(c) Directors and key management remuneration

The remuneration of Directors and other members of key management is as follows:

	Group		Company	
	2007	2006	**2007**	2006
	RM'000	RM'000	**RM'000**	RM'000
Wages, salaries and bonuses	**35,954**	32,892	**35,939**	32,877
Defined contribution plan	**4,741**	4,467	**4,741**	4,467
Other short term employee benefits	**766**	456	**766**	456
Provision for retirement gratuities	**5,263**	13,339	**5,263**	13,339
Estimated money value of benefits-in-kind (not charged to the income statements)	**758**	704	**758**	704
	47,482	51,858	**47,467**	51,843

42. SIGNIFICANT RELATED PARTY DISCLOSURES (cont'd)

(d) The significant outstanding balances with related parties as at 31 December 2007 were as follows:

	Group		Company	
	2007	2006	**2007**	2006
(i) Receivables from related parties:				
- Subsidiaries	**-**	-	**177.8**	445.1
- Related companies	**28.1**	13.8	**13.6**	6.5
	28.1	13.8	**191.4**	451.6
(ii) Payables to related parties:				
- Holding company	**13.2**	12.9	**12.7**	12.6
- Subsidiaries	**-**	-	**215.5**	362.1
- Related companies	**46.4**	45.0	**42.9**	42.1
	59.6	57.9	**271.1**	416.8

43. SUBSIDIARIES

	Effective Percentage of Ownership		Country of Incorporation	Principal Activities
	2007	2006		
Direct Subsidiaries				
Awana Vacation Resorts Development Berhad	**100**	100	Malaysia	Proprietary timeshare ownership scheme
Delquest Sdn Bhd	**100**	100	Malaysia	Investments
Eastern Wonder Sdn Bhd	**100**	100	Malaysia	Support services
First World Hotels & Resorts Sdn Bhd	**100**	100	Malaysia	Hotel business
Genting Centre of Excellence Sdn Bhd	**100**	100	Malaysia	Provision of training services
Genting Entertainment Sdn Bhd	**100**	100	Malaysia	Show agent
Gentinggi Sdn Bhd	**100**	100	Malaysia	Investment holding
Genting Golf Course Bhd	**100**	100	Malaysia	Condotel and hotel business, golf resort and property development
Genting Highlands Berhad	**100**	100	Malaysia	Land and property development
Genting Irama Sdn Bhd	**100**	100	Malaysia	Investment holding
Genting Leisure Sdn Bhd	**100**	100	Malaysia	Investment holding
Genting Skyway Sdn Bhd	**100**	100	Malaysia	Provision of cable car services
Genting Studio Sdn Bhd	**100**	100	Malaysia	Dormant
Genting Theme Park Sdn Bhd	**100**	100	Malaysia	Pre-operating
Genting Utilities & Services Sdn Bhd	**100**	100	Malaysia	Provision of utilities services and the collection and disposal of garbage at Genting Highlands Resort
GHR Risk Management (Labuan) Limited	**100**	100	Labuan, Malaysia	Offshore captive insurance
Ikhlas Tiasa Sdn Bhd	**100**	100	Malaysia	Pre-operating
Kijal Facilities Services Sdn Bhd	**100**	100	Malaysia	Ceased operation
Leisure & Cafe Concept Sdn Bhd	**100**	100	Malaysia	Karaoke business
Orient Wonder International Limited	**100**	-	Bermuda	Ownership and operation of aircraft
Phoenix Track Sdn Bhd	**100**	-	Malaysia	Pre-operating
Resorts International (Labuan) Limited	**100**	100	Labuan, Malaysia	Offshore financing
Resorts Tavern Sdn Bhd	**100**	100	Malaysia	Land and property development
Resorts World (Labuan) Limited	**100**	100	Labuan, Malaysia	Offshore financing
Resorts World Spa Sdn Bhd	**100**	100	Malaysia	Pre-operating
Resorts World Tours Sdn Bhd	**100**	100	Malaysia	Provision of tour and travel related services
RWB (Labuan) Limited	**100**	100	Labuan, Malaysia	Offshore financing
Seraya Mayang Sdn Bhd	**100**	100	Malaysia	Investment holding

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

43. SUBSIDIARIES (cont'd)

	Effective Percentage of Ownership		Country of Incorporation	Principal Activities
	2007	2006		
Direct Subsidiaries (Cont'd)				
Setiabahagia Sdn Bhd	**100**	100	Malaysia	Property development
Setiaseri Sdn Bhd	**100**	100	Malaysia	Renting of its apartment
Sierra Springs Sdn Bhd	**100**	100	Malaysia	Investment holding
Stake Excellent Sdn Bhd	**100**	100	Malaysia	Support services
Vestplus Sdn Bhd	**100**	100	Malaysia	Sale and letting of completed apartment units
*Vestplus (Hong Kong) Limited	**100**	100	Hong Kong, SAR	Pre-operating
Indirect Subsidiaries				
Aliran Tunas Sdn Bhd	**100**	-	Malaysia	Pre-operating
*Best Track International Limited#	**100**	100	Mauritius	Pending removal from the Register of Companies
Genasa Sdn Bhd	**100**	100	Malaysia	Sale and letting of apartment units
Genas Sdn Bhd	**100**	100	Malaysia	Pre-operating
Genawan Sdn Bhd	**100**	100	Malaysia	Pre-operating
Genmas Sdn Bhd	**100**	100	Malaysia	Sale and letting of land and property
Gensa Sdn Bhd	**100**	100	Malaysia	Sale and letting of land and property
Gentasa Sdn Bhd	**100**	100	Malaysia	Pre-operating
Gentas Sdn Bhd	**100**	100	Malaysia	Pre-operating
Genting Administrative Services Sdn Bhd	**100**	100	Malaysia	Investment holding
Gentinggi Quarry Sdn Bhd	**100**	100	Malaysia	Pre-operating
Genting World Sdn Bhd	**100**	100	Malaysia	Leisure and entertainment business
Kijal Resort Sdn Bhd	**100**	100	Malaysia	Property development and property management
Lafleur Limited	**100**	100	Isle of Man	Investment holding
Lingkaran Cergas Sdn Bhd	**100**	-	Malaysia	Pre-operating
Merriwa Sdn Bhd	**100**	100	Malaysia	Pre-operating
Nature Base Sdn Bhd	**100**	-	Malaysia	Pre-operating
Papago Sdn Bhd	**100**	100	Malaysia	Resorts and hotel business
Resorts Facilities Services Sdn Bhd	**100**	100	Malaysia	Property upkeep services
Resorts Overseas Investments Limited	**100**	100	Isle of Man	Dormant
*Resorts World Limited	**100**	100	Isle of Man	Investment holding and investment trading
Resorts World Properties Sdn Bhd	**100**	100	Malaysia	Investment holding
R.W. Investments Limited	**100**	100	Isle of Man	Investment holding
R.W. Overseas Investments Limited	**100**	100	Isle of Man	Pre-operating
Twinmatics Sdn Bhd	**100**	100	Malaysia	Pre-operating
Widuri Pelangi Sdn Bhd	**100**	100	Malaysia	Golf resort and hotel business
Bandar Pelabuhan Sdn Bhd	**60**	60	Malaysia	Investment holding
Hitechwood Sdn Bhd	**60**	60	Malaysia	Pre-operating
Jomara Sdn Bhd	**60**	60	Malaysia	Pre-operating
Laserwood Sdn Bhd	**60**	60	Malaysia	Pre-operating
Neutrino Space Sdn Bhd	**60**	60	Malaysia	Pre-operating
Possible Affluent Sdn Bhd	**60**	60	Malaysia	Pre-operating
Rapallo Sdn Bhd	**60**	60	Malaysia	Pre-operating
Space Fair Sdn Bhd	**60**	60	Malaysia	Pre-operating
Sweet Bonus Sdn Bhd	**60**	60	Malaysia	Renting part of its leasehold land
Tullamarine Sdn Bhd	**60**	60	Malaysia	Pre-operating
Twinkle Glow Sdn Bhd	**60**	60	Malaysia	Pre-operating
Vintage Action Sdn Bhd	**60**	60	Malaysia	Pre-operating
Waxwood Sdn Bhd	**60**	60	Malaysia	Dormant
Yarrawin Sdn Bhd	**60**	60	Malaysia	Pre-operating

* The financial statements of these companies are audited by member firms of PricewaterhouseCoopers International Limited which are separate and independent legal entities from PricewaterhouseCoopers, Malaysia.

\# On 11 January 2008, Best Track International Limited was removed from the Register of Companies, Mauritius, pursuant to Section 308 of the Companies Act 2001, Mauritius.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

31 December 2007

44. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR

a) Disposal of 1.01 billion ordinary shares of USD0.10 each in Star Cruises Limited ("SCL")

On 30 July 2007, the Group through its indirect wholly-owned subsidiary of the Company, Resorts World Limited ("RWL"), disposed 1.01 billion ordinary shares of USD0.10 each in SCL for a total cash consideration of HKD2.6462 billion (approximately RM1.172 billion) and generated a net gain of RM337.1 million for the Group. As a result of the disposal and as disclosed in Notes 20 and 21, the Group ceased to have significant influence over SCL effective 31 July 2007. The investment in SCL is accounted for in accordance with FRS 139: *Financial Instruments: Recognition and Measurement* and accordingly treated as an available-for-sale financial asset.

b) Dilution of equity investment in SCL

During the period from 1 January 2007 to 30 July 2007, SCL issued 255.0 million new ordinary shares of USD0.10 each to independent third parties and new ordinary shares of USD0.10 each upon conversion of part of its 2% Convertible Bonds due in 2008.

The above issuances of new ordinary shares by SCL resulted in a gain of dilution of RM81.0 million for the Group.

c) Non-renounceable Offer for sale of 593,719,711 ordinary shares of USD0.10 each in Genting International Public Limited Company ("GIPLC")

On 28 December 2007, the Company through CIMB Investment Bank Berhad ("CIMB") announced a proposal by RWL (an indirect wholly-owned subsidiary of the Company) to undertake a non-renounceable offer for sale of its entire equity interest of 593,719,711 ordinary shares of USD0.10 each in GIPLC ("Offer Shares") to the shareholders of the Company ("OFS") on a pro-rata basis of 1 Offer Share for every 10 existing ordinary shares of RM0.10 each in the Company held by the shareholders of the Company.

The OFS is conditional upon the following approvals being obtained:

(i) the Securities Commission ("SC"); and

(ii) Bank Negara Malaysia ("BNM"), on behalf of the shareholders of the Company.

All of the above were subsequently obtained. The Company through CIMB announced that both the SC and BNM have approved the OFS subject to the following SC's conditions:

(i) CIMB to fully disclose in the prospectus to the Company's shareholders on the impairment loss of SGD454.6 million suffered by the GIPLC group in 2007 and its effect on the financial performance of the GIPLC group;

(ii) CIMB/RWL to inform the SC upon completion of the OFS; and

(iii) CIMB/RWL to fully comply with all the relevant requirements pertaining to the implementation of the OFS as specified in the SC's Policies and Guidelines on Issue/Offer of Securities.

On 28 February 2008, the Company together with RWL fixed the offer price of the Offer Share at RM0.88 per Offer Share. The offer price was arrived at after taking into consideration the RM-equivalent of RWL's average cost of investment in GIPLC, the estimated expenses relating to the OFS and fees for the transfer of shares chargeable by The Central Depository (Pte) Limited. The entitlement date to determine the shareholder of the Company who are entitled to participate in the OFS has been fixed on 17 March 2008.

Barring any unforeseen circumstances, RWL expects to complete the OFS by end of May 2008.

45. EVENTS SUBSEQUENT TO THE END OF FINANCIAL YEAR

Subsequent to the end of the financial year,

a) RM25.0 million of the zero coupon convertible notes due in 2008 were converted into 9,803,920 new ordinary shares of RM0.10 each of the Company up to 21 February 2008.

b) the Company repurchased a total of 230,000 ordinary shares of RM0.10 each of its issued share capital from the open market for a total consideration of RM0.92 million up to 21 February 2008.

STATEMENT ON DIRECTORS' RESPONSIBILITY PURSUANT TO PARAGRAPH 15.27(a) OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

As required under the Companies Act, 1965 ("Act"), the Directors of Resorts World Bhd have made a statement expressing an opinion on the financial statements. The Board is of the opinion that the financial statements have been drawn up in accordance with the Financial Reporting Standards, MASB Approved Accounting Standards for Entities Other than Private Entities in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company for the financial year ended 31 December 2007.

In the process of preparing these financial statements, the Directors have reviewed the accounting policies and practices to ensure that they were consistently applied throughout the year. In cases where judgment and estimates were made, they were based on reasonableness and prudence.

Additionally, the Directors have relied on the system of internal controls to ensure that the information generated for the preparation of the financial statements from the underlying accounting records is accurate and reliable.

This statement is made in accordance with a resolution of the Board dated 28 February 2008.

STATUTORY DECLARATION PURSUANT TO SECTION 169(16) OF THE COMPANIES ACT, 1965

I, **KOH POY YONG**, the Officer primarily responsible for the financial management of **RESORTS WORLD BHD**, do solemnly and sincerely declare that the financial statements set out on pages 43 to 80 are, to the best of my knowledge and belief, 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.

Subscribed and solemnly declared by the abovenamed
KOH POY YONG at KUALA LUMPUR on 28 February 2008 } **KOH POY YONG**

Before me,

DATO' NG MANN CHEONG
Commissioner for Oaths
Kuala Lumpur

REPORT OF THE AUDITORS

To The Members Of Resorts World Bhd
(Company No. 58019-U)
(Incorporated in Malaysia)

We have audited the financial statements set out on pages 43 to 80. These financial statements are the responsibility of the Company's Directors. It is our responsibility to form an independent opinion, based on our audit, on these financial statements and to report our opinion to you, as a body, in accordance with Section 174 of the Companies Act, 1965 and for no other purpose. We do not assume responsibility to any other person for the content of this report.

We conducted our audit in accordance with approved auditing standards in Malaysia. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Directors, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion:

(a) the financial statements have been prepared in accordance with the provisions of the Companies Act, 1965 and MASB Approved Accounting Standards in Malaysia for Entities Other than Private Entities so as to give a true and fair view of:

i) the matters required by Section 169 of the Companies Act, 1965 to be dealt with in the financial statements; and

ii) the state of affairs of the Group and Company as at 31 December 2007 and of the results and cash flows of the Group and Company for the financial year ended on that date;

and

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

The names of the subsidiaries of which we have not acted as auditors are indicated in Note 43 to the financial statements. We have considered the financial statements of these subsidiaries and the auditors' reports thereon.

We are satisfied that the financial statements of the subsidiaries that have been consolidated with the Company's financial statements 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.

The auditors' reports on the financial statements of the subsidiaries were not subject to any qualification and did not include any comment made under subsection 3 of Section 174 of the Act.

PRICEWATERHOUSECOOPERS
(No. AF: 1146)
Chartered Accountants

LOH LAY CHOON
(No. 2497/03/08(J))
Partner of the firm

Kuala Lumpur
28 February 2008

TEN YEARS SUMMARY

Amounts in RM million unless otherwise stated	**2007**	**2006**	**2005**	**2004**	**2003**	**2002**	**2001**	**2000**	**1999**	**1998**
Revenue	**4,352.3**	3,808.5	3,614.0	2,838.9	2,708.4	2,781.5	2,503.1	2,337.9	2,178.5	2,514.9
Profit / (loss) before taxation	**1,912.1**	1,138.7	1301.6	832.6	756.5	937.7	603.0	(665.2)	646.8	371.7
Taxation	**(356.8)**	(193.2)	(333.8)	(79.6)	(247.1)	(294.8)	(250.8)	(210.2)	(0.3)	(221.6)
Profit / (loss) for the financial year	**1,555.3**	945.5	967.8	753.0	509.4	642.9	352.2	(875.4)	646.5	150.1
Profit / (loss) attributable to equity holders of the Company	**1,555.7**	945.9	968.2	753.4	509.8	643.3	352.6	(875.8)	646.5	149.7
Share capital	**583.0**	547.3	545.9	545.9	545.9	545.9	545.9	545.9	545.9	545.9
Retained earnings	**7,030.0**	5,711.6	4,970.4	4,167.3	3,559.4	3,187.2	2,673.5	2,446.7	3,464.1	2,951.2
Other reserves	**1,053.2**	(9.3)	120.1	114.3	114.6	110.8	112.1	112.1	112.0	112.0
Treasury shares	**(477.2)**	-	-	-	-	-	-	-	-	-
Shareholders' equity	**8,189.0**	6,249.6	5,636.4	4,827.5	4,219.9	3,843.9	3,331.5	3,104.7	4,122.0	3,609.1
Minority interest	**7.7**	8.1	8.5	8.9	9.3	9.7	10.1	10.5	183.1	11.7
Non-current liabilities	**298.1**	1,406.4	382.1	803.0	1,121.6	1,436.3	1,652.0	510.0	186.3	177.2
	8,494.8	7,664.1	6,027.0	5,639.4	5,350.8	5,289.9	4,993.6	3,625.2	4,491.4	3,798.0
Property, plant and equipment	**3,663.4**	3,519.1	3,422.2	3,258.9	3,150.7	3,093.0	3,129.7	2,781.6	2,421.6	2,266.9
Land held for property development	**186.1**	186.1	186.1	186.1	201.2	201.2	202.5	202.1	220.8	219.1
Investment properties	**17.9**	21.6	22.2	26.0	26.6	31.8	32.5	33.3	39.7	87.9
Leasehold land use rights	**95.5**	96.6	97.8	99.0	100.2	101.3	99.2	100.4	100.0	111.3
Jointly controlled entity	**1.2**	1.1	1.1	-	-	-	-	-	-	-
Associates	**-**	2,070.6	2,155.6	2,144.8	2,122.9	1,984.9	1,666.4	1,639.4	1,073.3	994.6
Available-for-sale financial asset	**1,505.4**	-	-	-	-	-	-	-	-	-
Other long term investments	**535.5**	232.4	248.1	3.3	3.1	3.2	3.6	110.4	162.6	2.2
Long term receivables	**9.2**	9.5	13.5	17.3	14.9	13.8	12.1	10.1	3.7	-
	6,014.2	6,137.0	6,146.6	5,735.4	5,619.6	5,429.2	5,146.0	4,877.3	4,021.7	3,682.0
Net current assets / (liabilities)	**2,480.6**	1,527.1	(119.6)	(96.0)	(268.8)	(139.3)	(152.4)	(1,252.1)	469.7	116.0
	8,494.8	7,664.1	6,027.0	5,639.4	5,350.8	5,289.9	4,993.6	3,625.2	4,491.4	3,798.0
Basic earnings / (loss) per share (sen) #	**27.4**	17.3	17.7	13.8	9.3	11.8	6.5	(16.0)	11.8	2.7
Net dividend per share (sen) #	**4.8**	3.9	3.5	2.9	2.6	2.5	2.3	2.3	2.6	2.4
Dividend cover (times)	**5.7**	4.4	5.1	4.8	3.6	4.7	2.8	N/A	4.6	1.1
Current ratio	**3.9**	3.2	0.9	0.9	0.8	0.9	0.8	0.3	1.8	1.1
Net assets per share (RM) #	**1.43**	1.14	1.03	0.88	0.77	0.70	0.61	0.57	0.76	0.66
Return / (loss) (after tax and minority interests on average shareholders' equity - %)	**21.5**	15.9	18.6	16.9	12.9	18.3	11.2	(24.7)	17.1	4.2
Market share price										
- highest (RM)	**4.60**	2.96	2.34	2.34	2.38	2.40	1.59	3.10	3.60	1.91
- lowest (RM)	**2.56**	2.12	1.85	1.66	1.51	1.21	1.00	1.14	1.75	0.57

Certain figures relating to the previous years have been reclassified/adjusted to conform with the current year's presentation, due to adoption of new/revised FRSs.

Computed based on issued share capital after the share split exercise which was completed on 16 April 2007.

N/A - Not Applicable

LIST OF PROPERTIES HELD

as at 31 December 2007

LOCATION	TENURE	APPROXIMATE AREA	DESCRIPTION	NET BOOK VALUE AS AT 31 DEC 2007 (RM'million)	AGE OF BUILDING (Years)	YEAR OF ACQUISITION
MALAYSIA						
STATE OF PAHANG DARUL MAKMUR						
1 Genting Highlands, Bentung	Freehold	Built-up : 100,592 sq.metres	18-storey Genting Hotel Complex	207.5	26	1982
2 Genting Highlands, Bentung	Freehold	Built-up : 95,485 sq.metres	23-storey Resort Hotel & Car Park II	139.2	15	1992
3 Genting Highlands, Bentung	Freehold	Built-up : 493,750 sq.metres	22-storey First World Hotel & Car Park V	935.8	8	2000
4 Genting Highlands, Bentung	Freehold	Built-up : 20,516 sq.metres	23-storey Awana Tower Hotel	30.2	14	1993
5 Genting Highlands, Bentung	Freehold	Built-up : 19,688 sq.metres	10-level Theme Park Hotel	26.7	36	1989
6 Genting Highlands, Bentung	Freehold	Built-up : 11,902 sq.metres	10-level Theme Park Hotel - Valley Wing	9.7	32	1989
7 Genting Highlands, Bentung	Freehold	Built-up : 29,059 sq.metres	16-storey Residential Staff Complex I	6.7	24	1989
8 Genting Highlands, Bentung	Freehold	Built-up : 28,804 sq.metres	19-storey Residential Staff Complex II	16.1	15	1992
9 Genting Highlands, Bentung	Freehold	Built-up : 89,392 sq.metres	16-storey Residential Staff Complex III & Car Park III	61.6	15	1992
10 Genting Highlands, Bentung	Freehold	Built-up : 41,976 sq.metres	25-storey Residential Staff Complex V	53.3	11	1996
11 Genting Highlands, Bentung	Freehold	Built-up : 70,597 sq.metres	25-storey Residential Staff Complex VIII with 5 levels of carpark	71.2	1	2007
12 Genting Highlands, Bentung	Freehold	Built-up : 4,119 sq.metres	5-storey Ria Staff Residence	0.1	35	1989
13 Genting Highlands, Bentung	Freehold	Built-up : 4,109 sq.metres	5-storey Sri Layang Staff Residence	20.0	13	1989
14 Genting Highlands, Bentung	Freehold	Built-up : 18,397 sq.metres	8-level Car Park I	1.9	24	1989
15 Genting Highlands, Bentung	Freehold	Built-up : 1,086 sq.metres	5-storey Bomba Building	0.7	24	1989
16 Genting Highlands, Bentung	Freehold	Built-up : 1,503 sq.metres	Petrol Station	2.3	9	1999
17 Genting Highlands, Bentung	Freehold	Built-up : 4,151 sq.metres	3-storey Lakeside Teahouse	3.4	20	1989
18 Genting Highlands, Bentung	Freehold	Lake : 2 hectares	Man-made Lake	0.7	-	1989
19 Genting Highlands, Bentung	Freehold	Built-up : 2,769 sq.metres	4-storey Staff Recreation Centre	3.2	15	1992
20 Genting Highlands, Bentung	Freehold	Built-up : 540 sq.metres	1 unit of Kayangan Apartment	0.1	27	1989
			1 unit of Kayangan Apartment	0.2	27	1990
21 Genting Highlands, Bentung	Freehold	Built-up : 7,666 sq.metres	Awana Golf & Country Resort Complex	19.8	21	1989
22 Genting Highlands, Bentung	Freehold	Built-up : 17,010 sq.metres	174 units of Awana Condominium	23.9	21	1989
23 Genting Highlands, Bentung	Freehold	Built-up : 8,756 sq.metres	79 units of Ria Apartment (Pahang Tower)	12.5	21	1989
24 Genting Highlands, Bentung	Freehold	Lake : 3,286 hectares	7 plots of land & improvements	253.1	-	1989
			1 plot of land & improvements	6.0	-	1996
			10 plots of land & improvements	59.8	-	1989
			1 plot of land & improvements	0.1	-	1991
			66 plots of land & improvements	244.5	-	1989
			3 plots of land & improvements	24.9	-	2002
			13 plots of land & improvements	9.8	-	1996
25 Genting Highlands, Bentung	Leasehold (unexpired lease period of 86 years)	Land : 6 hectares	2 plots of land & improvements	0.4	-	1994
26 Genting Highlands, Bentung	Leasehold (unexpired lease period of 51 years)	Land : 5 hectares	3 plots of land	0.6	-	1995
27 Genting Highlands, Bentung	Leasehold (unexpired lease period of 83 years)	Land : 3 hectares	1 plot of educational land	1.2	-	2000
28 Bukit Tinggi, Bentung	Leasehold (unexpired lease period of 87 years)	Built-up : 49 sq.metres	1 unit of Meranti Park Apartment, Bukit Tinggi Resort	0.1	8	1999
29 Mentakab, Temerloh	Freehold	Land : 84 hectares	Vacant housing development land	4.6	-	1989
STATE OF SELANGOR DARUL EHSAN						
1 Genting Highlands, Hulu Selangor	Freehold	Built-up : 149,941 sq.metres	28-storey Highlands Hotel & Car Park IV	409.8	11	1997
2 Genting Highlands, Hulu Selangor	Freehold	Land : 6 hectares	2 plots of building land	6.1	-	1993
		Built-up : 47,715 sq.metres	5-storey Genting Skyway Station Complex with 4-level of basement carpark	68.9	11	1997
3 Genting Highlands, Hulu Selangor	Freehold	Built-up : 3,008 sq.metres	2-storey and 4-storey Gohtong Jaya Security Buildings	5.7	10	1998
4 Genting Highlands, Hulu Selangor	Freehold	Built-up : 6,073 sq.metres	53 units of Ria Apartment (Selangor Tower)	8.1	21	1998
5 Genting Highlands, Hulu Selangor	Freehold	Land : 598 hectares	3 plots of building land	12.3	-	1998
			18 plots of building land	41.6	-	1996
			7 plots of building land	10.4	-	1993
6 Genting Highlands, Gombak	Freehold	Land : 394 hectares	2 plots of vacant building land	28.8	-	1996
7 Batang Kali, Hulu Selangor	Freehold	Land : 9 hectares	1 plot of vacant agriculture land	2.1	-	1994
8 Ulu Yam, Hulu Selangor	Freehold	Land : 38 hectares	1 plot of vacant building land	15.0	-	1994
9 Ulu Yam, Hulu Selangor	Freehold	Land : 4 hectares	3 plots of vacant agriculture land	1.0	-	1994
10 Pulau Indah, Klang	Leasehold (unexpired lease period of 88 years)	Land : 47 hectares	13 plots of vacant industrial land & improvements	45.3	-	1997
FEDERAL TERRITORY OF KUALA LUMPUR						
1 Taman U Thant, Kuala Lumpur	Freehold	Built-up : 178 sq.metres	1 unit of Desa Angkasa Apartment	0.2	21	1998
STATE OF TERENGGANU DARUL IMAN						
1 Kijal, Kemaman	Leasehold (unexpired lease period of 84 years)	Land : 262 hectares	4 plots of resort/property development land	44.2	-	1997
		Land : 51 hectares	18-hole Awana Kijal Golf Course	11.6	-	1997
		Built-up : 35,563 sq.metres	7-storey Awana Kijal Hotel	96.4	11	1997
		Built-up : 1,757 sq.metres	27 units of Baiduri Apartment	2.5	13	1997
		Built-up : 7,278 sq.metres	96 units of Angsana Apartment	10.8	12	1997
	Leasehold (unexpired lease period of 84 years)	Land : 18 hectares	17 plots of resort/property development land	1.5	-	2002
	Leasehold (unexpired lease period of 94 years)	Land : 10 hectares	1 plot of resort/property development land	1.7	-	1997
STATE OF KEDAH DARUL AMAN						
1 Tanjung Malai, Langkawi	Leasehold (unexpired lease period of 80 years)	Land : 14 hectares	5 plots of building land	11.1	-	1997
		Built-up : 20,957 sq.metres	3-5 storey Awana Langkawi Hotel, Convention Centre & Multipurpose Hall	58.6	10	1997

ANALYSIS OF SHAREHOLDINGS

as at 28 April 2008

Class of Shares : Ordinary shares of 10 sen each
Voting Rights : One vote per share

Size of Holdings	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Less than 100	3,378	5.829	23,470	0.000
100 - 1,000	15,483	26.719	13,780,115	0.240
1,001 - 10,000	31,654	54.626	141,576,833	2.465
10,001 - 100,000	6,372	10.996	186,916,044	3.254
100,001 to less than 5% of issued shares	1,055	1.821	3,026,191,482	52.691
5% and above of issued shares	5	0.009	2,374,844,560	41.350
GRAND TOTAL	**57,947**	**100.000**	**5,743,332,504**	**100.000**

THIRTY (30) LARGEST SECURITIES ACCOUNT HOLDERS AS PER RECORD OF DEPOSITORS
(without aggregating the securities from different securities accounts belonging to the same depositor)

	Name	No. of Shares	% of Shares
1.	Genting Berhad	550,000,000	9.576
2.	Genting Berhad	550,000,000	9.576
3.	Genting Berhad	474,844,560	8.268
4.	Genting Berhad	400,000,000	6.965
5.	Genting Berhad	400,000,000	6.965
6.	Genting Berhad	124,690,500	2.171
7.	Cartaban Nominees (Asing) Sdn Bhd *SSBT Fund GB01 for Harbor International Fund*	111,000,000	1.933
8.	Genting Berhad	103,500,000	1.802
9.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN for J. P. Morgan Chase Bank, National Association (U.S.A.)*	100,810,500	1.755
10.	Genting Berhad	96,330,000	1.677
11.	Citigroup Nominees (Asing) Sdn Bhd *Exempt AN for Mellon Bank (Mellon)*	87,150,713	1.517
12.	HSBC Nominees (Asing) Sdn Bhd *BNY Brussels for Magellan*	80,000,000	1.393
13.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN for J. P. Morgan Chase Bank, National Association (U.K.)*	77,039,395	1.341
14.	Citigroup Nominees (Asing) Sdn Bhd *CBNY For Wintergreen Fund Inc*	72,792,356	1.267
15.	Malaysia Nominees (Tempatan) Sendirian Berhad *Great Eastern Life Assurance (Malaysia) Berhad (Par 1)*	60,616,200	1.055
16.	Cartaban Nominees (Asing) Sdn Bhd *Government of Singapore Investment Corporation Pte Ltd for Government of Singapore (C)*	50,160,100	0.873
17.	HSBC Nominees (Asing) Sdn Bhd *BBH and Co Boston for Matthews Pacific Tiger Fund*	50,148,500	0.873
18.	HSBC Nominees (Asing) Sdn Bhd *BNY Brussels for CG Nouvelle Asie*	49,000,000	0.853
19.	HSBC Nominees (Asing) Sdn Bhd *BBH and Co Boston for GMO Emerging Markets Fund*	41,089,800	0.715
20.	Genting Berhad	40,000,000	0.696
21.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN for J. P. Morgan Chase Bank, National Association (Netherlands)*	38,589,390	0.672
22.	Cartaban Nominees (Asing) Sdn Bhd *Investors Bank and Trust Company for Ishares, Inc.*	38,564,000	0.671
23.	Genting Berhad	37,829,500	0.659
24.	HSBC Nominees (Asing) Sdn Bhd *TNTC for Silchester International Investors International Value Equity Trust*	37,648,423	0.656
25.	HSBC Nominees (Asing) Sdn Bhd Exempt AN for J. P. Morgan Bank Luxembourg S.A.	32,963,200	0.574
26.	Citigroup Nominees (Asing) Sdn Bhd *Exempt AN for American International Assurance Company Limited*	32,743,400	0.570
27.	Citigroup Nominees (Asing) Sdn Bhd *CBNY for Wintergreen Partners Fund, LP*	27,917,372	0.486
28.	HSBC Nominees (Asing) Sdn Bhd *Exempt AN for J. P. Morgan Chase Bank, National Association (U.A.E.)*	25,311,390	0.441
29.	Cartaban Nominees (Asing) Sdn Bhd *Exempt AN for Caceis Bank Luxembourg (CLT ACCT-LUX)*	24,126,362	0.420
30.	Cartaban Nominees (Asing) Sdn Bhd *RBC Dexia Investor Services Bank for Comgest Growth Emergingmarkets (COMGEST GR PLC)*	24,000,000	0.418
	TOTAL	**3,838,865,661**	**66.840**

ANALYSIS OF SHAREHOLDINGS (cont'd)

as at 28 April 2008

SUBSTANTIAL SHAREHOLDERS AS PER REGISTER OF SUBSTANTIAL SHAREHOLDERS AS AT 28 APRIL 2008

	No. of shares			
	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital
Genting Berhad ("Genting")	2,777,194,560	48.36	-	-
Kien Huat Realty Sdn Bhd ("KHR")	-	-	2,778,393,490*	48.38
Parkview Management Sdn Bhd	-	-	2,778,393,490+	48.38

Notes:

* Deemed interested through its subsidiary and Genting.
\+ Deemed interested through a subsidiary of KHR and Genting.

DIRECTORS' SHAREHOLDINGS AS PER REGISTER OF DIRECTORS' SHAREHOLDINGS AS AT 28 APRIL 2008

INTEREST IN THE COMPANY

	No. of Shares			
Name	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital
Tan Sri Lim Kok Thay	1,660,000	0.0289	-	-
Tun Mohammed Hanif bin Omar	5,000	0.0001	-	-
Tan Sri Alwi Jantan	540,000	0.0094	-	-
Mr Quah Chek Tin	5,000	0.0001	-	-
Tan Sri Dr. Lin See Yan	450,000	0.0078	-	-

INTEREST IN GENTING BERHAD, A COMPANY WHICH OWNS 48.36% EQUITY INTEREST IN THE COMPANY

	No. of Shares			
Name	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital
Tan Sri Lim Kok Thay	10,369,000	0.2800	-	-
Tun Mohammed Hanif bin Omar	201,000	0.0054	-	-
Mr Quah Chek Tin	5,000	0.0001	-	-

Note: Mr Quah Chek Tin's spouse holds 630,000 (0.0170%) ordinary shares in Genting Berhad. This disclosure is made pursuant to Section 134(12)(c) of the Companies Act, 1965 as amended by the Companies (Amendment) Act 2007 which took effect on 15 August 2007.

INTEREST IN ASIATIC DEVELOPMENT BERHAD, A SUBSIDIARY OF GENTING BERHAD

	No. of Shares			
Name	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital
Tan Sri Lim Kok Thay	369,000	0.0488	-	-

INTEREST IN GENTING INTERNATIONAL P.L.C., A SUBSIDIARY OF GENTING BERHAD

	No. of Shares			
Name	Direct Interest	% of Issued Capital	Deemed Interest	% of Issued Capital
Tan Sri Lim Kok Thay	32,000	0.0003	-	-

AMERICAN DEPOSITARY RECEIPTS – LEVEL 1 PROGRAMME

The Company's American Depositary Receipts ("ADR") Level 1 Programme commenced trading in the U.S. over-the-counter market on 8 June 1992. Under the ADR Programme, a maximum of 27 million ordinary shares of RM0.50 each (135 million ordinary shares of RM0.10 each) representing approximately 2.4% of the total issued and paid-up share capital (excluding treasury shares) of the Company will be traded in ADRs. Each ADR represents 5 ordinary shares of the Company. Citibank, N.A., New York as the Depositary Bank has appointed Citibank Berhad, Kuala Lumpur as its sole custodian of the shares of the Company for the ADR Programme. As at 31 March 2008 there were 116,313 ADRs outstanding representing 581,565 ordinary shares of the Company which have been deposited with the sole custodian for the ADR Programme.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Eighth Annual General Meeting of Resorts World Bhd ("the Company") will be held at Nirwana Ballroom, Lower Lobby, Crowne Plaza Mutiara Kuala Lumpur, Jalan Sultan Ismail, 50250 Kuala Lumpur on Monday, 23 June 2008 at 10.30 a.m.

AS ORDINARY BUSINESSES

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2007 and the Directors' and Auditors' Reports thereon. **(Ordinary Resolution 1)**

2. To sanction the declaration of a final dividend of 3.6 sen less 26% tax per ordinary share of 10 sen each for the financial year ended 31 December 2007. **(Ordinary Resolution 2)**

3. To approve the payment of Directors' fees of RM755,900 for the financial year ended 31 December 2007 (2006 : RM661,900). **(Ordinary Resolution 3)**

4. To re-elect the following persons as Directors of the Company pursuant to Article 99 of the Articles of Association of the Company:

   (i) Tan Sri Lim Kok Thay **(Ordinary Resolution 4)**

   (ii) General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin **(Ordinary Resolution 5)**

5. To consider and, if thought fit, pass the following resolutions pursuant to Section 129 of the Companies Act, 1965:

   (i) "That Tan Sri Alwi Jantan, retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **(Ordinary Resolution 6)**

   (ii) "That Tan Sri Wan Sidek bin Hj Wan Abdul Rahman, retiring in accordance with Section 129 of the Companies Act, 1965, be and is hereby re-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **(Ordinary Resolution 7)**

6. To re-appoint PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Ordinary Resolution 8)**

AS SPECIAL BUSINESSES

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

Special Resolution

7. **Proposed Amendments to the Articles of Association of the Company**

   "That the amendments to the existing Articles of Association of the Company as proposed and set forth under Part C of the Document to Shareholders dated 30 May 2008 be and are approved and adopted by the Company, and that the Directors of the Company be and are authorised to do all acts and things and take all such steps as they may consider necessary and/or desirable to give full effect to these amendments to the Articles of Association of the Company." **(Special Resolution)**

Ordinary Resolutions

8. **Authority to issue and allot shares pursuant to Section 132D of the Companies Act, 1965**

   "That, subject always to the Companies Act, 1965, the Articles of Association of the Company and the approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Section 132D of the Companies Act, 1965 to issue and allot shares in the Company, at any time 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 issued pursuant to this resolution does not exceed 10% of the issued and paid-up share capital of the Company for the time being, and this authority under this resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company, and that:

   (a) approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) in connection therewith; and

   (b) the Directors of the Company 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." **(Ordinary Resolution 9)**

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

9. **Proposed renewal of the authority for the Company to purchase and/or hold its own shares of an aggregate amount of up to 10% of its prevailing issued and paid-up share capital at any time**

"That, subject to the passing of Ordinary Resolution 11, and subject to compliance with all applicable laws, the Company's Articles of Association, and the regulations and guidelines applied from time to time by Bursa Malaysia Securities Berhad ("Bursa Securities") and/or any other relevant regulatory authority:

(a) approval and authority be and are given for the Company to utilise up to the aggregate of the total retained earnings and share premium accounts of the Company based on its latest audited financial statements available up to the date of the transaction, to purchase, from time to time during the validity of the approval and authority under this resolution, such number of ordinary shares of 10 sen each in the Company (as may be determined by the Directors of the Company) on Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interests of the Company, provided that the aggregate number of shares to be purchased and/or held by the Company pursuant to this resolution does not exceed 10% of the total issued and paid-up ordinary share capital of the Company at the time of purchase and provided further that in the event that the Company ceases to hold all or any part of such shares as a result of (among others) cancellations, resales and/or distributions of any of these shares so purchased, 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 10% of the total issued and paid-up ordinary share capital of the Company at the time of purchase. Based on the audited financial statements of the Company for the financial year ended 31 December 2007, the Company's retained earnings and share premium accounts were approximately RM7,147.7 million and RM927.7 million respectively;

(b) approval and authority conferred by this resolution shall commence on the passing of this resolution, and shall remain valid and in full force and effect until:

(i) the conclusion of the next Annual General Meeting of the Company; or
(ii) the expiry of the period within which the next Annual General Meeting is required by law to be held,

unless earlier revoked or varied by ordinary resolution of the members of the Company in general meeting, whichever occurs first;

(c) approval and authority be and are given to the Directors of the Company in their absolute discretion, to deal with any shares purchased and any existing treasury shares ("the said Shares") in the following manner:

(i) cancel the said Shares; and/or
(ii) retain the said Shares as treasury shares; and/or
(iii) distribute all or part of the said Shares as dividends to shareholders, and/or resell all or part of the said Shares on Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancel all or part of the said Shares,

or in any other manner as may be prescribed by all applicable laws and/or regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force and that the authority to deal with the said Shares shall continue to be valid until all the said Shares have been dealt with by the Directors of the Company; and

(d) approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by any relevant regulatory authority or Bursa Securities and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company." **(Ordinary Resolution 10)**

NOTICE OF ANNUAL GENERAL MEETING (cont'd)

10. **Proposed exemption under Practice Note 2.9.10 of the Malaysian Code on Take-Overs and Mergers, 1998 to Genting Berhad and persons acting in concert with it from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them, upon the purchase by the Company of its own shares pursuant to the proposed renewal of share buy-back authority ("Proposed Exemption")**

    "That, subject to the passing of Ordinary Resolution 10 and the approval of the Securities Commission ("SC"), approval be and is hereby given for Genting Berhad ("Genting") and the persons acting in concert with Genting ("PAC") to be exempted from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them under Part II of the Malaysian Code on Take-Overs and Mergers, 1998 ("Code"), which may arise upon the future purchase by the Company of its own shares pursuant to Ordinary Resolution 10, in conjunction with the application submitted by Genting and the PACs to the SC under Practice Note 2.9.10 of the Code, and further that approval and authority be and are given to the Directors of the Company to take all such actions that may be necessary and/or desirable to give effect to this resolution and in connection therewith to enter into and execute on behalf of the Company any instrument, agreement and/or arrangement with any person, and in all cases with full power to assent to any condition, modification, variation and/or amendment (if any) as may be imposed by any relevant regulatory authority and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company." **(Ordinary Resolution 11)**

11. To transact any other business of which due notice shall have been given.

By Order of the Board

LOH BEE HONG
Secretary

Kuala Lumpur
30 May 2008

NOTES

A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies (but not more than two) to attend and vote instead of him. A proxy need not be a member of the Company but in accordance with Section 149 of the Companies Act, 1965, a member shall not be entitled to appoint a person who is not a member of the Company as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his holding to be represented by each proxy. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.

EXPLANATORY NOTES ON SPECIAL BUSINESSES

(1) Special Resolution, if passed, will streamline the Company's Articles with Chapter 7 of the Listing Requirements of Bursa Malaysia Securities Berhad as well as to facilitate some administrative issues and to ensure consistency throughout the Articles.

Further information on the Proposed Amendments to the Articles of Association of the Company is set out under Part C of the Document to Shareholders dated 30 May 2008 which is despatched together with the Company's 2007 Annual Report.

(2) Ordinary Resolution 9, if passed, will give authority to the Directors of the Company, from the date of the above Annual General Meeting, to issue and allot shares in the Company up to and not exceeding in total 10% of the issued and paid-up share capital of the Company for the time being, for such purposes as they consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

(3) Ordinary Resolution 10, if passed, will empower the Directors of the Company to purchase and/or hold the Company's shares of an aggregate amount of up to 10% of the issued and paid-up share capital of the Company for the time being ("Proposed Share Buy-Back Renewal") by utilising up to the total retained earnings and share premium of the Company based on its latest audited financial statements up to the date of the purchase. This authority will expire at 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 members of the Company at a general meeting, whichever occurs first.

Further information on the Proposed Share Buy-Back Renewal is set out under Part A of the Document to Shareholders dated 30 May 2008 which is despatched together with the Company's 2007 Annual Report.

(4) Ordinary Resolution 11, if passed, will enable the Securities Commission to consider the application by Genting Berhad ("Genting") for the proposed exemption under Practice Note 2.9.10 of the Malaysian Code on Take-Overs and Mergers, 1998 to Genting and the persons acting in concert with Genting from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them as a result of the Company's share buy-back activities ("Proposed Exemption").

Further information on the Proposed Exemption is set out under Part A and Part B of the Document to Shareholders dated 30 May 2008 which is despatched together with the Company's 2007 Annual Report.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

Pursuant to Paragraph 8.28 (2) of the 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 forthcoming Twenty-Eighth Annual General Meeting of the Company.

RESORTS WORLD BHD

(Company no. 58019-U)

FORM OF PROXY

(Before completing the form, please refer to the notes overleaf)

"A" I/We _____ NRIC No./Co. No.: _____
(FULL NAME IN BLOCK CAPITALS)

of _____
(ADDRESS)

being a member of RESORTS WORLD BHD hereby appoint

_____ NRIC No.: _____
(FULL NAME)

of _____
(ADDRESS)

or failing him _____ NRIC No.: _____
(FULL NAME)

of _____
(ADDRESS)

or failing him, *the CHAIRMAN OF THE MEETING as *my/our first proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Monday, 23 June 2008 at 10.30 a.m. and at any adjournment thereof.

"B" Where it is desired to appoint a second proxy this section must also be completed, otherwise it should be deleted.

I/We _____ NRIC No./Co. No.: _____
(FULL NAME IN BLOCK CAPITALS)

of _____
(ADDRESS)

being a member of RESORTS WORLD BHD hereby appoint

_____ NRIC No.: _____
(FULL NAME)

of _____
(ADDRESS)

or failing him _____ NRIC No.: _____
(FULL NAME)

of _____
(ADDRESS)

or failing him, *the CHAIRMAN OF THE MEETING as *my/our second proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Monday, 23 June 2008 at 10.30 a.m. and at any adjournment thereof.

The proportions of my/our holding to be represented by my/our proxies are as follows:

First Proxy "**A**"	%
Second Proxy "**B**"	%
	100%

In case of a vote taken by a show of hands *First Proxy "A"/* Second Proxy "B" shall vote on my/our behalf.

My/our proxies shall vote as follows:

RESOLUTIONS		First Proxy "A"		Second Proxy "B"	
		For	Against	For	Against
To receive and adopt the Audited Financial Statements	Ordinary Resolution 1				
To sanction the declaration of a final dividend of 3.6 sen less tax per ordinary share	Ordinary Resolution 2				
To approve payment of Directors' fees	Ordinary Resolution 3				
To re-elect the following Directors: i) Tan Sri Lim Kok Thay ii) General (R) Tan Sri Mohd Zahidi bin Hj Zainuddin	 Ordinary Resolution 4 Ordinary Resolution 5				
To re-appoint the following Directors in accordance with Section 129 of the Companies Act, 1965: i) Tan Sri Alwi Jantan ii) Tan Sri Wan Sidek bin Hj Wan Abdul Rahman	 Ordinary Resolution 6 Ordinary Resolution 7				
To re-appoint Auditors	Ordinary Resolution 8				
To amend the Articles of Association of the Company	Special Resolution				
To empower Directors to issue and allot shares up to 10% of the Company's total issued and paid-up capital	Ordinary Resolution 9				
To renew the authority for the Company to purchase and/or hold its own shares up to 10% of its prevailing issued and paid-up capital	Ordinary Resolution 10				
To grant exemption under Practice Note 2.9.10 of the Malaysian Code on Take-Overs and Mergers, 1998	Ordinary Resolution 11				

(Please indicate with an "X" in the spaces provided how you wish your votes to be cast. If you do not do so, the proxy/proxies will vote or abstain from voting at his/their discretion.)

Signed this _____ day of _____ 2008

No. of Shares held	CDS Account No.

_____

Signature of Member(s)

* Delete if inapplicable

NOTES

A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies (but not more than two) to attend and vote instead of him. ***A proxy need not be a member of the Company but in accordance with Section 149 of the Companies Act, 1965, a member shall not be entitled to appoint a person who is not a member of the Company as his proxy unless that person is an advocate, an approved company auditor or a person approved by the Registrar of Companies in a particular case.*** *Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportions of his holding to be represented by each proxy. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 24th Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time set for holding the meeting or at any adjournment thereof.*

In the case of a corporation, this form must be either under seal or signed by a duly authorised officer or attorney.

EXPLANATORY NOTES ON SPECIAL BUSINESSES

(1) Special Resolution, if passed, will streamline the Company's Articles with Chapter 7 of the Listing Requirements of Bursa Malaysia Securities Berhad as well as to facilitate some administrative issues and to ensure consistency throughout the Articles.

Further information on the Proposed Amendments to the Articles of Association of the Company is set out under Part C of the Document to Shareholders dated 30 May 2008 which is despatched together with the Company's 2007 Annual Report.

(2) Ordinary Resolution 9, if passed, will give authority to the Directors of the Company, from the date of the above Annual General Meeting, to issue and allot shares in the Company up to and not exceeding in total 10% of the issued and paid-up share capital of the Company for the time being, for such purposes as they consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

(3) Ordinary Resolution 10, if passed, will empower the Directors of the Company to purchase and/or hold the Company's shares of an aggregate amount of up to 10% of the issued and paid-up share capital of the Company for the time being ("Proposed Share Buy-Back Renewal") by utilising up to the total retained earnings and share premium of the Company based on its latest audited financial statements up to the date of the purchase. This authority will expire at 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 members of the Company at a general meeting, whichever occurs first.

Further information on the Proposed Share Buy-Back Renewal is set out under Part A of the Document to Shareholders dated 30 May 2008 which is despatched together with the Company's 2007 Annual Report.

(4) Ordinary Resolution 11, if passed, will enable the Securities Commission to consider the application by Genting Berhad ("Genting") for the proposed exemption under Practice Note 2.9.10 of the Malaysian Code on Take-Overs and Mergers, 1998 to Genting and the persons acting in concert with Genting from the obligation to undertake a mandatory take-over offer on the remaining voting shares in the Company not already owned by them as a result of the Company's share buy-back activities ("Proposed Exemption").

Further information on the Proposed Exemption is set out under Part A and Part B of the Document to Shareholders dated 30 May 2008 which is despatched together with the Company's 2007 Annual Report.

GROUP OFFICES

RESORTS WORLD BHD
www.resortsworld.com
www.genting.com.my

CORPORATE OFFICE

Resorts World Bhd

23rd Floor, Wisma Genting,
28 Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia.
T: +603 2178 2233 / 2333 2233
F: +603 2161 5304
E: rwbinfo@genting.com

RESORTS

Genting Highlands Resort
69000 Pahang, Malaysia
T: +603 6101 1118
F: +603 6101 1888

Awana Genting Highlands Golf & Country Resort
8th Mile, Genting Highlands,
69000 Pahang, Malaysia
T: +603 6436 9000
F: +603 6101 3535

Awana Kijal Golf & Beach Resort
KM 28, Jalan Kemaman-Dungun,
24100 Kijal, Kemaman,
Terengganu, Malaysia
T: +609 864 1188
F: +609 864 1688

Awana Porto Malai, Langkawi
Tanjung Malai, 07000 Langkawi,
Kedah, Malaysia
T: +604 955 5111
F: +604 955 5222

SALES & RESERVATIONS OFFICES

World Reservations Centre (WRC)
Genting Highlands Resort
(For rooms, concerts & shows, Genting World Card, theme park ride tickets, transportation,Star Cruises, Awana Vacation Resorts)
Genting One Hub
Lower Ground Floor,
Wisma Genting,
28 Jalan Sultan Ismail,
50250 Kuala Lumpur
T: +603 2718 1118
F: +603 2718 1888
Reservations E-mail :
customercare@genting.com
Membership E-mail :
hotline@worldcard.com.my

Penang
10-1AB, 10th Floor,
IP Tower, Island Plaza,
118, Jalan Tanjong Tokong,
10470 Penang, Malaysia
T: +604 890 2300
F: +604 890 2500

Ipoh
11, Persiaran Greentown 8,
Greentown Business Centre,
30450 Ipoh,
Perak, Malaysia
T: +605 243 2988
F: +605 243 6988

Johor Bahru
1F-Ground Floor, Jalan Maju,
Taman Maju Jaya,
80400 Johor Bahru, Malaysia
T: +607 334 4555
F: +607 334 4666

Kuching
Shoplot 19, Ground Floor,
Wisma Phoenix,
Song Thian Cheok Road,
93100 Kuching, Sarawak, Malaysia
T: +6082 412 522
F: +6082 412 022

Meetings, Incentives, Conventions & Exhibitions (M.I.C.E)
23rd Floor, Wisma Genting,
28 Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia
T: +603 2333 6686
F: +603 2162 1551
E: mice@genting.com
mice.genting.com.my

OTHER SERVICES

Casino De Genting
Genting Highlands Resort
69000 Genting Highlands
Pahang Darul Makmur
Malaysia
Membership hotline: +603 6105 2028
VIP Reservations: +603 2718 1188
Casino Programmes
T: +603 2718 1189
F: +603 6105 2080

Maxims Genting
Genting Hotel
Genting Highlands Resort
69000 Genting Highlands
Pahang Darul Makmur
Malaysia
T: +603 2718 1133
F: +603 6105 9388
www.maxims.com.my

Club Elite
Highlands Hotel
Genting Highlands Resort
69000 Genting Highlands
Pahang Darul Makmur
Malaysia
T: +603 2718 1199
F: +603 6105 9399

VIP
Highlands Hotel
Genting Highlands Resort
69000 Genting Highlands
Pahang Darul Makmur
Malaysia
T: +603 2718 1188
F: +603 6105 2080

Resorts World Tours Sdn Bhd
(For airline ticketing, outbound & inbound tours)
Genting One Hub
Lower Ground Floor,
Wisma Genting,
28 Jalan Sultan Ismail,
50250 Kuala Lumpur
T: +603 2333 6663 / 6667
F: +603 2333 6995

Limousine Service Counter (KLIA Sepang)
Arrival Level 3,
Main Terminal Building,
KL International Airport,
64000 KLIA Sepang,
Selangor, Malaysia
T: +603 8776 6753
F: +603 8787 4451

Limousine Service Counter (Genting Highlands)
Highlands Hotel,
69000 Genting Highlands Resort
T: +603 6105 9584
F: +603 6105 9585

Genting Transport Reservations Centre
(For buses and limousines)
Lot 1988/4888,
Jalan Segambut Tengah,
51200 Kuala Lumpur, Malaysia
T: +603 6251 8398 / 6253 1762
F: +603 6251 8399

OVERSEAS SALES / BRANCH / REPRESENTATIVE OFFICES

Australia
Genting (NSW) Pty Ltd *
Suite 810, Level 8,
401 Sussex Street Sydney,
NSW 2000
T: +612 9281 1433
F: +612 9281 1430

Hong Kong
Genting International P.L.C. *
Suite 1001, Ocean Centre,
5 Canton Road, Tsimshatsui
Kowloon, Hong Kong SAR
T: +852 2317 7133
F: +852 2314 8724

India
Genting India Travel
Services Pte Ltd *
510, Churchgate Chambers
5th Floor, 5 New Marine Lines Road
Mumbai 400020, India
T: +91 22 2264 0383
F: +91 22 2264 0383

Genting India Travel
Services Pte Ltd *
1518, 15th Floor, Ansal Tower
38, Nehru Place
New Delhi 110019, India
T: +91 11 2629 5674
F: +91 11 2629 5673

Singapore
Genting International (S) Pte Ltd *
#11-18 Park Mall, 9 Penang Road
Singapore 238459
T: +65 6823 9888
F: +65 6737 7260
E: genting1@pacific.net.sg

Thailand
Genting International
(Thailand) Ltd *
153, Lot No. 400, 4th Floor
The Peninsula Plaza
Radjadumri Road, Lumpini,
Patumwan Bangkok 10330, Thailand
T: +662 254 0753 / 54 / 55
F: +662 254 0768

United Kingdom
Genting International (UK)
Limited *
31 Curzon Street
W1J 7TW
United Kingdom
T: +44 020 7659 6210
F: +44 020 7499 2474

UAE - Sharjah
Adriana Limited ^
Sharjah Airport International Free
Zone Executive Suite X4-17
P.O.Box 120652,
Sharjah – U.A.E
T: +971 6557 5015
F: +971 6557 5076

China
Adriana Limited #
Unit 09, 16th Floor
No. 8 Kuai Ji Ld, HuangPu District
Jin Tian Di International Plaza
Shanghai, China
T: +86 6326 3866 / 6326 3626
F: +86 6326 3727

Indonesia
Adriana Limited #
Jl.Ir.H.Juanda III No 29B, Lt.3
Jakarta Pusat 10120, Indonesia
T: +62 21 351 9041
F: +62 21 386 3506

Adriana Limited #
Building King's Star Travel
Add. Letjend Suprapto No.2-N
Medan 20151 - Indonesia
T: +62 61 451 1705
F: +62 61 452 2649

Adriana Limited #
JL.Indragiri 12-18 Blok A9
Surabaya 60241
East Java-Indonesia
T: +62 31 561 4161
F: +62 31 561 4220

Vietnam
Adriana Limited #
170 Bis (3rd Floor) Tran Hung Doa St.
Nguyen Cu Trinh Ward,
District 1 Ho Chi Minh, Vietnam
T: +84 8 920 6334/8920 6335
F: +84 8 920 6335

* *Sales Office*
^ *Branch Office*
\# *Representative Office*

RESORTS WORLD BHD (58019-U)

24th Floor, Wisma Genting, Jalan Sultan Ismail,
50250 Kuala Lumpur, Malaysia

T : +603 2178 2233 / 2333 2233 F : +603 2161 5304

www.resortsworld.com
www.genting.com.my

a Genting company

Tab 5.C.:

Experience of the Vendor’s Organization

Tab 5.C.1.:

Genting Experience

1 Overview

1.1 Genting Malaysia Berhad[1] - Owner and Operator of the World's Leading Leisure and Gaming Entertainment Resort

Genting New York LLC ("GENY") is a wholly-owned subsidiary of Genting Malaysia Berhad ("Genting Malaysia" or "GENM") - one of the world's leading leisure and hospitality corporations. Genting Malaysia is the owner and operator of Resorts World Genting ("RWG"), voted by the World Travel Association as the World's Leading Casino Resort (2005 to 2009).

Situated on a mountain top 6,000 feet above sea level RWG is an iconic integrated resort and, with almost 20 million visitors per annum, it is one of Asia's most popular entertainment destinations. RWG is some 36 miles (58 kilometers) from Kuala Lumpur, the capital city of Malaysia.

RWG offers six hotels with a total of 10,000 rooms, a casino with 3,100 slot machines and 500 table games, indoor and outdoor theme parks with over 60 rides, a vast shopping mall with 170 retail and dining outlets, approximately 150,000 square feet of business convention facilities and 3 mega performance venues with a total capacity of 9,100 seats.

Resorts World Genting – voted as World's Leading Casino Resort (2005 to 2009)[2]

[1] Berhad or Bhd denotes Public Limited Company
[2] Voted by World Travel Award.

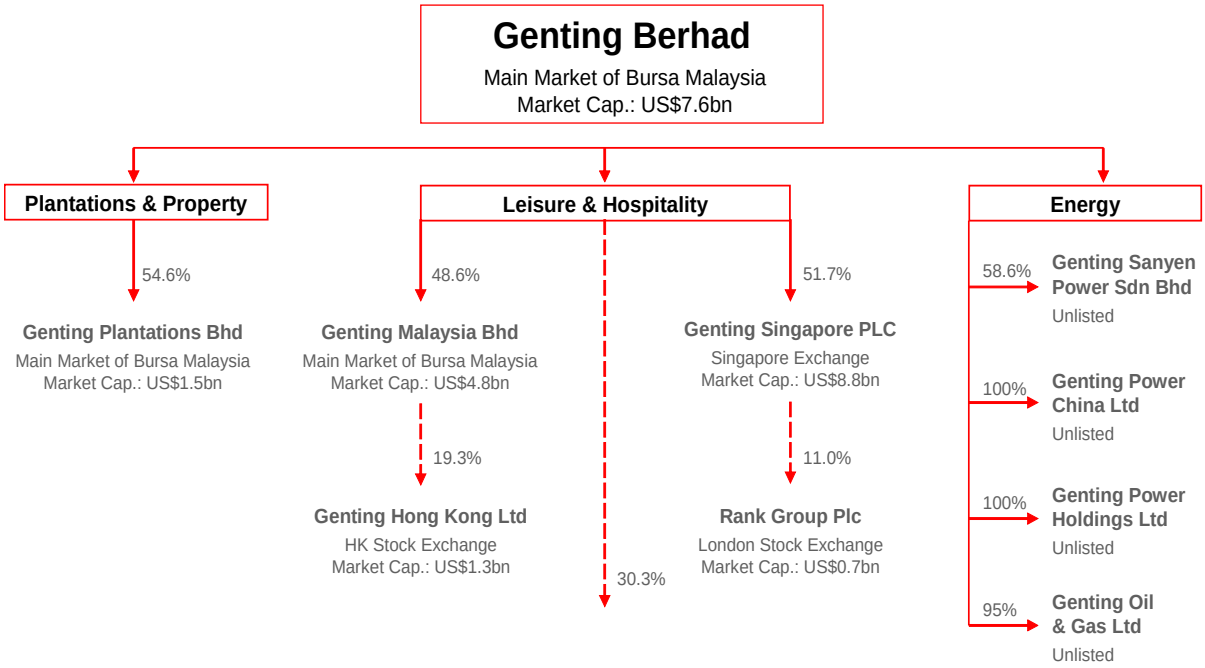
1.2 Strong Parentage – Genting Group "GENTING"

Genting Malaysia is an integral part of the Genting Group ("GENTING"), one of Asia's leading and best-managed multinational corporations.

GENTING has five publicly-listed business entities traded on three of the major stock exchanges in Asia. Collectively these companies have a total market capitalization value of approximately US$27.7 billion[3]. GENTING employs over 46,000 people and has significant interests in leisure & hospitality, power generation, palm plantation, property development, biotechnology and oil & gas-related activities.

Within the leisure, hospitality and gaming industry, GENTING is a leading resort development specialist with over 39 years of gaming expertise and global experience in developing, operating and/or marketing internationally acclaimed casinos and integrated resorts in different parts of the world.

GENTING's experience spans the globe from Australia to the Americas, Malaysia, the Philippines and more recently the United Kingdom and Singapore. Collectively, GENTING has 64 leisure properties[4] around the world with over 9,300 slot machines and 2,200 gaming tables. This covers a total casino area of over 1.2 million square feet, 27,000 hotel rooms and 516 owned-and-operated retail outlets covering a retail floor area of over 1 million square feet.



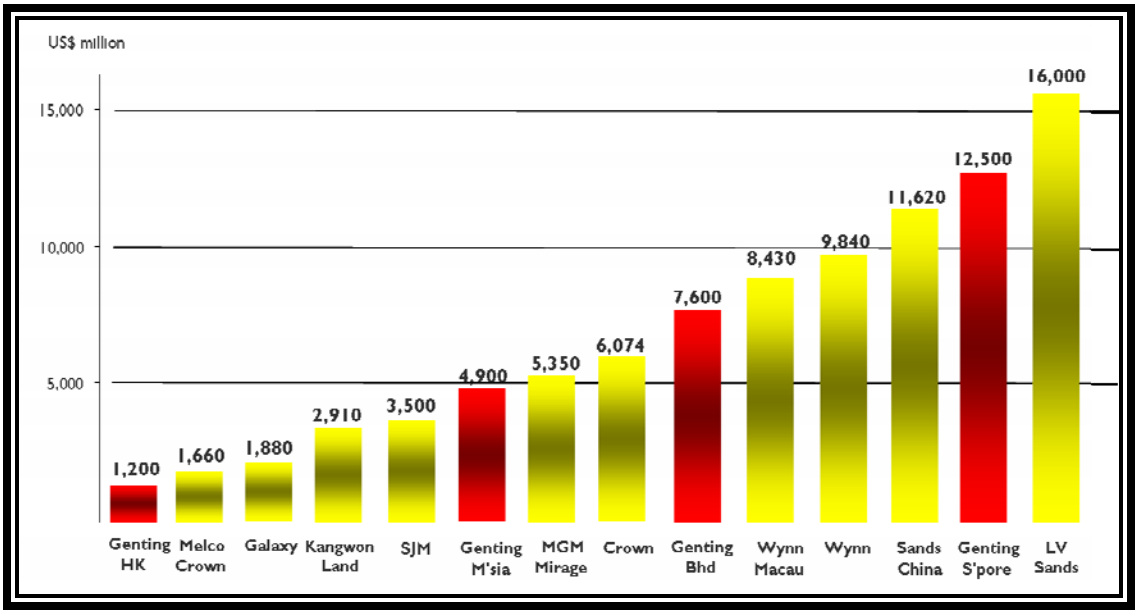
(Bursa Malaysia is the official name of the Stock Exchange of Malaysia)

[3] Based on share prices as at 21 June 2010
[4] Inclusive of Genting HK's 17 cruise ships

GENTING is renowned for its exceptionally strong financials and management expertise. It is currently the world's most profitable gaming group and is the only publicly-listed investment grade rated company in the gaming sector globally. The three major rating agencies, Moody's, S&P and Fitch rate GENTING Baa1, BBB and A- respectively.

The Group's parent company, Genting Berhad, was voted No. 1 in Overall Most Convincing & Coherent Strategy in Malaysia for Asia's Best Managed Companies 2009 by Euromoney and "Asia's Best Managed Company for the Decade" by Asiamoney.

Copies of the audited financial statements of Genting Malaysia and Genting Berhad for the financial years ended 31 December 2007, 2008 and 2009 are as attached in the Proposal.



World's largest gaming companies by market cap (circa June 2010)

The latest jewel in GENTING's crown is the US$4.4 billion Resorts World Sentosa ("RWS") - Singapore's first integrated resort. Opened in January 2010, RWS includes Asia-ex Japan's very first Universal Studios as well as four hotels with a total of 1,350 rooms and a casino with up to 1,600 slot machines and 450 tables.

GENTING, via one of its subsidiaries Genting UK Plc, is the largest casino operator in the UK with 44 casinos around the country. Five of these casinos are located in London and are ranked amongst the most prestigious casinos in the world. In particular, the flagship Crockfords Club in Mayfair holds the title of the world's oldest private gaming club, catering to the elite since 1828.

In addition to the gaming and leisure industry, GENTING is also a major producer of palm oil with over 330,000 acres of palm plantation land in Malaysia and Indonesia. In 2007, it collaborated with US-based Synthetic Genomics, Inc and the highly acclaimed J.Craig Venter Institute to do research work on oil palm and jatropha with the objective to harness the knowledge encoded in plant genomics to develop superior crops to sustainably feed and fuel the world.

GENTING's Property division has formed a joint venture with Chelsea Malaysia LLC, a division of Simon Property Group, Inc to establish Chelsea Premium Outlet Centres® in Malaysia. Targeted to open in 2011 in the south of the country and strategically located just a 30-minute drive from Singapore, the Johor Premium Outlets *(inset picture)* will bring the Chelsea Premium Outlets' concept of upscale outlet shopping and a little bit of Woodbury Commons to South-East Asia.

In energy and utilities, GENTING is a regional power producer with 7 power plants in Malaysia, China and India with net attributable capacity of 1,450MW. GENTING is also the only private Malaysian oil and gas production and exploration company with a presence in China, Indonesia and Morocco.

2 Resumes of Key Personnel

With a global workforce of over 46,000 employees, GENTING is led by a senior management team of immense experience and expertise gained from 39 years of designing, developing and operating casinos and integrated resorts which comprise expansive facilities from hotels to theme parks, convention facilities, entertainment complexes and food and beverage and retail amenities.

Most of GENTING's senior casino management team are licensed in major gaming jurisdictions such as the United States, the United Kingdom, Singapore, Malaysia and the Philippines. They were also licensed in Australia and Bahamas in the past when the Group operated casinos in those territories.

Human capital has always been a key pillar of the Genting Group and gaming professionals with Genting experience are highly sought after. The profiles of key management personnel in the Genting Group that will be involved are listed in this section.

Genting Group

Tan Sri Lim Kok Thay (K.T. Lim)
Genting Group Chairman
Chairman & Chief Executive, Genting Malaysia

With the company for 35 years, *Tan Sri* Lim is the key driver in the globalization of the Genting Group. For his significant contribution to the leisure and travel industry, Tan Sri Lim was named the "Travel Entrepreneur of the Year 2009" by Travel Trade Gazette (TTG) Asia whilst leading gaming industry journal, Inside Asian Gaming, voted him as the Most Influential Person in Asian Gaming in 2009.

Tan Sri Lim led the successful bid and development of the highly-prestigious US$4.4 billion Resorts World Sentosa, Singapore's first integrated resort which includes the only Universal Studios theme Park in Asia ex-Japan. In the UK, he oversaw the acquisition of Maxims Club Casino and subsequently Stanley Leisure plc to create the UK's largest casino operator.

Tan Sri Lim pioneered the cruise industry in Asia with Star Cruises and led the acquisition of Norwegian Cruise Lines to create the world's third largest cruise company.

In 1990, Tan Sri Lim assisted the Mashantucket Pequot tribe to establish Foxwoods Resort Casino in Connecticut. He subsequently helped the Seneca Nation of Indians to establish the Seneca Niagara Casino and Hotel in New York State.

He holds a Bachelor of Science degree in Civil Engineering from the University of London and had attended the advanced management program of Harvard Business School in 1979. He was bestowed the highly prestigious national award, the *Panglima Setia Mahkota*, which carries the title of "*Tan Sri*" by the King of Malaysia in 2002.

Genting Malaysia

Dato' Lee Choong Yan
President, Genting Malaysia

Dato' Lee Choong Yan (49 years old) is the President and Chief Operating Officer of Genting Malaysia Berhad. He is also the Chief Executive Officer of the Awana Golf & Country Club.

He has been with the Genting Group since 1 January 1997 and also holds directorship in other companies within the Genting Group. Prior to joining the Genting Group, he was an Executive Director of a merchant bank in Hong Kong. He had also worked with an international accounting firm in London and Hong Kong.

He holds a Bachelor of Science (Honors) degree in Business Economics and Accounting from the University of Southampton, England and is an Associate of the Institute of Chartered Accountants in England and Wales.

Kevin Sim
Executive Vice-President
Genting Malaysia

Kevin Sim (48 years old) is Executive Vice President of Genting Malaysia Berhad. He has been with the Genting Group since 1 July 1997. Prior to joining the Genting Group, he worked as Head of Finance in various companies in Cambodia and Malaysia. He has also worked as an Auditor with accounting firms in London and Malaysia.

He holds a Bachelor of Science (Honours) degree in Mathematics from the University of London, England and is also an Associate of the Institute of Chartered Accountants in England and Wales.

Koh Poy Yong
Chief Financial Controller, Genting Malaysia

Koh Poy Yong (54 years old) is the Chief Financial Officer of Genting Malaysia Berhad. She is responsible for the Finance, Procurement, Information Technology and Legal functions of Genting Malaysia Group. She joined the Genting Malaysia Group in 1990 as a Finance Manager and has over 28 years of audit and accounting experience.

She is an Associate of the Institute of Chartered Accountants in England and Wales and a Member of the Malaysian Institute of Accountants.

Genting Worldwide Ltd

Dato' Justin Leong
Director

Dato' Justin Leong (32 years old), is the Head of Strategic Investments and Corporate Affairs of the Genting Group. As a Director of Genting Overseas Holdings Ltd and Genting Worldwide Ltd, Dato Leong is a key driver behind the globalization of the Genting Group. He is responsible for the identification, evaluation and execution of new strategic investments. He is also responsible for the Group's corporate communications and investor relations' functions.

Dato' Leong is a Director of Genting UK plc and spearheaded the acquisition of Maxims Casino Club and Stanley Leisure Plc to create the UK's largest casino company. He is also a Director of Chelsea Malaysia LLC which is the joint venture company responsible for bringing the Premium Outlet concept to Malaysia.

He started his career at Goldman Sachs in London where he was an Analyst in the M&A division and an Associate in Global Technology Equity Sales. He holds an MA and BA in Geography from Oxford University, Oriel College where he was awarded a scholarship.

Dato' Leong was Chairman of the Malaysian Investor Relations Association from 2007-2009. He is a Board Member of the British-Malaysian Chamber of Commerce. Dato' Leong was featured on the front cover of Forbes Asia's May 2008 issue. In 2008, he was conferred the title of "Dato'" by the Head of State of Negeri Sembilan.

Genting New York LLC

Michael Speller, President

Michael Speller is a seasoned and experienced casino executive with 36 years experience in both domestic and international gaming jurisdictions and has held key positions with large Corporate and Native American gaming operators. Mr. Speller has extensive senior management experience in the management and operation of existing casino facilities and the development and opening of new casino facilities.

Until recently Mr. Speller served as President of Foxwoods Resort Casino & MGM at Foxwoods responsible for all operational and strategic management of this world class facility. Foxwoods is the largest Resort Casino in the U.S. comprising of 6.7 million sq ft with four hotels, 2200 rooms, 340,000 sq ft of gaming space, 7100 slots, 460 table games, 34 restaurants, 26 retail outlets, 2 showrooms, 2 spas, two golf courses and 10,000 employees. Prior to his appointment at Foxwoods Mr. Speller was Corporate Senior Vice President of Gaming Operations for the Seneca Gaming Corporation in Niagara Falls New York State. Mr. Speller was involved in all facets of the development and operation of this very successful company. He was a member of the Corporate Senior Executive team responsible for the design, construction, development and operation of their multi property facilities in Western NY.

Mr. Speller began his career in 1973 at Crockfords Casino in London. In 1977 he joined Paradise Island Casino and from 1981 to 1986 he worked for the Tropicana in Atlantic City. He joined Genting International in the Bahamas in 1986 and went on to become General Manager of casinos in Antigua and Turks & Caicos.

In 1992 he joined Foxwoods. In 1993 he was seconded to Genting International in Singapore as SVP of Operations to start up a new company, Star Cruises which catered to the premium Asian casino market.

Returning to Foxwoods in 1996 Mr. Speller became CEO of Little Creek Casino, and in late 1996 he became acting COO of Foxwoods Management responsible for new casino development. In late 1997 he joined Genting International in N.Y and from 2000 to 2007 he worked for the Seneca Nation of Indians in Western New York developing their multi property casino business before returning to Foxwoods as President in 2008.

Barry Hoffman
Director/General Counsel

Barry Hoffman (age 50) is a Director and General Counsel of Genting New York LLC. Between 1993 and 1997 and since 2004, Mr. Hoffman provided legal, regulatory, project development and financing advice to the Genting Group as both external counsel and most recently as a member of the senior management team responsible for Genting's energy businesses.

From 1998 through 2004, Mr. Hoffman was Deputy General Counsel and Managing Director of Business Development for a Los Angeles based Fortune 500 energy resources company with operations around the globe. Mr. Hoffman spent the first ten years of his legal career in private practice. In 1986, he joined the New York based law firm, Skadden Arps, where he advised, and negotiated on behalf of, corporate clients involved in complex project development, mergers and acquisitions, financings and cross-border investment until his departure in 1995.

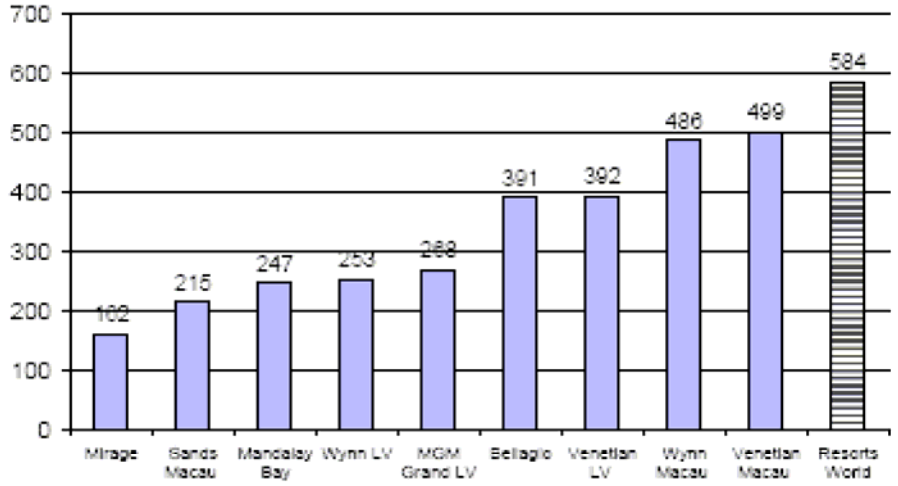
A native of Massachusetts, Mr. Hoffman earned his law degree from Georgetown University in 1985 and completed his undergraduate studies in political science and economics at the University of Chicago and Connecticut College.

3 Experience in Gaming

3.1 Genting Malaysia - World's Most Profitable Gaming Operator

Listed on the Malaysian Stock Exchange with a market capitalization of US$5.3 billion[5], Genting Malaysia is the world's most profitable gaming operator with consistently high EBITDA margins of approximately 40%.

Table shows EBITDA (US$ million) by Property in 2008



Source: Company reports, Citi Investment Research and Analysis

3.2 Strong Global Experience in Casino Management – 39 Years

Genting Malaysia is an integral part of GENTING's leisure & hospitality division that has strong global casino management expertise and development track record.

Since the opening of the Group's first casino in 1971, the GENTING team has garnered 39 years of solid global experience in managing, advising and/or financing numerous land-based and cruise casinos in various gaming jurisdictions worldwide. This experience spans the world in diverse locations from Malaysia, Singapore and the Philippines to the United States of America, Australia and the United Kingdom.

As testimony to its strong management skills, GENTING has won numerous awards of management excellence. For example, GENTING's Chairman Tan Sri Lim Kok Thay was named Travel Entrepreneur of the Year 2009[6] and The Most Influential Person in Asian Gaming 2009[7]. In

[5] Based on share price of RM2.85 as at 21 June 2010.
[6] By TTG Travel Awards 2009

addition, the World Travel Awards recognized Resorts World Genting as the World's Leading Casino Resort for four years in a row from 2005 to 2009. Genting Malaysia was voted Best Brands in Leisure and Hospitality in the BrandLaureate Awards 2008-2009[8].

3.3 World's Largest Casino Gaming Footprint

Genting Group Gaming Experience	Year of Commencement	No. of Tables	No. of Slot Machines	Casino Area (ft2)	No. of Hotel Rooms
Resorts World Genting	1971	500	3,000	260,000	10,000
Foxwood Resort	1992	388	6,200	340,000	1,400
Seneca, Niagara Falls	2002	100	3,000	100,000	400
Burswood, Perth	1985	126	1,160	86,000	414
Adelaide Casino	1985	102	700	50,000	371
Lucayan Bahamas	1985	32	544	20,000	397
Subic Bay	1994	48	83	21,000	508
Star Cruises	1995	300	433	70,860	3,233
Norwegian Cruise Line	1966	205	2,100	78,500	11,500
Genting UK	2006	525	773	337,680	NA
Resorts World Manila	2009	Upto 300	Upto 1,400	323,000	1,314
Resorts World Sentosa	2010	Upto 450	Upto 1,600	161,500*	1,800
Total		Up to 3,076	Up to 20,993	1,848,540	31,337

GENTING has the world's largest casino gaming footprint, based on its cumulative years of experience in developing and operating casinos around the world. Collectively, the GENTING team has managed, advised and/or financed close to 21,000 slot machines and more than 3,000 table games with a total gaming area of approximately 1.85 million square feet.

Today, GENTING actively manages over 9,300 slot machines and over 2,200 table games - occupying a net gaming area that exceeds 1.2 million square feet. GENTING has a dedicated team of about 1,250 employees to oversee the operation of slot machines.

In RWG, for example, the slot floor has grown six-fold from the original 500 slot machines when the casino was first opened to the current 3,000 slot machines. It has 640 staff overseeing these operations 24-hours a day.

[7] By Inside Asian Gaming 2009
[8] By Asia Pacific Brands Foundation 2008-2009

	RESORTS WORLD GENTING	RESORTS WORLD MANILA	RESORTS WORLD SENTOSA	STAR CRUISES/ NCL	GENTING UK	TOTAL
NO. OF TABLES	500	Up to 300	Up to 450	505	525	Up to 2,280
NO. OF SLOT MACHINES	3,000	Up to 1,400	Up to 1,600	2,533	773	Up to 9,306
CASINO AREA (square feet)	260,000	323,000	161,500*	149,360	337,680	1,231,540
F&B OUTLETS	90	12	80	283	51	516
NO. OF HOTEL ROOMS	10,000	1,314	1,800	14,733	NA	27,847
NO. OF THEME PARK RIDES	60	NA	24	NA	NA	84
CAPACITY OF CONVENTION CENTRE (pax)	6,000	600	7,300	3,042**	NA	16,942
RETAIL FLOOR SPACE (square feet)	500,000	323,000	125,000	65,321	NA	1,013,321
NO. OF EMPLOYEE	14,000	3,306	10,000	16,000	2,915	46,221

*Only gaming area **Only Star Cruises

3.4 Growing the Global Casino Gaming Footprint

Although GENTING has the largest casino gaming footprint in the world, the GENTING team is committed to invest and further expand its leisure and casino brands. To-date, the Group's leisure and casino brands include:

- Resorts World
- Crockfords Club
- Maxims Club
- Palm Beach Casino
- Circus Casino
- Mint Casino
- Colony Club
- Awana
- Star Cruises
- Norwegian Cruise Lines

3.5 Strong Worldwide International Sales & Marketing Presence

GENTING has a strong global network of international sales and marketing offices in 19 countries with further representation in 93 locations worldwide.

- Australia
- Cambodia
- China
- Hong Kong SAR
- India
- Indonesia
- Japan
- Korea
- Malaysia
- New Zealand
- Philippines
- Singapore
- Sweden
- Taiwan
- Thailand
- United Arab Emirates
- United Kingdom
- United States of America
- Vietnam

Operating Iconic Integrated Resorts in Malaysia, Singapore and the Philippines.

GENTING currently operates three iconic integrated resort properties:

- Resorts World Genting, Malaysia
- Resorts World Sentosa, Singapore
- Resorts World Manila, Philippines

More details of these Resorts World properties can be found in Section 5

Largest Casino Operator in the UK:

GENTING, via Genting UK is the largest casino operator in the United Kingdom employing 3,500 people in 44 casino properties. Genting UK has five casinos in London with the flagship Crockfords Casino Club as the world's oldest private gaming club and the Colony Club - the most stylish contemporary casino in London.

Asia's Leading and World's Third Largest Cruise Operator:

GENTING, via Genting HK, is Asia's leading and the world's third largest cruise operator. Operating under Star Cruises and Norwegian Cruise Line, it has a combined fleet of 17 ships

cruising to over 200 destinations worldwide and offering about 30,000 lower berths. In July 2010, Norwegian Cruise Line will be launching Norwegian EPIC – one of the largest cruise ships in the world with 4,200 berths and weighing in at 153,000 tonnes.

3.6 Strong-and-Growing Customer Loyal Program

GENTING's customer loyalty program, "Worldcard" has an international rated membership base of 6 million active members outside of the U.S. It is unique in that it is an "open" loyalty program which allows its members to use their points with external network partners. Soon to be renamed "Genting Rewards", this program offers great customer benefits and privileges internationally at GENTING properties and its network partners. Customers are carefully tracked to better understand their preferences which allows GENTING to tailor its services to suit its members' needs.

GENTING will continue to grow and expand its global presence. Resorts World Aqueduct forms the lynchpin of GENTING's ambitions in the United States of America. As such, its customers stand to benefit from the immense global strengths and resources of GENTING.

4 Experience in Slots & Casinos

GENTING has successfully developed multi-billion dollar development projects such as the Resorts World integrated resorts and cruise ships seamlessly incorporating slot machines and table games into its stable of leisure properties. This section highlights the operational experience and marketing strategies of slot machine and broader casino operations at Resorts World Genting.

CASINO OPERATIONS

RWG's casino design is based on a mix of themed concepts across different sections of the gaming floor. The casino aims to cater to a diverse customer base comprising locals and tourists and ranging from the mass/ "grind" market to mid-market players and high rollers. The high roller / premium group is further divided into three segments with the most exclusive invited to play at the Maxims Club gaming area. The casino is generally divided into 10 areas as follows:

- Premium Market
  - Maxim Club
  - Club Elite
  - VIP Room
- Mid Market
  - International Room
  - Members' Room
- Mass Market
  - StarWorld
  - @Latte
  - Circus Palace
  - Hollywood
  - Monte Carlo

RWG's themed casino concept and customer segmentation strategy has worked very successfully and its resilience is demonstrated by the continued growth in revenue and profit through financial crisis of the last few years.

SLOTS OPERATIONS

RWG's Slot Department has 640 staff dedicated to overseeing the operations of the 3,000 slot machines. The department is overseen by the VP of Slot Operations and supported by a team of three Assistant VPs with various managerial and supervisory personnel.

The slot floor has grown six-fold from the original 500 machines when the casino was opened in 1971 to 3,100 today.

RWG only operates slot machines that are certified in major gaming jurisdictions particularly the United States, Australia and Europe from manufacturers like IGT, Bally, WMS, Aristocrat, Atronics and Konami. Game types include penny games, mid and high denomination games with a mix of bonus-game feature and free-game feature type games. To meet the needs of its different slot market segments, both video slots and reel slots are available on the floor. The slot floor configuration includes both linked-progressives and stand-alone games.

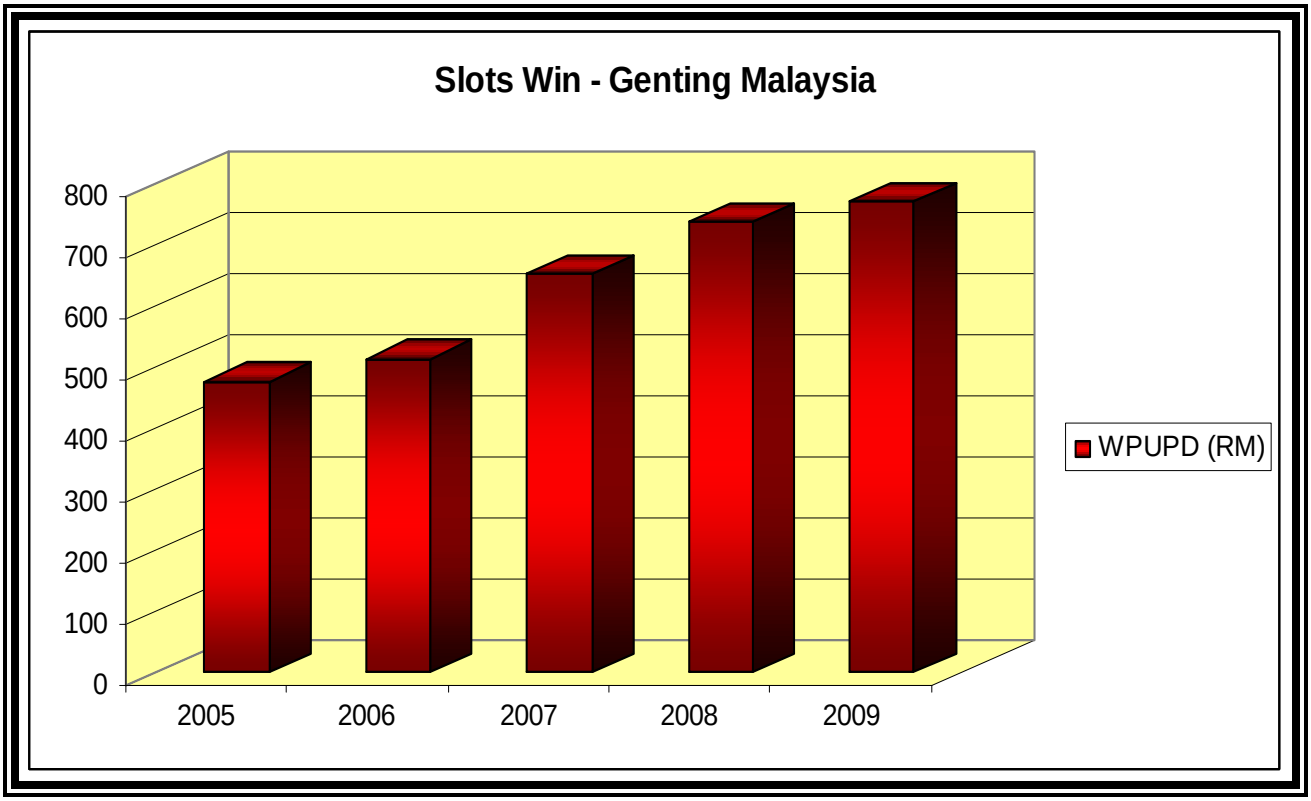
Frequent reviews and changes of slot titles on the floor ensure continued freshness and appeal to players; old and less appealing games are removed and replaced annually. Slot management personnel are regularly sent to survey competing casinos to gather market intelligence.

Through a sophisticated centralized system of data collection and analytics, the performance of the slot floor is continuously monitored and the floor layout and compendium of games dynamically reconfigured to maximize play and profitability. New slot titles go through a trial period of at least 3 months to determine if they meet the minimum win-per-day benchmark. Non-performing titles are returned to the slot supplier.

The entire slot floor is networked and linked back to a centralized slot and casino management system for monitoring, accounting and player tracking and marketing. A large technical services team ensures round the clock operations and provides prompt response and resolution of any technical issues.

Slot Performance

RWG's slot operations yielded a record RM900 million (US$275 million) in 2009, reflecting a year-on-year growth rate of over 15% for the past 5 years. Win per unit per day reached RM772 (US$236), a very significant figure given the table games-dominant Asian market.



Despite growing competition in Asia, RWG is able to achieve consecutive double-digit growth in Win-per-unit-per-day (WPUPD) for its slot machines largely due to the careful planning and execution of regular marketing campaigns which are constantly fine-tuned through customer feedback and analysis of customer transactional data.

Slot Marketing & Promotions

Over twenty-one slot marketing events and campaigns are organized during the year. Themed members' night, stay and play packages, slots tournaments and holiday-themed promotions ensure that, on average, a slot customer is presented with a promotional offer every other week throughout the year.

Marketing promotions are carefully planned around low-season and peak-season periods of the casino/resort. Tournaments, special jackpots and members' night events are conducted especially

during low-season periods to attract customers to the casino. During peak periods such as Chinese New Year, more “peripheral” marketing events such as lucky draws are held to create a “buzz” with the large crowds in the casino.

Promotional events are also planned to coincide with major events such as the Formula 1 race in Malaysia in February 2010. Race-themed slot promotions are organized during this period to capitalize on the large influx of foreign race fans.

In addition, over 70 different slots progressive jackpots are up for grabs daily on the gaming floor with the highest jackpot amount at RM1 million (US$306,000).

DRS, the GENTING proprietary casino management system, offers a casino-wide slot multi-level progressive mystery jackpot covering hundreds of slot machines of different manufacturers. Because of the large scale of the slot machines linked, it allows the casino to offer an extremely high top jackpot prize. Combined slot promotions prizes ranging from cash, motorcars etc. totaled in excess of RM 45 million (US$13.8 million) in 2009.

Slot Progressive Jackpots

Members (Rated Players) Marketing

A key driver in the acquisition of regular slot players is derived from the WorldCard membership loyalty program. Through data collected via the player tracking system, it allows the Slot Marketing group to identify high value players and repeat customers.

Through a combination of reports and filtering as well as application of business intelligence analytical tools, targeted marketing promotions can be designed and directed to very specific customer subset based on each group's unique characteristics and needs. The result is a higher than average response rate to customer promotions and a greater win-per-patron for members versus the general walk-in customer.

Top rated slot players are also accorded special privileges and have exclusive access to the tastefully furnished V.I.P. Slot Lounge *(picture right)* equipped with the best and latest slot games and personal service from personable slot valets.

Tourists can also become WorldCard members as this loyalty card program is common across all of GENTING's properties. Signing up a visiting tourist customer might not result in a repeat visit to the property but creates a higher chance that the same customer will walk into another GENTING property when he or she visits other countries where a Genting casino or gaming property is present.

Product Segmentation

The slot floor at RWG is designed and configured to cater to various customer segments. The mass slot gaming area is divided into specific themed areas (Hollywood, Circus Palace, Celebrity Lounge, Monte Carlo, StarWorld) to suit the varying needs of slot players. A mid-tiered gaming area called the International Room is only accessible to Silver WorldCard members and above, giving them the added perk of access to a greater variety of complimentary refreshments and a better ambience. Higher rated slot players can qualify for Gold and Platinum WorldCard status which allows them to utilize the VIP Slot Lounge.

To overcome the perception that slot machines only appeal to the middle-aged and pensioners, an "ultra-lounge" slot environment was conceptualized to attract the younger customers. Called "@Latte", this area features lush carpeting, soft lights, pop live acts and jamming sessions, an espresso bar set amidst small banks of slot machines and electronic table games.

Top: Entrance of @Latte Monte Carlo at Resorts World Genting. Right: @Latte at Genting Liverpool Casino in the UK.

Transportation Programs

Bus programs form an integral part of RWG's marketing and local transportation strategies for the mass-market slots patron. Over a hundred buses ply various routes throughout Malaysia and Singapore on a daily basis. While about a quarter of these buses are owned or leased by RWG, the majority are operated by third-party bus companies.

Innovative promotional packages such as stay-and-play packages with combination of free play, meal coupons and discounted room rates are popular with slot patrons. Another popular bus program play package is a minimum play package eg. the customer pays RM150 (US$46) for RM200 (US$62) worth of slot play plus a free meal voucher or free room. This concept is similar to the non-negotiable ("dead") chips system used in table games.

Marketing Analytics

Marketing analytics plays a big role in the casino marketing strategy at RWG. The SAS Business Intelligence solution gives the casino operations team the ability to perform analyses including:

- Geographical customer penetration to cover district and town areas. This allows current tactical operations to be revised when required eg. increase buses to routes that currently have lower penetration and higher average family income precincts.
- Profiling of previous marketing campaigns to allow marketers to know which customer is more likely to respond and streamline the targeting criteria for future campaigns.
- Power of play segmentation tools to identify potential new segments and fine-tune future campaigns to fit the target segment.
- Response models developed specifically for campaign run during non-peak periods which garnered significant improvements in customer response rate.

The application of marketing analytics allows RWG to plan and deploy marketing campaigns that target customers who are most likely to respond to them. This greatly increases the response rate and effectiveness of the programs and allows RWG marketing team to narrow down and commit maximum marketing budget to these campaigns rather than typical 'blitzkrieg' marketing approach which reduces the funds available for each campaign and also results in very low hit rates. Customer satisfaction levels also improve dramatically as a customer is only like to receive promotions that he or she is interested in and not inundated with offers that they don't care about.

Multi-player games – RWG has the world's largest of Electric Table Games

The RWG casino has the world's largest installation of Electronic Table Games (ETG) with 625 seats in total. 90% of these seats are electronic touch-bet roulette with largest multiplayer electronic roulette game having 125 seats.

ETGs have become hugely popular over the last 10 years and RWG has been one of the game's early adopters. RWG's ETGs have quickly developed a loyal and rapidly growing following. On a per seat basis, compared to a slot machine seat, ETGs can yield up to 3 times more win-per-unit-per-day.

REFERENCES

The following references demonstrate GENTING's capabilities in the operation of gaming facilities:

- MGM Resorts International (formerly called MGM Mirage)
- International Game Technology
- Walker Digital Gaming LLC
- Bally Technologies
- Shuffle Master
- Aristocrat Technologies

5 Experience in Hospitality

GENTING's vast experience in the leisure and hospitality business is evidenced in the development of the Resorts World integrated resorts, the management of Genting UK's casinos and Star Cruises. Each of these will be discussed separately as follows:

a) Resorts World Genting

b) Resorts World Sentosa

c) Resorts World Manila

d) Genting UK

e) Star Cruises/Norwegian Cruise Line

Resorts World

GENTING

GENTING, MALAYSIA

Fun City Above The Clouds

Resorts World Genting (Malaysia)

Resorts World Genting, Malaysia ("RWG") has been one of Asia's leading leisure and entertainment resorts for the last four decades. Located on a highlands resort 6,000 feet above sea level, it offers a plethora of leisure facilities and amenities catering to various market segments. This includes:

- 260,000 square feet casino (3,100 slot machines and 500 table games)
- 10,000 hotel rooms boasting high average occupancies of over 90%
- Indoor and outdoor theme parks with over 60 rides
- Shopping mall with 170 dining and retail outlets
- 3 mega venues with 9,100 seats (5,500-seat Arena of Stars, 2,000-seat Pavillion and 1,600 Genting International Showroom) to host world-class shows and concerts
- 150,000 square feet of business convention facilities
- 13,000 employees
- 20 million visitors annually

The company Genting Malaysia, listed on the Malaysian stock exchange ("Bursa Malaysia"), is the world's most profitable gaming company[9]. It is also one of the world's top 10 largest gaming companies with a market capitalisation value of US$5.3 billion.[10] With a gaming floor capacity of 3,100 slot machines and 500 table games (covering 260,000 square feet of gaming space), RWG has the largest casino in Southeast Asia and the Pacific region. The casino operates 24 hours a day, every day of the year.

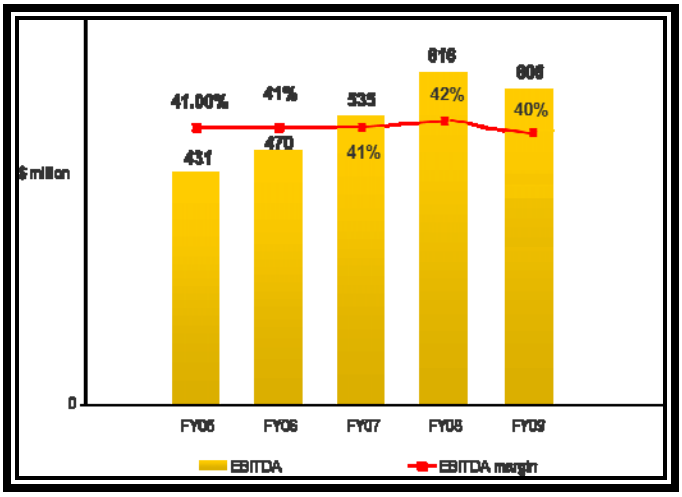
RWG's three mega venues totalling 9,100 seats have played host venue to hundreds of international artists, world-class spectacular concerts and shows over the years. Some of these international artists include the Black Eyed Peas, Boyz to Men, Fergie, Sir Cliff Richard, The Osmonds Brothers, Missy Elliot, Air Supply, No Doubt, Leona Lewis *(below right picture)*, Engelbert Humperdinck and the Pussycat Dolls. RWG also hosted major international entertainment events such as MTV Asia Awards and the Indian Film Academy (Bollywood) Awards.

[9] *Based on Citigroup Global Market Report 21 January 2010, page 52.*
[10] *Based on share price of RM2.85 as at 21 June 2010.*

Since the commencement of its development in 1965, RWG has been widely acknowledged as a civil engineering and construction feat. The mountain-top resort was carefully conceived to minimize its impact on the surrounding natural environment. The construction of all the buildings, support systems, facilities, infrastructure and transportation network for RWG was carried was not only built on steep mountainous terrain but amidst virgin tropical rainforest. One of RWG's greatest environment achievements is that only 4% of its landbank of 4,330 hectares (10,700 acres) has been developed. The remaining 96% remains intact as virgin rainforest.

The resort has consistently maintained its status for the past 40 years as one of Asia's favourite holiday playgrounds with almost 20 million visitors annually.

Financially, RWG is one of the most profitable casinos in the world and had consistently delivered EBITDA margins above 40%.



Genting Malaysia EBITDA/EBITDA Margin 2005-2009

RWG has received numerous awards of excellence, including being voted the World's Leading Casino Resort for four years (2005, 2007, 2008, 2009) and Asia's Leading Casino Resort for five consecutive years (2005 to 2009) by World Travel Awards.

Genting Malaysia is also the owner of the Awana resort chain and operates three Awana properties *(pictures below)* in prime holiday locations in Malaysia, namely Awana Genting Highlands Golf & Country Resort, Awana Kijal Golf, Beach & Spa Resort and Awana Porto Malai, Langkawi.

Resorts World

SENTOSA

SENTOSA, SINGAPORE

A Million Moments. One World.

Resorts World Sentosa (Singapore)

Resorts World Sentosa (RWS) is a wholly-owned subsidiary of Genting Singapore Public Limited Company (PLC), which is publicly listed on the main board of the Singapore Exchange. RWS is Singapore's first and largest Integrated Resort. It is a 49-acre development located on Singapore's holiday island of Sentosa.

The US$4.4 billion must-see, family entertainment resort destination is expected to attract 13 million visitors annually. RWS' four hotels (Hotel Michael, Crockfords Tower, Festive Hotel, Hard Rock Hotel) comprising 1,350 hotel rooms opened in January 2010. The Resorts World Casino was opened in February and Universal Studios Singapore® theme park in March. RWS also boasts one of Asia's largest grand ballrooms and offers a wide range of entertainment and shows, as well as celebrity chef restaurants, brand-name boutiques and a shopping and dining Strip called FestiveWalk.

The second phase, due to come online at the end of 2011, will comprise two more hotels with a total of 500 rooms, a Marine Life Park and a Maritime Experiential Museum.

RWG's primary features are:

- 161,500 square feet casino
- 6 hotels with 1,860 hotel rooms
- Universal Studios Singapore theme park with 24 rides
- Marine Life Park with world's largest oceanarium
- 125,000 square feet retail
- 1,600 seat concert/plenary hall
- 7,300 seat events venue
- 10,000 employees

Casino

The RWS Casino occupies 161,500 square feet of net gaming space that accommodates up to 450 table games and up to 1,600 slot machines. The casino games include 15 varieties of table games, slot machines and electronic table games.

The casino is stylishly designed and comprises the main mass gaming floor *(picture above)* and an upper level for the Maxims Club and Crockfords Club casinos that are dedicated to Gold and Platinum members.

Amenities

Hotels

The six hotels at RWS are each uniquely themed to suit various tastes and interests. For the two premium hotels, Crockfords Tower is a “by invitation” only all-suite hotel with 24-hour butler service and extensive amenities while stepping into Hotel Michael is like entering an art gallery designed with the contemporary touch of renowned architecture, Michael Graves. The Hard Rock Hotel caters to the young and “hip”. Families, in particular, will find the Festive Hotel with its innovative bunk bed and fun décor a perfect fit. The Equarius Hotel beckons nature lovers with its water theme park whereas the Spa Villa is the sanctuary for those wanting peace and quiet.

Universal Studios Singapore

Universal Studios Singapore® is the first Universal theme park in Asia ex-Japan and boasts twenty-four attractions. Sixteen of these attractions are newly designed specifically for Singapore.

These rides bring the thrilling world of movie magic to life as customers "ride the movies®" on roller coasters and other movie-themed attractions. Be dazzled and delighted by an immersive entertainment experience that brings the silver screen to life.

There are 7 themed areas including:

- The Lost World – be immersed in gripping suspense and adrenalin pumping action at Jurassic Park and Waterworld
- Sci Fi City – visit a future metropolis and experience the ultimate inter-galactic battle of good vs. evil.
- Ancient Egypt – travel to an era when entire Pharaoh's tombs were discovered – and their terrible curses unleashed
- Madagascar – visit the dense tropical jungle, based on the hit DreamWorks Animation film
- Far Far Away – movie stars, talking donkeys ... this Land showcases lifestyles of the rich and fairy-taled
- Hollywood Boulevard – centre of the entertainment universe
- New York – feel the spirit and energy of America's biggest and grandest city

Other Attractions

The entertainment hub, FestiveWalk consists of The Showplace, Bull Ring and Imagineering, with shows like the "Crane Ballet" featuring pyrotechnics and cleverly choreographed laser lights, sounds and water effects.

The resident show "Le Vie" with its spectacular stage props fills the international showroom with an unprecedented theatrical music and dance epic dedicated to the celebration of life and a journey through time.

Customers can also indulge in gourmet dishes by celebrity chefs and shop to their hearts content at the large collection of flagship concept stores of leading brands.

Phase Two

Customers will be able to see, touch and mingle with over 700,000 aquatic creatures at the Marine Life Park's magnificent oceanarium, which is also home to dolphins, whale sharks, tiger sharks and rays.

The Equarius Water Park is an exciting water theme park nestled under the natural canopy of a tropical rainforest, with water rides integrated into the hillside terrain and tropical environment.

The Maritime Xperiential Museum, the first in the region that celebrates the diversity and richness of Asia's maritime history, provides a fascinating look into the history of the maritime silk route, maritime trade along the Straits of Malacca and its surroundings from the 9th to the 19th century.

Guests will also be able to pamper themselves at the exclusive ESpa offering wellness treatments in a tranquil atmosphere.

Resorts World
MANILA

MANILA, PHILIPPINES
The Place To Play

Resorts World Manila (Philippines)

Resorts World Manila (RWM) is the Philippine's first state-of-the-art integrated leisure and entertainment complex. It is the result of a joint venture between Genting Hong Kong and the Alliance Global Group, one of Philippines' largest conglomerates. Located in the Newport City Cybertourism Zone in Pazay City (adjacent to the Ninoy Aquino International Airport Terminal 3 in Manila, Philippines), RWM opened its doors to the public in August 2009.

RWM is an integrated leisure and entertainment complex featuring 3 hotels with 1,574 rooms including a six star all-suite Maxims Hotel, a 323,000 square feet casino and a 323,000 square feet iconic shopping mall, 4 high-end cinemas and a multi-purpose performing arts theater. Whether a guest is a world traveler, thrill-seeker, gourmet, shopaholic or the art and music lover, RWM has something to offer.

Its casino gaming facilities comprise up to 1,400 slot machines and 300 tables. The gaming floors are open twenty-four hours a day, every day with public and VIP gaming areas as well as junket rooms.

Maxims Manila is a six-star, 172 all-suite hotel, each assigned with personal butlers and furnished with state-of-the-art facilities. In addition, there are three Royal Villas and One Presidential Suite, each featuring an individual pool, patio, garden, massage room, kitchen and dining room. A magnificent glass sculpture by Dale Chihuly is on display in Maxims Tower.

RWM is also home to Marriot Manila, a five-star 342-room hotel. It has four dining outlets: Cru Steakhouse, Velocity Bar, Marriott Café and the Lobby Lounge. In addition, it features state-of-the-art meeting rooms, a ballroom and the Quan spa.

The Remington Hotel is targeted to open in the first quarter of 2011. It will offer basic services and amenities for an affordable and comfortable stay within everyone's reach.

RWM offers a wide array of dining choices. Among these are Passion (serving delicious Cantonese and Southeast Asian cuisine), Ginzadon (with a sumptuous offering of Japanese and Korean dishes), Noodle World (offering the best Asian noodles), Mercado (offering exquisite buffet of Filipino cuisine) and Maxims Dining (offering world-class fine dining for the elite).

The Newport Mall is a four-level, high-end mall slated to open soon. It will feature an iconic design and an indoor piazza with a glass skyline to promote an open space concept for a relaxed shopping and dining atmosphere. Gourmets will have more to celebrate with the mall's variety of dining establishments to choose from. The Mall includes four premium cinemas with a total of 1,200 seats and a 1,500-seat Performing Arts Theater – a multi-purpose venue that will feature world-class acts, plays, performance and more.

Genting UK

Largest Casino Operator in the UK

GENTING, via Genting UK, is the largest casino operator in the United Kingdom with 44 casino properties. Genting UK has a total of 773 slot machines and 525 gaming tables.

It operates five casinos in London, including four of the most prestigious in the capital, namely Crockfords Club, The Colony Club, Maxims Casino Club and The Palm Beach. Each one offers a unique experience, providing an exciting range of games in a relaxed and luxurious environment.

Genting UK Casino Properties

Crockfords Club

www.crockfords.com

Crockfords, the oldest gaming club in the world, has catered to the elite since 1828. William Crockfords earned his reputation as "Father of British gaming" by offering the fairest gaming and finest dining, a hallmark that continues to this day.

Housed at 30 Curzon Street, Crockfords was expanded in 2008 with the purchase of the adjoining building allowing the creation of two additional floors of private gaming facilities complete with smoking terraces. An exclusive business center was introduced, specifically designed to meet the needs of international players. Following the adoption of 24-hour gaming in late 2008, a 90-seat Ballroom was opened in 2009 to cater to exclusive events.

Crockfords Club, London

The Colony Club

www.thecolonyclub.com

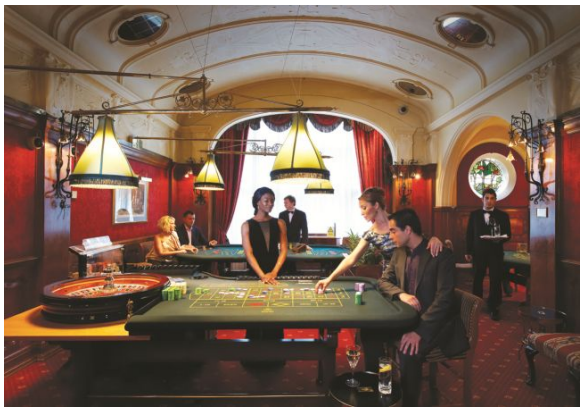
The Colony Club remains the most stylish contemporary casino in London. Adjacent to the Metropolitan Hotel and opposite the Hilton Park Lane, the club is perfectly suited to cater to the upper middle and high-level players. Colony had begun the 24-hour opening initiative in 2008 and opened for all-day trading in 2009 during the busy summer months.

The Colony Club

Maxims Casino Club

www.maximsclub.com

Maxims Casino Club is the most prestigious club within the Royal Borough of Kensington and Chelsea. A short walk from Kensington Palace and its gardens, this exclusive and intimate club offers attentive gaming for its discerning clientele. The club has a high stakes poker game that is popular with local and international players.



Maxims Casino Club

The Palm Beach

www.thepalmbeach.com

The Palm Beach is situated in Berkeley Square in Mayfair and features one of the most vibrant gaming rooms in London.

The club has two customer entrances, a main entrance and a direct entrance from the lobby of the five-star Mayfair Hotel.

The Palm Beach

London Mint

www.cromwellmint.com

Located at 43/45 Cromwell Road in a conservation area opposite London's Natural History Museum, this is a busy and vibrant club in the heart of South Kensington. The club was refurbished in December 2008 and now exudes a modern feel and atmosphere.

London Mint

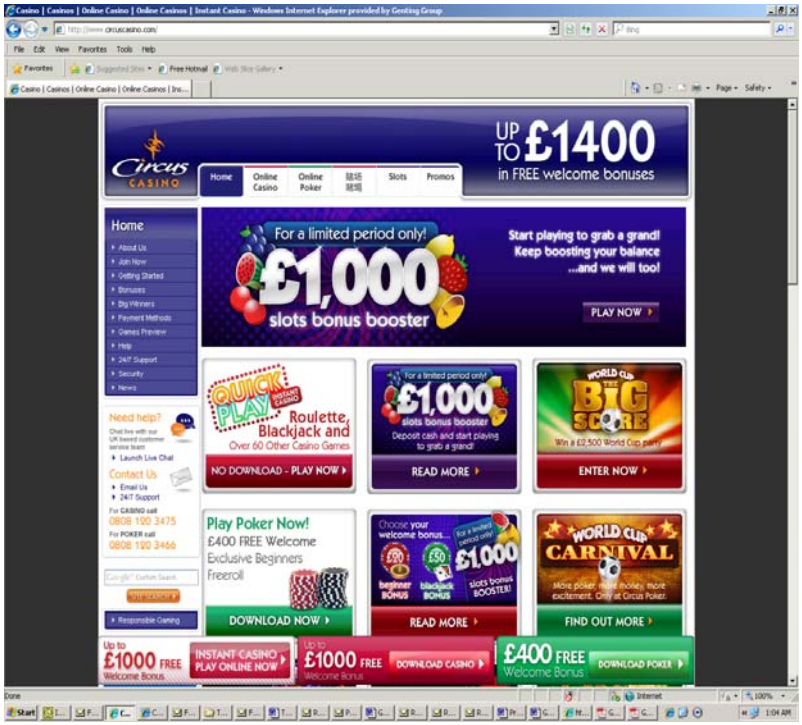
Provincial Casinos

Genting UK operates 39 provincial casinos across the UK under brands such as Circus Casino, Mint and Maxims.

Online Casinos

www.circuscasino.com

The Group via Genting Alderney Limited, launched its online casino and poker operations in June 2008 and currently promotes the Circus Casino brand online. Its principal focus is to promote online poker and casino games to Genting's land-based customers in the UK. CircusCasino.com accepts players from around the world, subject to compliance with various gaming legislative requirements in particular territories. Genting online business does not accept business from the United States.



Star Cruises/Norwegian Cruise Lines

www.starcruises.com
www.ncl.com

Genting Hong Kong, formerly known as Star Cruises Limited, is a leading global leisure, entertainment and hospitality enterprise, with competences in both land and sea-based businesses:

- Star Cruises - Asia-Pacific
- Norwegian Cruise Lines (NCL) - 50% joint ownership alongside Apollo and TPG
- Resorts World Manila (RWM) – 50% joint partnership with Alliance Global Group

A pioneer in its own right, Genting Hong Kong was incorporated in September 1993, operating its fleet under Star Cruises, to take on a bold initiative to grow the Asia-Pacific region as an international cruise destination. Star Cruises, together with NCL, is the third largest cruise operator in the world, with a combined fleet of 18 ships cruising to over 200 destinations, offering approximately 35,000 lower berths.

Star Cruises, the leading cruise line in Asia Pacific, has a fleet of 7 ships which includes SuperStar Virgo, SuperStar Aquarius, SuperStar Libra, Star Pisces, MegaStar Aires, MegaStar Taurus and Norwegian Dream – offering various cruise itineraries in the Asia-Pacific region.

Norwegian Cruise Line is the youngest fleet in the world, operating a fleet of 10 ships that includes Norwegian Gem, Norwegian Jewel, Norwegian Pearl, Norwegian Sun, Norwegian Dawn, Norwegian Star, Norwegian Spirit, Norwegian Jade, Norwegian Sky and Pride of America. The latest addition to the fleet is the 4,200 berth, 153,000 tonne Norwegian EPIC – one of the largest cruise ships in the world.

Genting HK is headquartered in Hong Kong and its business includes the operations of Resorts World Manila. The company has a presence in more than 20 locations worldwide.

United States of America

GENTING's gaming experience in the U.S. is primarily through its majority shareholder Kian Huat (KH). It spans a period of 18 years beginning with the financial and operational support for the development of the Foxwoods Casino in 1992. This property has been successful beyond all expectations. KH provided executive, development and financial experience to start the development prior to 1992 and has played a significant role in the planning and development of this world class facility.

Over its 18-year history, Foxwoods has become the largest resort casino in the U.S. and has achieved a level of excellence that few gaming operators can compete with. The property has been continually developed and now comprises of four hotels with 2,200 rooms, 340,000 sq ft of gaming space with 7,300 slot machines, 34 restaurants, 26 retail outlets and significant additional infrastructure supporting up to 50,000 customers per day.

In 2002, KH entered into agreements with the Seneca Nation of Indians to assist in the development of their casino properties in Niagara Falls and Salamanca in New York State. The Niagara Falls property was developed and opened for business in a record time of 100 days in 2002 and is now a very successful major casino property in New York State.

This property has been very successful, not only financially, but also in driving new business to the region and creating additional employment. The Seneca properties comprise of over 210,000 sq ft of gaming space with 6,500 slots, two hotels with 800 rooms, multiple F&B and retail outlets generating net revenue of $580 million in 2009.

The senior executive management of GENTING has made significant contributions to the success of these two Northeast casino properties and prior members of the executive management teams of both Foxwoods and Seneca will be involved in the development of the Aqueduct Casino.

The development and operational skills that this very experienced team will bring to the Aqueduct Casino will ensure the success of a Resorts World Casino at Aqueduct. Our commitment and experience in the Northeast gaming market for the last 18 years gives us the knowledge and understanding of how to develop and operate successful casino operations in this market. We will deliver a casino product that will compete very effectively and understand the needs of the Northeast gaming customer.

REFERENCES

The following references demonstrate GENTING's capabilities in the development of gaming facilities:

- Michael Graves & Associates
- Kajima
- Sentosa Leisure Group
- Metallurgical Corporation of China

6 Experience in Construction

GENTING has sound track record of developing unique resort properties and creating innovative achievements along the way.

A case in point is Resorts World Genting – a landmark property of engineering feat, as the main development (which began in 1965) at the summit of a remote mountain is solidly perched on a residual granite rock formation. The resort has been carefully planned, built, maintained and monitored to minimize its impact upon the delicate montane ecosystem. In 1965, the Genting team began the resort development by creating an access road through thickly densed tropical mountain forest. A policy of self-sufficiency was adopted to provide basic amenities such as water (by using natural water resources and catchment areas), electricity (by having its own large generators and becoming an independent power distributor) and developed its own solid waste management systems.

The team adopted environmentally friendly construction method, ie hand-dug caisson for the foundations of the buildings, which was found to be the most suitable and very effective for working at steep slopes particularly in the highlands. Disturbances to the soil were minimized and overhand structures and bridges were constructed to reduce any environmental impact on steep sections of the road. Exposed surfaces and slopes were re-vegetated as quickly as possible with turf or hydro seeding to minimise soil erosion. The development of RWG was intentionally confined to two areas – 27 hectares (67 acres) on the hilltop and 105 hectares (259 acres) at mid-hill.

RWG is probably the only resort in the world of this scale that has developed its own basic amenities and infrastructure such as roads, power, water, sewage and waste disposal – it is a self-contained township.

45 years later and now, the resort has developed only 4% of its 4,330 hectares (10,700 acres) of landbank. The remaining 96% remains preserved as virgin forest. Development projects have been carefully designed for safety and strategically built skyward (i.e multi-storey style) to minimize the use of land for development, thus preserving a major portion of the forest for future generations. Such efforts have ensured RWG as one of the safest highlands resorts in Malaysia.

GENTING's development projects have created unique attractions for RWG, such as:

a) First World Hotel – the world's largest hotel in RWG with 6,119 rooms.
b) Genting Skyway – the longest cable car in Southeast Asia at a distance of 3.4 kilometers (2.1 miles) and transverse over one of Malaysia's oldest rainforests.

c) First World Plaza – a shopping and leisure paradise offering more than 170 retail and F&B outlets, fun rides and many more entertainment attractions, all under one roof at 6,000 feet above sea level.

d) Genting International Convention Centre – Malaysia's largest column free convention centre with 18 meeting rooms, with a combined capacity of over 10,000 pax.

e) Excellent road network and dual-carriage highway infrastructure to and from the highland resort.

f) Continuous enhancements at RWG have seen the creation of Maxims Club, a unique hotel-within-a-hotel concept.

Another example of construction achievement is the completion of Resorts World Sentosa ("RWS") ahead of its schedule. Despite the challenging global economic crisis and inflationary pressures that escalated building material costs such as sand and cement, the team developed strategies and worked hard to expedite construction works and improve efficiency. RWS' phase 1 of hotel developments was completed 4 months ahead of schedule.

RWS is Singapore's first large scale multi-recreational luxury park. The resort that includes a Universal Studio Theme Park, was one of the first projects to be certified with the GoldPlus award from Singapore's Building and Construction Authority's (BCA) Green Mark program for energy efficiency.

GENTING has also forged strategic partners in developing world-class luxury resort facilities. These strategic partners include Universal Studios Inc., world renowned American architect Michael Graves who helped designed Resorts World Sentosa, Mark Fisher the show creative producer of RWS' Voyage de la Vie - a spectacular circus theater show that is the first of its kind in Singapore (Mark designed the opening and closing ceremonies for the Torino 2006 and Beijing 2008 Olympic Games and world tour sets of Pink Floyd, The Rolling Stones, U2, Tina Turner and Robbie Williams), Jeremy Railton, the.Emmy award-winner creative designer that created the spectacular "Crane Dance" (a multimedia moving art installation with choreographed animatronic cranes) and Chambers of Treasures in RWS and many more.

7 Corporate Quality Assurance Program

GENTING has a comprehensive corporate quality assurance program to ensure all of its operations and processes, including slots and casino operations meet the relevant standards of quality.

The Group undertakes the International Management System certification or ISO9001 Quality Management System in its leisure resort operations to enhance the Group's management process with a systematic framework or discipline.

For example, RWG has a Total Quality Management (TQM) department that aims to deliver total quality encompassing product, services and everything that accrues in the organization that would ultimately lead to customer satisfaction. TQM focuses on quality planning, process management and total participation. Five key initiatives of TQM include (a) Awareness and Training; (b) Improvement Project by Quality Improvement Team; (c) International Management System (d) Customer Survey and (e) Recognition and Reward. Various Quality control tools and processes have been conducted to train management and executives.

Food safety standards that are in line with the relevant regulatory acts are adopted. For example, in the case of RWG, food safety standards are adopted in line with Malaysian Food Acts, 1983 which requires implementing HACCP (Hazards Analysis Critical Control Point) based on food safety management system in all of its Food and Beverage outlets since 2005, to ensure food served are safe for consumption by customers.

Core Competencies

GENTING's Mission Statement emphasizes 5 core values:

1. Be responsive to the changing demands of our customers and excel in providing quality products and services.

2. Be committed to innovation and the adoption of new technology to achieve competitive advantage.

3. Generate a fair return to our shareholders.

4. Pursue personnel policies which recognize and reward performance and contributions of employees and provide proper training, development and opportunities for career advancement.

5. Be a responsible corporate citizen, committed to enhancing corporate governance and transparency.

The delivery and fulfilment of our Mission Statement is manifested through execution and practice of the following Core Competencies by all our employees:

- A customer-centric business paradigm resulting in high customer loyalty
- A highly efficient and diverse workforce
- An extensive sales & marketing distribution network
- Commitment to innovation & technology
- Synergistic value created through a comprehensive set of group-wide services
- High principles & integrity in every aspect of business operations

Customer-centric business paradigm

Axiomatic to Genting's corporate mission statement is the *Customer* occupying the nucleus seat in our business. All decisions in every facet of our business dwell on the satisfaction of a single parameter, the customer. This is the simple strategy at the heart of the Genting business and yet the most abstruse in execution in which we excel.

Over 30 million customers walked through the doors of all our properties every year and the numbers is projected to increase to 50 million by 2012.

Towards building values to the creation of a customer-centric organization and culture, Genting implemented programs like Customer Profiling and Segmentation, Lead Management, Building Values, Feedback Tracking and Product Development & Management etc., all which have been implemented successfully and improved our customer satisfaction level.

Genting's WorldCard Customer Loyalty Program – 6 million active members

The cornerstone of Genting's marketing strategy is its WorldCard customer loyalty program. The WorldCard program offers our customer benefits and privileges internationally at Genting and its network of partners. Customers are tracked to better understand his or her preferences and in turn allow us to tailor our services to suit their needs.

WorldCard has an international *rated* membership base of **6 million active members** outside of the U.S. and is unique in that it is an "open" loyalty program.

This is similar to the concept of airlines mileage programs like OneWorld and Star Alliance. Star Alliance is a *network* of loyalty programs of a group of airlines including United, Singapore Airlines, Air Canada and Lufthansa whereby members of each of the airline's loyalty program can enjoy benefits and earn miles while flying any of the other airlines in the Star Alliance network.

Customer Communications

Genting's marketing communications strategy transcends all channels; direct mail, email, the internet, mobile phone and social media conduits like blogs, Facebook and Twitter.

This wide marketing communication strategy allows us to have greater reach not just geographically but across to all demographics.

In essence, customers will drive the business and the underlying strategy in Genting this credo is behind the success story of the Genting Group and its stature today in the gaming & hospitality industry.

Workforce

The Genting Group adopts a corporate philosophy that values the employees and emphasizes human resource development. Embedded on traditional values of hard work, perseverance and integrity, the group continuously expand to comprise a global team of dedicated and motivated professional managers. Each employee is incessantly committed to the Group's brand and the company invests heavily annual training conferences and team-building events to reinforce these corporate values.

Being a stalwart in the Asian gaming industry, the Genting Group has effectively sired the first two generations of casino professionals in the region. This strong vein of corporate culture is personified in all aspects of the business from the casino floor to the boardroom that has consistently won the Genting Group many awards as a Best Managed Company. Garnering one of the highest win-per-patron figures in the industry advocates the effective workforce in the Genting engine room, as does our properties high repeat customer visit rates.

In 1996, Malaysia's Ministry of Human Resources awarded Genting with the Most Caring Employer of the Year award.

As an international leisure and entertainment company, Genting has the advantage of experience in catering to a wide diversity of customers and cultures. This has in turn given a competitive edge to Genting in properties like Resorts World Genting that entertains a wide variety of customers from all corners of the earth. Our strong understanding of each culture allows the marketing team to devise specific marketing campaigns for each of the different customer culture segments.

Extensive Sales & Marketing Network

Genting's potency in creating a highly effective labyrinth of sale & marketing channels has been the driving force behind the high customer visitations to all our properties. In each market that we serve, a thorough cross analysis is done on the local and regional demographics (population, income level, ethnicity, age etc.) against vicinity of competing entertainment services and ease of access/logistics.

Using the data, Genting painstakingly develop a model based on its experience to draft a blueprint to deploy appropriate sales and marketing service points to achieve the greatest impact in drawing a customer and providing the simplest means for the customer to make the decision to 'buy into' our product. The result is a sales & marketing network which at every point of contact with a potential customer, will ensure always that the customer sees our product first, align our marketing message to fit what he or she wants, and offers an easy means for the customer to take up our product. In effect, we take the concept of supply chain in manufacturing and distribution and applied it to our business.

Thus the location of every sales office, the appointment of each sales agent, the engagement of each bus operator and the designation of bus routes in neighboring counties and adjacent states is derived from analysing such data to derive maximum impact.

A case in point is Resorts World Genting. Situated at the top of a mountain range at 6,000 feet above sea level on the outskirts of the capital city, Kuala Lumpur, it is not the most convenient entertainment venue to visit. Yet, Resorts World Genting can attract close to 20 million visitors annually, more than the total tourist arrivals of most countries!

Today, Genting's sales & marketing network extends to 70 cities across 21 countries with direct coverage by over 100 business development managers and dozens of sales agencies. Where the junket system is a strong characteristic in the Asian gaming market, our network includes a list of 70 registered junket operators from 12 countries. All these have contributed to generating customers gambling over $20 billion every year at our casinos.

Commitment to technology & innovation

The Genting Group has always been an advocate of technology and innovation as a catalyst for business and operational performance. If a customer-centric culture is the cornerstone of Genting' success, then technology is the bedrock which grants the company the ability to deliver on its goals.

The Group has been constantly updating its technology platforms with "bleeding" edge technology solutions from internationally well-known solution providers. Some of the solutions implemented include :

1992 – Fidelio as POS solution
1997 – SAP for financial reporting, accounting and human capital management
2000 – Siebel for customer relationship management and call centre reservations
2003 – Genting hospitality property management system (in-house developed)
2007 – SAS for business intelligence and customer behavioral analytics
2007 – Tibco business process management for automation of process workflows
2008 – Ariba for sourcing and group procurement

The Casino Marketing department harnesses the power of the SAS Business Intelligence and Predictive Analytics system by populating it with all of the resort's customer transactions to data mine, analyze and segment the data into cognizant customer behavioral traits. Employing analytics help to identify relevant target customer segment groups
for running more successful campaigns.

The SAS business intelligence system has earned Genting Malaysia the prestigious MIS (Management Information System) Asia Excellence Award for Best Business Enabler 2009. (picture right)

The critical cog in the daily operations of our casinos is a fully in-house developed casino management system, DRS. Regulatory-certified through GLI (Gaming Laboratories Inc), the DRS system is the result of investment in many millions of man-hours over the last 25 years and serve as the backbone to all casino operations and marketing activities.

It can handle a massive amount of data where at Resorts World Genting, the DRS system hosts 2.5 million customer profiles, is connected to more the 6,000 customer touch-points such as slot machines, self-service kiosks, table games terminals, point-of-sale systems and credit card terminals.

The system handles 1.5 million transactions daily with an average response time of 6 milliseconds interacting with 340GB of compressed database size containing 186 million rows of customer transactions and 1.39 billion rows of slot meter records from daily requests and returns response of 7,000 system users. One of the core applications integrated with the DRS system is the Casino Marketing & Treasury System that runs the VIP & junkets rebate programs.

On the gaming floor, cashless gaming is fully employed on the entire slot floor as well as across all Electronic Table Games. RFID chips are used at high-limits tables and playing cards optical recognition technology are applied on most tables to prevent fraud or collusion. Through the DRS, slot personnel can detect in real-time where the 'hot spots' are on the slot floor where play activity is the highest; more slot attendants can then be despatched to such locations to assist the greater volume of players. Historical data in DRS also helps to identify what are the slot titles contributing to the hot spots and allow slot management to increase the mix of such games and introduce them at low activity areas.

In marketing communications, Genting embraces the latest communication technology and social media tools to reach out to all its customers. E-marketing extends beyond mere e-mail, but also through Twitter, Facebook and mobile phones.

Comprehensive Group-wide services

Combining all of Genting's gaming & hospitality experience translates into in excess of 1,000 man-years of core competencies in casino & resort design and management.

Every new property that Genting opens has benefited from business processes and operations methodologies refined over 45 years of experience; from casino standard operating procedures, to security and surveillance processes, procurement practices, human resource management etc.

A comprehensive suite of group-wide services is made available to all Genting's operating properties to leverage the group-level expertise and synergies. All properties can tap onto the corporate group procurement services to leverage on group-wide purchasing power and economies of scale.

Another corporate shared service is in Human Resource that can provide full range of services from administration protocols in, for example, recruitment, payroll and training, right through to supplying specialist HR information and advice on HR policy and practice as well as talent management.

Centers of excellences (COE) for various disciplines located in different locations within the Group are available as specialty resources to all existing and new properties. For example, the casino technology research & development COE consists of 100 IT professionals distribution in three locations in Singapore, Malaysia and the Philippines.

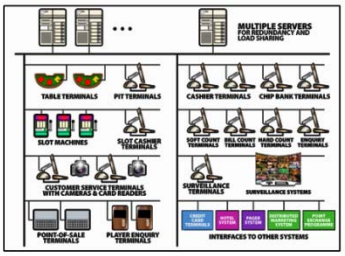
Genting also has a group infrastructure service of seven customer call centers with over 400 customer service call officers supporting enquiries and reservations booking for all its properties. The call centers provide multilingual support for English, Chinese (and major Chinese dialects), Malay, Tagalog (Philippines) and Tamil/Hindi (India) languages. These are complemented by sales representative offices in 70 cities across 21 countries.

For every new property in the Group, a corporate development organization provides consultative support, project management services, training, marketing & branding guidance and indoctrination of casino & hospitality standard operating procedures and business processes.

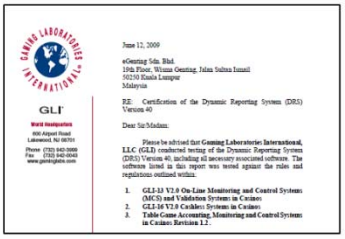
In essence, these group-wide services ensure that every Genting property is consistent with the corporate quality standards and brand image that is recognized by all our loyal customers around the world.

<u>Principled Business Practice & A Strong Corporate Social Responsibility</u>

As a leading global gaming company, GENTING dictates that all its businesses and practices adhere to the highest regulatory standards. This is manifested by the fact that GENTING is able to be licensed in some of the most stringent regulated gaming jurisdictions including Australia, the United Kingdom, United States and Singapore.



GENTING casinos only offer casino games that are certified by globally recognized gaming laboratories like GLI, Nevada Gaming Control Board, BMM etc. Even GENTING's in-house developed casino management system, DRS, was designed to conformed to major regulatory requirements and duly certified by GLI.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GLI

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June 12, 2009

eGenting Sdn. Bhd.
19th Floor, Wisma Genting, Jalan Sultan Ismail
50250 Kuala Lumpur
Malaysia

RE: Certification of the Dynamic Reporting System (DRS) Version 40

Dear Sir/Madam:

Please be advised that **Gaming Laboratories International, LLC (GLI)** conducted testing of the Dynamic Reporting System (DRS) Version 40, including all necessary associated software. The software listed in this report was tested against the rules and regulations outlined within:

1. **GLI-13 V2.0 On-Line Monitoring and Control System (MCS) and Validation System in Casino**
2. **GLI-16 V2.0 Cashless System in Casino**
3. **Table Game Accounting, Monitoring and Control System in Casino: Revision 1.2.**

At GENTING, a strong Corporate Social Responsibility (CSR) culture is imbued in every business and employee. Genting's CSR mission statement emphasizes listening and responding graciously and humbly to customers, employees, investors and the community alike.

To our customers: to listen to their needs and exceed their expectations in product and service quality.

To our employees: to continuously provide decent working conditions that are conducive to the well-being of all our employees. To recognize and reward outstanding performance, as well as provide world-class training and personnel development to attract and retain the most talented and committed workforce in the industry.

To our investors: to manage risk and generate good returns for our shareholders, providing them with an open and transparent account of how their business is run and how our financial performance is achieved.

To the environment: To continue our policy of environmental sustainability that protects the landscape of our resorts, reduces the environmental impact of our operations and minimises the impact of future developments on our natural resources.

To the community: GENTING advocates Responsible Gaming practices. GENTING works closely with local communities and regulators in all of its markets to ensure that GENTING operations are safe and secure, while upholding the highest level of honesty, integrity and social responsibility.

For example, in the UK, Genting UK is an active voluntary contributor to the Responsibility in Gambling Trust ("RIGT"), which funds research works by UK-based universities; education initiatives such as the www.gambleaware.co.uk website, treatment through registered charities such as Gordon House (a residential treatment center) and GamCare (a leading authority on information, advice and practical help in addressing the social impact of gambling.

These socially responsible practices include creating awareness via signages and leaflets on how to gamble responsibly. Staff employees dealing with customers are trained to identify and respond to those who have gambling problems. Genting UK was awarded the Certificate of Social Responsibility by GamCare for high standards of socially responsible practices.

In philanthropy, GENTING contributes regularly to various charities and foundations to support the underprivileged and the disabled in the community. The Group also actively contributes towards the ure and art in jurisdictions where the Group operates.

Genting Malaysia (formerly known as Resorts World Bhd) donating RM1 million (US$308,356) toward Pride Foundation in support of cancer-based research work in Malaysia.

ChildAid Charity Concert held in Resorts World Sentosa, Singapore raised US$1 million to help the needy children.

GENTING advocates environmental protection as evident in its integrated resort project in Singapore where marine biologists were engaged to relocate corals and other marine life around the Sentosa island northern coastline affected by reclamation works to another location in order to preserve the ecosystem.

According to the National Geographic, although coral reefs cover less than one percent of the ocean floor, they support an estimated 25 percent of all marine creatures. Shark fins are a much sought after delicacy in Asia but due to the Group's corporate commitment to marine conservation and research, the company declined to offer shark's fin on the menu at any restaurant in Resorts World at Sentosa, Singapore.

Genting Stanley team participating in the charity bike ride from London to Brighton in support of the British Heart Foundation

Media news on RWSentosa's conservation and relocation efforts to save trees and corals found on its development site

Genting Stanley awarded the Certificate of Social Responsibility by GamCare

GENTING has a strong record of CSR contributions, as the Group is focused on contributing to the sustainable development of the economy and the community, as well as care for the environment and its employees in countries and jurisdictions where the Group operates.

These practices have always been an integral part of GENTING's business ethics and reflect the Group's continuous pursuit to enhance its corporate values through the adoption of good business practices.

Genting New York LLC - Corporate Assurance Quality

GENY has adopted a comprehensive corporate quality assurance program to ensure all of its operations and processes, including slots and casino operations meet or exceed the highest standards found in our industry. Our quality assurance program is a two-part approach, internal and external.

Internal Quality Assurance

Every employee of RWNY will receive orientation training upon commencing employment with the company. Depending on each individual job function and prior experience, an employee will receive adequate training to perform their job duties including internal control and procedural training as needed. The following training will be provided if applicable:

1. Customer Service Training
2. Serve Safe Training - HAACP
3. TIPS – Alcoholic beverage sales
4. Title 31 – Anti-money laundering laws
5. All RWNY Policies and Procedures
6. NYS Minimum Internal Control Standards

Customer service training will ensure that each employee of RWNY has been given the knowledge and tools to provide exceptional customer service. This training will teach guest service skills, customer relationship management and safety training to name a few topics to be covered.

Serve Safe Training is required by all Health Departments in New York State and we will require our Food and Beverage Management to identify at least two employees from each outlet/area to be Food Safety Certified. These individuals will be required to attend a certified course where they will be taught the critical elements of food safety. Upon successful completion of the food safety program, the identified individuals will then be required to initially train the new employees in their department upon hire and re-train all employees annually.

TIPS training will be required for all relevant employees that have customer contact. RWNY is committed to keeping patrons and the general public safe, therefore we believe that it is important that not only beverage department employees but any RWNY employee understand the key indicators that a patron has consumed too many or is about to consume too many alcoholic beverages. In the event that a patron is identified as being intoxicated, the Security Department will be notified immediately and the patron will be dealt with appropriately.

Title 31 is a federal law and training is mandatory for any employee that handles cash or could have knowledge that a patron is attempting to launder money or acts in a suspicious manner with regard to cash transactions. All Cage, Audit and Slot department personnel are required to be Title 31 trained upon hire and must be re-trained at least annually.

To ensure that all company policies and applicable laws and regulations, including NYS MICS, are adhered to RWNY will require all employees receive training that will review and reinforce appropriate policy. Additionally, RWNY will perform periodic audits of every department to ensure on-going compliance. This function is the responsibility of the Internal Audit Department and will be independent from the operations management, reporting directly to the Board of Directors.

Further, RWNY will employ a Director of Compliance that will oversee property compliance with all applicable laws and regulations, including the EEO policy and M-WBE requirements as outlined in the RFP.

This philosophy extends to every area of our operations, including construction. With regard to construction, we will directly pay for an on-site code enforcement officer. Our intention is to work directly with agencies to ensure that our facility is code compliant in a timely manner. Whether we hire an independent contractor that is certified and reports to the applicable municipalities or we reimburse them for the cost of having their inspector on site on a full time basis, RWNY will comply will all applicable codes and regulations in a timely manner.

External Quality Assurance

RWNY will implement a secret shopper program that will monitor quality from the guest perspective. Secret shoppers shall be deployed to ensure that we provide appropriate guest services. RWNY expects to evaluate all areas of our operation that have direct customer contact. Secret shoppers will be required to provide a detailed report of every aspect of their experience at RWNY. This feedback will then be analyzed and appropriate measures will be taken to correct any deficiencies.

Further, customers will be able to give direct feedback via customer comment cards or at our website. From time to time, RWNY may provide incentives to patrons to provide feedback. RWNY may employ outside consultants to perform studies and focus group sessions to better understand our patrons' experience on property, their expectations and solutions to bridge any identified gaps.

MICHAEL F SPELLER

REDACTED

Phone: Home: REDACTED **– Cell:** REDACTED
Email: uk000@aol.com

Professional Profile:

36 Years experience in both Domestic and International gaming jurisdictions holding key positions with large Corporate and Native American gaming operators. I have extensive senior management experience in the management and operation of existing casino facilities and the development and opening of new casino facilities.

Professional Experience:

Foxwoods Resort Casino: Mashantucket CT. **12/08 – 6/10**
President:
While serving as President of Foxwoods and MGM Grand at Foxwoods I directed and repositioned the largest Casino Resort in the U.S. to respond to the challenges of the largest economic contraction in recent history. Developed and implemented significant and sustainable cost saving strategies in every division while increasing efficiency and improving customer service at every level. Successfully created and implemented multi faceted business and marketing strategies designed to capture more market share and increase gaming revenues on a sustainable basis. Foxwoods is the largest Resort Casino in the U.S. comprising of 6.7 million sq ft with four hotels, 2200 rooms, 340,000 sq ft of gaming space, 7100 slots, 460 table games, 34 restaurants, 26 retail outlets, 2 showrooms, 2 spa's, two golf courses and 10,000 employees.

Seneca Gaming Corporation: Niagara Falls NY. **7/99 – 6/07**
Corporate Senior Vice President of Casino Operations:
I consulted on this project for three years before joining the company in 2002. I became Corporate SVP in 2004 responsible for the development, and operation of the major revenue producing divisions of the company. A Table Games Division of 125 Table Games, Slot Division of 6500 Slots, and two Poker Rooms. I was extensively involved in the design, and completion of two new Casino Hotels and a third Casino Hotel in design phase. In 2005 I assumed the responsibility of corporate oversight for construction management for a new 600 room Casino and Hotel in Niagara Falls N.Y. which opened in December 2005 and a new 212 room Casino and Hotel in Salamanca N.Y. opened in late 2006. F.Y. 2007 GGR: 596 Million.

Manhattan Cruises: New York NY. **10/97 – 7/99**
Senior Vice President of Casino Operations & C.O.O:
Recruited from Foxwoods by Genting Corporation of Malaysia to serve as Senior Casino Vice President/C.O.O. for Manhattan Cruises in New York City. Reporting to the President & CEO.

Foxwoods Management Company: Mashantucket CT. **1/97– 10/97**
Chief Operating Officer:
Assigned as acting Chief Operating Officer to oversee daily operations and new project development for Foxwoods Management Company. Foxwoods Management Company was a subsidiary of Foxwoods engaged solely in the development of external native gaming projects.

Foxwoods Resort Casino: Mashantucket CT. **11/95 – 1/97**
Foxwoods Management Company. Little Creek Casino: Shelton WA.
Chief Executive Officer:
In March of 1996 I was assigned to serve as Chief Executive Officer for Little Creek Casino. A Native American casino, designed, built and operated by Foxwoods Management Company.

Foxwoods Resort Casino: Mashantucket CT. **10/93 – 10/95**
Star Cruises: Singapore/Hong Kong/Malaysia Asia
Senior Vice President of Operations
At the request of Genting Bhd in Malaysia I was assigned from Foxwoods to join them in starting up a new casino company in Singapore catering to the top 5000 players in Asia. I was responsible for developing all gaming operations for the company. This included the casino design, construction and hiring of the senior management team. Eight separate casinos utilizing dead chip rolling/junket play throughout Asia reported to me. Reported directly to the EVP/CEO and the owners. At the completion of my two year contract agreements I returned to Foxwoods.

Foxwoods Resort Casino: Mashantucket CT. **2/92 – 10/93**
Casino Games Shift Manager:
Responsibilities included the general overall management of the gaming floor and compliance in all internal controls and regulations. 250 Tables, and 3500 Slots. 3000+ personnel.

Ramada Turquoise Reef Hotel & Casino. **3/91 – 10/91**
Providenciales Turks & Caicos British West Indies
General Manager/C.E.O:
Recruited directly by the owners to develop and open their new casino operation to comply with and conform to the strict gaming regulations of the Turks & Caicos Islands. I successfully negotiated the first casino license to be awarded to a company in a British Protectorate.

Crystal Palace Resort & Casino. Nassau Bahamas **11/90 – 3/91**
Gaming Manager:
Recruited by Carnival Corporation to join the company as a Gaming Manager.

Gaming Consultant. Pembroke Pines Florida. **1/90 – 10/90**
Gaming operations consultant.

Royal Antiguan Hotel & Casino. Antigua West Indies **7/88 – 1/90**
General Manager:
Responsible for all facets of this casino. Startup, development, and day to day operations.

Genting International: Lucayan Beach Resort & Casino. Freeport Bahamas: **1/86 – 1/88**
Casino Games Shift Manager:
Responsible for the daily operation and administration of the casino floor.

Tropicana Hotel & Casino. Atlantic City NJ. **7/81 – 1/86**
Administration/Scheduling Manager and Floor Manager:
Floor Manager: 1981-1984. Administration and Scheduling Manager: 1985-1986.

From 1973 to 1980 I worked with three casino companies in Europe, the Middle East and the Caribbean in front line gaming operations and mid level management.

License(s):

Key License: - New York State	09/02/2002
Key License: - New York City	07/01/1999
Key License: - Connecticut	11/01/1997
Key License: - CEO. Washington	01/01/1997
Key License: - VP Casino Ops. NJ.	07/01/1994
Key License: - GM/C.E.O. T&C Is.	12/31/1991
Key License: - Shift Mgr.Bahamas	01/01/1988
Gen License: - Great Britain	01/01/1974

DOB. 1/26/55

Other Applicable Skills/Accomplishments
Corporate multi property business management and development experience: Marketing planning and development. Gaming financial analysis: Operational cost control: Computer and gaming systems knowledge: Management development:

Tab 5.C.i.1.:

References

Genting New York LLC

Contact Information for Letters of Reference

Operations:

1. MGM Resorts International
   Name: James J. Murren
   Title: Chairman and CEO
   Address: 3600 Las Vegas Boulevard South
   Las Vegas, Nevada 89109
   Phone: (702) 693-7111
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2. International Gaming Technology
   Name: Tim Shortall
   Title: Vice President
   Address: 403 Westcoat Road
   Egg Harbor Township, New Jersey 08234
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3. Walker Digital Gaming LLC
   Name: Jay S. Walker
   Title: Chairman and Chief Executive Officer
   Address: Two High Ridge Park
   Stamford, Connecticut 06905
   Phone: (203) 461-7111
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4. Bally Technologies
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5. Bally Technologies
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   Email: cburns@ballytech.com

6. Shuffle Master Asia Limited
   Name: Andrew Macaulay
   Title: Executive Vice President
   Address: Alameda Drive, Carlos d'Assumpcao
   No. 180—Edif. Tong Nam Ah
   19 Andar (MLK)
   Macau
   Phone: 011 853 2872 2593
   Email: amacaulay@shufflemaster.com

7. Aristocrat Technologies Australia
   Name: Trevor Ross
   Title: Operations Manager-Systems & Slots Asia Pacific
   Address: 335-341, Alameda Drive, Carlos d'Assumpcao
   17th Floor, Unit A-E & X, Hotline Centre,
   Macau
   Phone: 011 853 2872 2777
   Email: rosst@ali.com.au

Development:

1. Michael Graves & Associates
   Name: Michael Graves, FAIA
   Title: Founding Principal
   Name: Patrick Burke, AIA
   Title: Principal and Studio Head of Resorts World Sentosa
   Address: 341 Nassau Street
   Princeton, New Jersey
   Phone: (609) 924-6409
   Email: pburke@michaelgraves.com
   mgraves@michaelgraves.com

2. Kajima-Tiong Seng JV
   Name: Sugimoto Koji
   Title: Project Director
   Address: 80 Marine Parade Road, #06-09
   Parkway Parade
   Singapore 449269
   Phone: 011 65 6344 0066
   Email: sugimoto@kajima.com.sg

3. Sentosa Leisure Group

Name:	Low Tien Sio
Title:	Executive Director, Special Projects
Address:	33 Allanbrooke Road, Sentosa Singapore
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Email:	tslow@sentosa.sg

4. Metallurgical Corporation of China Ltd.

Name:	Tan Zhiyong
Title:	Chief Representative Officer
Address:	21 Bukit Batok Crescent #19-73 WECEGA Tower Singapore 658065
Phone:	011 65 676 66883
Email:	tzy@mcc.sg

REDACTED

Letters of Reference – 12 pages

Tab 5.C.ii.:

JCJ Experience

QUALIFICATIONS FOR

Resorts World
AQUEDUCT
NEW YORK

Submitted by

JCJARCHITECTURE

29 June 2010

Firm Overview

Company at a Glance

CONTACT INFORMATION

350 Fifth Avenue, Suite 1029
New York, NY 10118
212.274.774.3606

YEAR ESTABLISHED

1936

SIZE OF FIRM

Staff Total	87
Registered Architects	33
LEED AP	38
Number of Offices	5

SERVICES

Architecture
Construction Administration
Document Production
Environmental Branding
Interior Design
Master Planning
Pre-design Advisory Services
Project Management & Construction Services
Sustainable Design

Uniquely among the arts, architecture exists to serve many aspects of the built environment – the business strategies and objectives of its patrons, the needs and activities of the users, the quality of life of neighborhoods, communities, and society. For more than 70 years, JCJ Architecture has built a practice on the union of business and art; an integration that combines our rigorous methods of management, the high standards of design and execution our projects achieve, and the kind of service our clients require and deserve.

To be of service and value to our clients, we have developed a keen understanding of their respective businesses, of the challenges they face, and of their aspirations. We approach each project with extensive knowledge of its context and purpose, and we also come with open and inquiring minds. Our experience does not give us predetermined answers – it enables us to ask the right questions and to elicit from our clients exactly those perspectives and insights that are particular to them and to their needs.

JCJ Architecture is a team of specialists who have chosen to focus on certain project types and to execute them exceptionally well. Each of our core markets is led by a nationally-renowned director supported by a depth of knowledge within our studios that allows us to provide focused expertise across the country. We connect with our clients in their world, bringing to it our extensive experience and knowledge. Most importantly, we understand that the world is changing and what we must do to help our clients change with it.

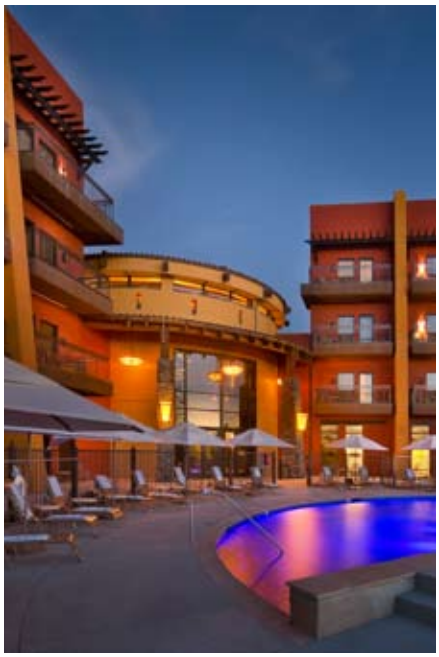
We practice a multi-faceted and demanding art; one that calls for the highest quality of conception and execution, systematic employment of firm-wide principles and methods, and skills acquired through study, observation, and practice. Our talented designers are supported by a business framework that gives structured freedom to their creativity and focus to their purpose: serving the objectives of our clients.

To date, we have completed more than 4,500 projects both nationally and internationally, for clients in both the public and private sectors. Having created exceptional, efficient, and profitable environments for over seven decades, we are recognized design leaders, and are uniquely positioned to bring a universal perspective to your project. Testament to our success, a large majority of our clients return to contract with us for further work.

FOUR CLIENT-FOCUSED ACTIONS GUIDE OUR PROCESS

- Engage: Arrive at the best solutions engaging directly with Stakeholders to brainstorm ideas and concepts.
- Explore: Leave no stone unturned in our quest to develop responsive project solutions.
- Report: Provide information in an objective, clear, concise, and factual manner.
- Respond: Respond to inquiries and provide answers in a timely manner.

Hospitality Market Sector



Building our practice upon the union of "the business and art of design", JCJ is nationally acknowledged as a premier designer of gaming and hospitality destinations, many representing some of the most exciting and successful projects in the world.

The primary differentiator between the JCJ hospitality design approach and our competitors in the industry is our steadfast dedication to the creation of unique, distinctive environments, while committing equal energy and innovative attention to the market place and business plan. We firmly adhere to the principle that the value of what we achieve is measured in two ways – The overall success of the patron experience, and the cash in the till at the end of the day.

Rising to the top of our industry has been an exciting and challenging journey, and is the result of years of discipline, dedication, talent, and strict adherence to our principles. In order to remain at the top, we constantly and consistently pursue broader understandings of new and ever-changing, ever-expanding patron expectations. We have become an "early identifier" of shifts in trends and nuances, and we translate that knowledge into meaningful market responsive design solutions for the advancement of our client's objectives, and to the benefit to the guests who will experience our environments - today and tomorrow.

Within this design culture, JCJ has made a significant impact on the gaming and hospitality design industry. We and our clients are proud of our accomplishments in thought leadership and the proven results of our efforts. We have been recognized by industry leaders as one of the "hottest" hospitality design firms in the nation. And we fully intend to add fuel to those fires – not for the blaze of the spotlight, but for the many advantages those flames bring to our patrons and our clients.

Achieving extraordinary success at all levels is not only our objective, but it is our passion and our mission.

Hospitality & Gaming Design Expertise

JCJ's HOSPITALITY PRACTICE

JCJ has provided project management, programming, planning, design and documentation of over 150 hospitality and entertainment projects throughout the world. Our practice ranges from luxury hotels such as Starwood's Luxury collection U.S. Grant Hotel in San Diego to large-scale destination resorts such as the Seneca Niagara Resort in Upstate New York. Working with various flags and owner/operators, we have recently worked on regional hotel properties in California, Arizona, Missouri, New Hampshire, Massachusetts, Connecticut. Oklahoma, West Virginia, Michigan, and British Columbia.

The firm recently was recognized by Hotel Business as one of the "Top 10 Architects & Designer in Hotel Interiors and Architecture in the United States" and by the professional sourcebook ENR as one of the nation's premier architects in its "Top 10 in Entertainment" annual ranking. ENR issue also ranked JCJ Architecture the 10th largest Architectural firm in the Top 500. JCJ is recognized for providing not only innovative, artistic, and highly popular and successful designs, but also comprehensive documentation and tireless field services.

JCJ operates as a strong business, and approaches our projects with similar regard. The firm reaches beyond typical architectural services to include attention to and consideration of the client's business ideals and business plan. JCJ's dedication to the profession is evidenced by the solid reputation of the firm as a national leader in architecture for hospitality projects, its focus on "experience-based" design solutions, and by the earning of numerous awards for planning and design excellence.

RECENT RECOGNITIONS EARNED BY JCJ ARCHITECTURE INCLUDE:

- Hotel Business – One of the Top 10 Architects & Designers in Hotel Interiors and Architecture in the United States;
- Architectural Record – Featured as one of the largest architect-led design firms in the United States
- Engineering News-Record – One of the Top 500 Design (Architectural, Engineering and E/A) Firms in the United States
- Engineering News-Record – 9th largest architectural firm (without subsidiaries) in the Top 500 design firms;
- Engineering News-Record – Ranked # 3 in the Top 10 Design Firms in Entertainment Design in the United States;
- The Zweig Letter's Hot Firm List (Zweig/White Management Consulting and Research) – On the list of the Top 100 fastest-growing A/E/P and environmental consulting firms in the United States for the last five years
- MetroHartford Alliance/Hartford Business Journal – Business Champion award-winner in the 101-250 Employees Category for Business Growth
- Sarno Award, First Annual – Casino Design and Global Gaming Business Magazines – Best Casino Interior; Seneca Niagara Casino & Hotel
- American Gaming Association – Casino Design and Global Gaming Business – Best Tribal Resort/Casino; Seneca Niagara Casino & Hotel

LEED & Sustainable Design, cont.

- Yale University School of Medicine's Hunter 6 Laboratory is being prepared to meet LEED Gold standards.
- Shiley Theater, University of San Diego – The original heating and ventilation system was replaced with a new centralized fully automated HVAC system and natural daylighting was incorporated into this award-winning theater which has been use as a site for presidential debates.
- Florence Griffith Joyner School Campus, San Diego, California – The campus incorporates CHPS criteria, native vegetation and efficient HVAC systems. It also features natural daylighting and motion-controlled lighting in every building.
- Cuyamacca Community College Indoor/Outdoor Athletic Complex, El Cajon, California – The three building complex features natural daylighting, efficient HVAC systems, natural ventilation and motion-controlled lighting throughout.
- SUNY Suffolk Community College, Montaukett Learning Resource Center – designed to meet LEED Silver standards.

Recent Recogintions Earned by JCJ Architecture

- Hotel Business – One of the Top 10 Architects & Designers in Hotel Interiors and Architecture in the United States;
- Architectural Record – Featured as one of the largest architect-led design firms in the United States
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- Engineering News-Record – 9th largest architectural firm (without subsidiaries) in the Top 500 design firms;
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- MetroHartford Alliance/Hartford Business Journal – Business Champion award-winner in the 101-250 Employees Category for Business Growth
- Sarno Award, First Annual – Casino Design and Global Gaming Business Magazines – Best Casino Interior; Seneca Niagara Casino & Hotel
- American Gaming Association – Casino Design and Global Gaming Business – Best Tribal Resort/Casino; Seneca Niagara Casino & Hotel
- Top 40 Projects – New York Construction Magazine/McGraw-Hill Publishing; Seneca Niagara Casino & Hotel
- American Council of Engineering Companies of New York – Gold Award for "Excellence in the Category of Structural Systems"; Seneca Niagara Casino & Hotel
- National Glass Association – Crystal Achievement Award – Most Innovative Curtain-wall Application; Seneca Niagara Casino & Hotel
- VP Buildings – Hall of Fame – Category: Recreational (for Phase 1 Temporary Facility)
- Resort + Recreation Magazine –Annual Design Showcase; Seneca Allegany Casino & Hotel
- American Council of Engineering Companies of New York – Silver Award for "Excellence in the Category of Structural Systems"; Seneca Allegany Casino & Hotel
- Real Estate & Construction Review – One of Arizona's Top Projects for 2007; Desert Diamond Casino
- Real Estate & Construction Review – "Building of America Award" Nominee; Mohegan Sun at Pocono Downs
- National Terrazzo & Mosaic Association – First Prize – Annual Honor Awards Program; Twin River Gaming & Entertainment Complex

Fast Track Design & Construction

Over the last several years JCJ has completely redefined "Fast-Track" delivery within the hospitality industry. The phrase "Flash-Track" was first coined when JCJ completed Foxwoods Resort in 15 months – and when required, the same energy and strategy has been applied equally and effectively to many important and complex projects – as illustrated below.

Our proven ability to meet expedited schedules is the result of our insistence on a team approach between the owner, architect, consultants and builder and the commitment of our firm's resources, methodology for developing concepts and solutions, delivery of multiple bid packages and our strong involvement in the field during construction. We work very hard to instill this team approach from day one of the project.

- Mohegan Sun at Pocono Downs
  Documentation of 100,000 square feet, $37 million renovation and new construction in 3 months

- Wheeling Island Racetrack and Gaming Center
  Design and construction of 700-slot "Gaming Room" expansion, $16 million project in 8 months; Design and construction of 300,000 square feet, gaming, hotel and entertainment facility, $60 million expansion in 10 months

- Saratoga Gaming and Raceway
  Design and construction for gaming and entertainment expansion, $14 million renovation and new construction in 8 months

- Seneca Niagara Resort & Casino
  Design and construction of 220,000 square feet, $75 million of building shell and spectacular interior build-out in only 100 days

- Seneca Allegany Resort & Casino
  Design and construction of 125,000 square feet, $34 million new facility in 5 months

- Gila River - Vee Quiva Resort & Casino
  Design and construction of 70,000 square feet, $25 million new facility in 9 months

- Foxwoods Resort
  Design and construction of Phase 4, $250 million casino and hotel in 9 months

- Fire Rock Casion
  Design and construction of 64,000 square feet, $24 million green field site in 5.5 months

Each of the projects listed above was completed under expedited schedules without sacrificing the level of design, documentation or the quality of construction. While each project had a different set of requirements, each was completed within its established budget and has resulted in facilities that are currently outperforming their projected revenue and financial performance.

Representative Project List

RACINOS

- Mohegan Sun at Pocono Downs
  Wilkes Barre, Pennsylvania
- Twin River Casino – Lincoln Park
  Lincoln, Rhode Island
- Wheeling Island Racetrack and Gaming Center Wheeling, West Virginia
- Saratoga Gaming and Raceway
  Saratoga Springs, New York
- Fairgrounds Gaming and Raceway
  Hamburg, New York
- Daytona Beach Kennel Club
  Daytona Beach, Florida
- Finger Lakes Racetrack and Gaming
  Farmington, New York
- Remington Park Racing & Casino
  Oklahoma City, Oklahoma
- Hipodromo de las Americas Racetrack
  Mexico City, Mexico
- Dubuque Greyhound Park and Casino
  Dubuque, Iowa

CASINOS, HOTELS & RESORTS

- Blue Lake Casino & Bingo Hall
  Humboldt County, California
- Central Valley Casino & Hotel Destination Resort
  Central Valley, California
- Chumash Casino Resort
  Santa Ynez, California
- Cloverdale Casino & Hotel
  Cloverdale, California
- Cypress Bayou Casino
  Charenton, Louisiana
- Dairyland Greyhound Park & Resort Casino Kenosha, Wisconsin
- Desert Diamond Casino & Hotel
  Tucson, Arizona
- Douglas Lord Street Development Casino & Hotel Isle of Man
  British Isles
- Foxwoods Resort Casino
  Mashantucket, Connecticut
- Gila River Wild Horse Pass Hotel & Casino Chandler, Arizona
- Grand Cayman Island Resort Cayman Islands, British West Indies
- Gun Lake Casino Bradley, Michigan
- Harrison Hot Springs Resort & Spa
  Vancouver, British Columbia
- Hawaiian Gardens Casino Hawaiian Gardens, California
- Jamul Indian Village Casino
  San Diego, California
- Jicarilla Inn Casino & Hotel
  Dulce, New Mexico
- Kiowa Casino & Resort
  Cotton County, Oklahoma
- Navajo Fire Rock Casino
  Church Rock, New Mexico
- Ontario Lottery & Gaming Facility
  Ontario, Canada
- Pala Band Casino
  San Diego, California
- Piaute Palace Casino
  Bishop Piaute Tribe
  Bishop, California
- Resorts Atlantic City
  Atlantic City, New Jersey
- Salon las Americas
  Mexico City, Mexico
- Seneca Allegany Casino & Hotel
  Salamanca, New York
- Seneca Niagara Casino & Hotel
  Niagara Falls, New York
- Seven Hills Beach & Resort Casino
  Robin Bay, St. Croix, US Virgin Islands
- Akwesasne Mohawk Casino,
  Akwesasne, New York
- Twin Arrows Resort & Casino Masterplan Flagstaff, Arizona
- Upper Lake Casino
  Upper Lake, California
- Valley View Casino
  Valley Center, California
- Viejas Casino & Turf Club
  Alpine, California

JCJARCHITECTURE

Saratoga Gaming & Raceway

SARATOGA SPRINGS, NEW YORK

SERVICES
Master planning, Architecture,
Program & Budget, Interior Design, FF&E,
On-site Construction Administration

SIZE
Phase 1: 55,000 sf
Phase II: 46,000 sf

COMPLETION
Phase 1: January 2004
Phase 2: August 2007

COST
$35 million

CONTACT
Jamie Hartman
President, Saratoga Gaming and Raceway
518.584.2110

The design for Saratoga Gaming and Raceway became the New York State's first Video Lottery Terminal (VLT) venue and one of the most successful examples of how gaming can transform an established racing environment into a multi-faceted and reinvigorated entertainment complex. The famed racetrack's initial roll-out included 1,324 state-of-the-art video gaming machines, two restaurants, three full-service bars, a food court with trackside open air patio, gift shop and variety of guest services. Saratoga's popularity has given rise to the current expansion plan which significantly enhances guest gaming, entertainment, and dining options, offering guests 400 new gaming machines, a two-story "highly charged" nightclub and new 300-seat buffet. Featuring two floors and two full-scale bars, the club is created to host a number of entertainment options such as live bands, disc jockeys, and special events including major sporting events and private parties. The expansion is Victorian-inspried, in both interior design and exterior character detailing, in keeping with racetrack's historic past and celebrating the rich Saratoga context within.

JCJARCHITECTURE

Finger Lakes Racetrack &Gaming

FARMINGTON, NEW YORK

SERVICES
Architecture, Interior Design

COMPLETION
2004

COST
$10.5 million

Located in the heart of the beautiful Finger Lakes region of New York, the new Finger Lakes Racetrack & Gaming was designed and reinvented as a true destination experience, with the addition of a 1,010 VLT parlor and abundant entertainment the facility has averaged 3,000-4,000 people each weekday with 8,000-9,000 people each weekend day since opening in February 2004. Customers come from within a two-hour radius – about 78% from the greater Rochester area – to enjoy the ambiance and amenities throughout the reinvigorated facility. Dining options range from fine dining to the food court to the sandwich shop. Sevens at Finger Lakes is a state-of-the-art sports bar featuring 17 televisions and view of the racetrack. The gaming floor was designed to tie-in with the nearby Finger Lakes wine region. Design elements include wine barrels built into the wall, two large trellis' that are supported above the entire width of the floor, columns outfitted in ivy and a grapevine carpeting pattern. The facility experienced gross sales from February 18th, 2004 to March 9th, 2004 of $46.2 million. The facility has been so successful that track officials have been able to twice increase racing purses in only five months. Validating the positive impact of gaming, a 35% increase in April and a 15% increase in June have been implemented.

Fairgrounds Gaming & Raceway

HAMBURG FAIRGROUNDS / HAMBURG, NEW YORK

SERVICES
Architecture, Interior Design

COST
$12.4 million

COMPLETION
2004

Opening to the public on St. Patrick's Day 2004 for the first time as a racing and gaming facility, the new Fairgrounds Gaming and Raceway delivers a new excitement and vitality to the historic fairgrounds and 1940s era track. The project scope included more than 1,000 machines in the new VLT parlor renovation, new dining facilities in The Clubhouse, the Blue Ribbon Deli, and two full service bars located on each level of the new gaming parlor.

The design challenge was to create an exciting new facility on an extremely aggressive budget. JCJ focused its efforts on inexpensive but fresh materials and finishes in order to achieve maximum value relative to funds expended.

JCJARCHITECTURE

Calder Casino & Race Course

MIAMI GARDENS, FLORIDA

SERVICES
Master Planning, Architecture, Interior Design

SIZE
104,000 sf

COST
$32 million (total construction)

COMPLETION
January 2010

CONTACT
William Carstanjen, Chief Operating Officer
Churchill Downs Incorporated
502.636.4501

Calder Casino, owned by Churchill Downs, Inc. opened its door to the public on January 2010 after only a seven month construction duration. The very-user friendly single-level facility of 104,000 square feet was designed using a pre-engineered steel building provides over 1200 Class II slot machines, a VIP Lounge, High Limit slots parlor, 280 seat buffet, "grab 'n go" and center entertainment bar and restaurant and buffet.

Calder first opened as a horse racing track in 1971. With the new casino built adjacent to the Grandstand, it is the only casino at a Thoroughbred horse track in Miami-Dade County. Churchill Downs is successfully marketing the property as a "triple feature" destination: a place to play slots, horses and poker. The first floor of the adjacent grandstand building was fully renovated to include newly constructed 29-table Poker Room, bar and fast-food outlets.

The interior design of the facility is reflective of a South Florida "Casual Contemporary" flavor with subtly integrated elements reflective of the Owner's horse racing heritage.

JCJARCHITECTURE

Daytona Beach Kennel Club

DAYTONA BEACH, FLORIDA

SERVICES
Master Planning, Architecture, Interior Design, Program & Budget

SIZE
58,000 sf (Kennel Club Building)
9,000 sf (Paddock Building)

TOTAL PROJECT COST
$18.8 million

COMPLETION
April 2008

CONTACT
Dan Francati, General Manager
Daytona Beach Kennel Club
386.252.6484

The Daytona Beach Kennel Club creates an environment that, at its core, is recognizably Daytona Beach. The architectural translation of Florida Deco generates the appropriate setting for natives to stake claim to "their own" world-class entertainment center, and for out-of-town guests to appreciate the spectrum of richness that Daytona Beach has to offer - an architectural recipe for success in creating exciting first and lasting impressions and anticipation for many return visits. With the current entertainment program the racetrack experience is designed to become part of the show: a multi-faceted adventure designed for guests of all ages. While meeting a myriad of design and functional goals, the project has been accomplished within a very moderate and controlled budget.

Incorporating energy efficiency (+25%), water efficiency (+40%), higher indoor air quality and environmentally friendly materials, the new Daytona Beach Kennel Club is one of the first gaming projects in the U.S. to receive LEED Gold Certification from the U.S. Green Building Council.

JCJARCHITECTURE

Mohegan Sun at Pocono Downs - "Project Sunrise"

PLAINS TOWNSHIP, PENNSYLVANIA

SERVICES

Master Planning, Architecture
Interior Design, FF&E, Program, Budget

SIZE

20,000 sf new, 70,000 sf renovation (Phase 1)
275,000 sf new, 10,000 sf renovation (Phase 2)

COST

$70 million (Phase 1)
$208 million (Phase 2)

COMPLETION

November 2006 (Phase 1)
July 2008 (Phase 2)

CONTACT

Mohegan Tribal Gaming Authority
Mr. Jeff Hartman, Chief Operating Officer
860.862.7171

Downs Racing LP
Mr. Robert Soper, President and CEO
570.831.2101

Mohegan Sun at Pocono Downs made history as Pennsylvania's first casino when it opened Phase 1 in a completely redesigned and repositioned portion of the famed Pocono Downs clubhouse in November 2006. In July of 2008, "Project Sunrise" – the second phase of this development successfully opened amid much fanfare and acclaim for the richness of the design. A 2,000 machine central, circular casino (on extension of The Mohegan Sun brand) includes an exciting, raised center bar with abstract "sunburst" over head. Food and beverage venues and retail shops and clubs line the energetic concourse that rings the casino which organizes and adds clarity to the building configuration and the customer experience.

The live racing and simulcast facilities also received extensive redesign and renovation, to further accommodate the needs of the racing patrons, and enhance the relationship between the slot player and the racing crowd.

Mohegan Sun at Pocono Downs' design concept is a unique and powerful, yet subtle and inventive celebration of the natural images, features and resources that have always played an important role defining the character of the immediate region. Design inspiration draws directly from the landscape, the flora, the wildlife, the natural resources and the personality of the Pocono Mountain-Susquehanna River Valley area.

JCJARCHITECTURE

Twin River Gaming & Entertainment Complex

LINCOLN, RHODE ISLAND

SERVICES
Master Planning, Architecture, Interior Design, FF&E, Program. Budget

SIZE
160,000 sf

TOTAL PROJECT COST
$160 million

COMPLETION
2007

CONTACT
Lincoln Park Racing & Gaming

Renovation and expansion of existing facilities at this historic Rhode Island greyhound track transforms the facility into a world-class entertainment destination while efficiently addressing the programmatic and functional needs of the complex. Implemented in multiple phases, development involves gaming expansion of 600 VLTs, relocation and consolidation of simulcast and live racing facilities, exciting improvements to food and beverage operations, and new and relocated "back of house" spaces. The plan's major component is a 160,000 square foot addition of two new wings onto the existing building, accommodating guest arrival and parking amenities as well as additional gaming, feature bar, buffet, restaurants, and multi-purpose entertainment venue. The investment made in artfully re-configuring, renovating, and expanding the nearly sixty-year-old-facility, makes Lincoln Park completely transformed, both inside and out, resulting in a distinctive image that affirms its stature at the pinnacle of the region's entertainment destination attractions.

JCJARCHITECTURE

Wheeling Island Race Track and Gaming Center

WHEELING, WEST VIRGINIA

COMPLETION
2002-2007

COST
Phase I – $17 million
Phase II – $45 million

BUILDING AREA
300,000 sf

CONTACT
DNC Gaming & Entertainment
Pat Fox, CFO
304.231.1715

Located on historically rich Wheeling Island on the Ohio River, an existing greyhound track is transformed into a popular entertainment attraction with a tropical twist. Conceived for phased implementation, the result of Phase 1 is the "Island Room Casino", a 30,000 square foot gaming expansion.

Phase II added an additional 300,000 square feet of gaming and hospitality facilities to the Island, inlcuding a 151-room hotel, 2,400-machine gaming floor, 550-seat showroom, meeting and banquet facilities, casual and fine dining restaurants, food court, gift shop, and covered parking. Subsequent work has involved renovations to the Buffet, Compass Room, Fairgrounds Room, and the introduction of Table Games to the Main Gaming Floor. The design of the facilites' interiors draws on a Caribbean Island theme and successfully evokes all the trimmings of paradise.

Hippodromo de las Americas Racetrack

MEXICO CITY, MEXICO

SERVICES
8b-Left Side Bar Black Apex

SIZE
xx sf
xx students
Grades x - x

COST
$xx million (construction)
$xx million (total cost)

COMPLETION
xxxx

CONTACT
First Last Name
Title
123.456.7890

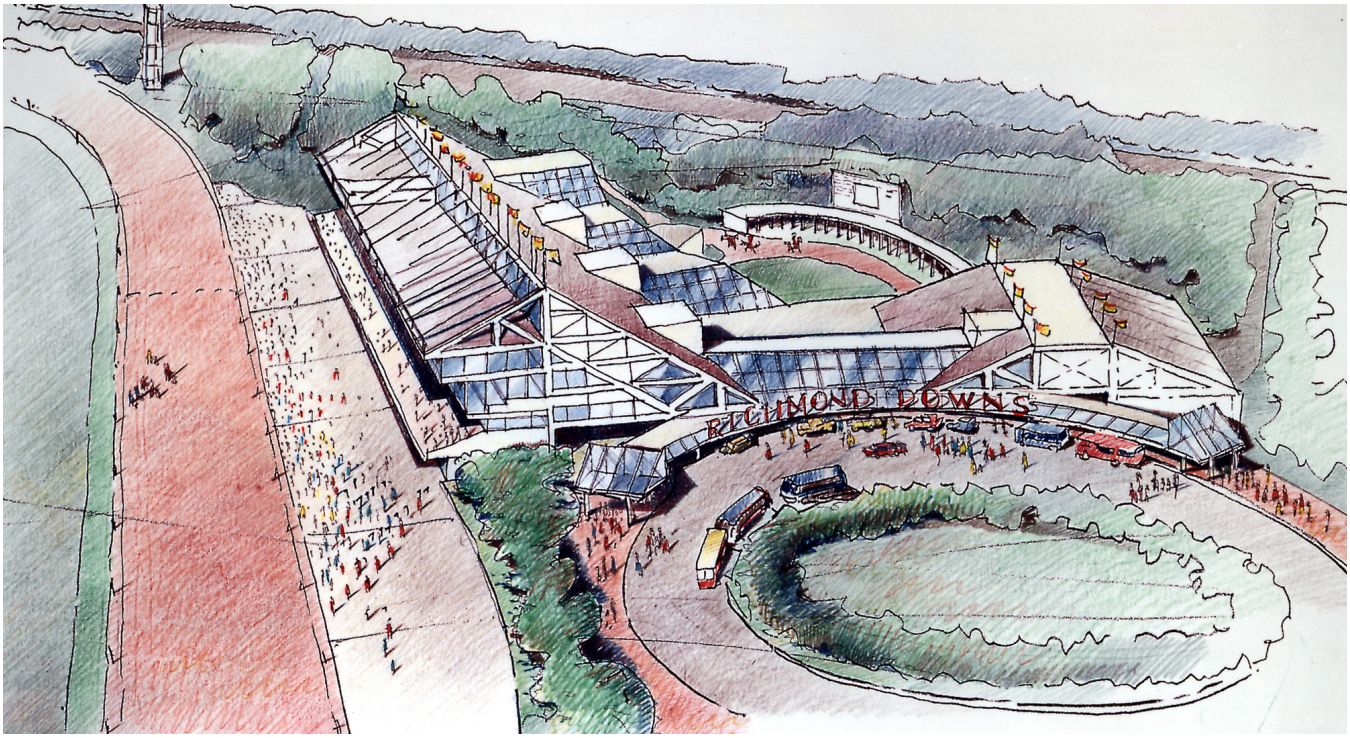
Phased development includes 1,200 Video Lottery Terminals (VLTs) at the existing racetrack, Las Terrazas, and a new casino facility in the southern end of the existing Entertainment District – all responsive to gaming revenue limits of Mexican law. Conceptual design draws upon the imagery of horses and the vocabulary of speed, to create an exciting, dynamic gaming floor, as well as incorporating future phases, allowing for continued exploration of the excitement embodied by horses and racing. Patron options continue far beyond the gaming floor, revealed by irresistible restaurants, unforgettable entertainment, posh lounges, health spas, stylish night clubs, and lavish hotel rooms.

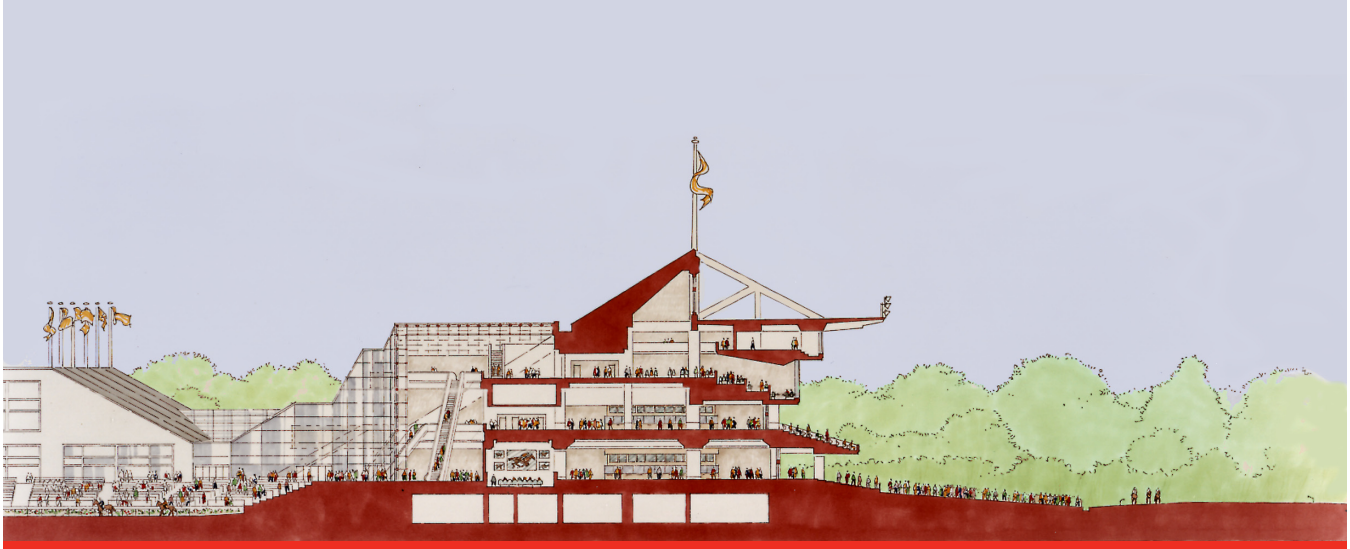
Evangeline Downs Race Track & Casino

Opelousas, Louisiana

Building Area: 185,000 s.f.
Estimated Construction Cost:
$48 million (Phase I)

This multi-phased project will be located on approximately 500 acre site in Opelousas, Louisiana. Phase 1 will include the development of a 185,000 s.f. Casino and a Racetrack Facility. The facilities will house gaming and racebook areas, dining facilities and entertainment venues. Phase II developments will link the casino/racetrack to a hotel/meeting facility and expanded multi purpose/ entertainment facilities. An 18 hole championship golf course and retail complexes are also planned in future phases.





Richmond Downs

Vancouver, British Columbia

Associated Firm:

Ewing, Cole, Cherry & Brott

Conceived to be the most exciting, sophisticated and technologically advanced racing facility in the world, JCJ completed the conceptual design of Richmond Downs Racetrack and casino. The complex will be an international entertainment destination in British Columbia developed with areas for gaming, business, recreational activities, and family oriented entertainment.

JCJARCHITECTURE

Louisiana Downs Race Track & Casino

BOSSIER CITY, LOUISIANA

SERVICES
Master Planning, Schematic Design, Gaming Approval Legislation

SIZE
160,000 sf renovation
74,000 sf new construction

COST
$47 million (estimated)

COMPLETION
September 2002

CONTACT
Mr. Anthony Nasrallah
The Debartelo Corporation
330-965-2060

At Louisiana Downs, a race track rich with history and tradition, JCJ was charged with devising a master plan of development for casino gambling within the constraints and opportunities of newly enacted regulatory guidelines. JCJ's involvement extended well beyond design services and actually developed ground-breaking thinking relative to regulatory interpretations that led to measurable increases in numbers of machines allowed on the property. This service to the owner and the project not only increased the project scope and pro forma for Louisiana Downs, but also increased the opportunities for all other land-based gaming facilities in the state.

Delta Downs

Vinton, Louisiana

Building Area: 60,000 s.f.; 35,000 s.f. renovation
Construction Cost: $25 million

Delta Downs, a thoroughbred race track originally opened in 1973, has undergone a transformation to incorporate casino gaming within its ongoing racing operation. JCJ has worked closely with the Louisiana State authorities in crafting guidelines and regulations that will set the standards for the gaming and racing industry throughout the State, in a manner favorable with the Tracks. Design improvements included a slots casino, restaurants, clubhouse renovations and site reconfiguration.

JCJARCHITECTURE

Seneca Niagara Casino & Hotel

NIAGARA FALLS, NEW YORK

SERVICES

Master Planning, Architecture,
Interior Design, FF&E, On-Site Architect

COMPLETION

2002 (Casino/Amenities)
2004 (Garage and Transportation Center)
2006 (Spa, Hotel and Casino Expansion)

COST

$95.2 million (Casino-Phase 1)
$234 million (Hotel-Phase 2)

SIZE

24-acre site, 147,000 sf (Casino);
604 rooms, 26 floors (Hotel)

CONTACT

Rob Chamberlain
Sr. VP of Design and Construction
Seneca Gaming Corporation
716.501.8494

Adjacent to world-famous Niagara Falls, this new Casino and Hotel represent the beginning of a $500 million Master Plan "Vision for the Future" intended to restore the former glory of Niagara Falls – one of America's top tourist destinations – while concurrently creating thousands of new, quality jobs. The Casino and Hotel represent critical phases of a 10-year, 6-block development plan whose ultimate goals will not only revitalize a city, but a tribal people's economic self-determination. This project also represents the ever-increasing sophistication of the Casino as an important urban building type and catalyst for economic renaissance. Philip Johnson's 1974 Convention Center, previously dormant, is transformed into the new Class III Casino, designed and constructed in just 18 weeks, and 12% under budget.

JCJARCHITECTURE

Seneca Allegany Casino & Hotel

SALAMANCA, NEW YORK

SERVICES

Master planning, Architecture, Interior Design, FF&E, On-site Architects, Programming, Budget

SIZE

120,460 sf (Phase 1); 165,000 sf Casino & 345,000 sf, 212 room, 11-level Hotel (Phase 3)

COST

$71 million (Phase 1)
$198 million (Phase 3)
$34 million (Phase 4)
$114 million (Phase 5)

COMPLETION

May 2004 (Phase 1)
March 2006 (Phase 3)
September 2008 (Phase 4)
TBD (Phase 5)

CONTACT

Rob Chamberlain
Sr. VP of Design and Construction
Seneca Gaming Corporation
716.501.8494

Since 2000, JCJ Architecture has proudly served the Seneca Nation of Indians in providing award-winning master planning, architectural and interior design services on multiple sites. This Allegany property has developed through a fast-track design and build process, and embodies the culture of Seneca's 'Eight Clans' throughout its luxurious interiors. For this project local Native American artists were commissioned to create unique pieces of art to be placed throughout the casino and hotel. The facility features 68,000 square feet of world-class gaming, with more than 2,200 slot machines and 40 table games, incluidng a Poker Room, Turtle Island non-smoking casino, high limit slot machine and table games area and the Casino Bar.

Located on the second floor of the hotel is the "Fire Lounge" – an intimate lounge and stopping off point for patrons as they enjoy a night out. Other amenities on this level include The Western Door, the Seneca's signature steakhouse, The Seneca Café, a 24-hour eatery, and Patria, an Italian fine dining restaurant.

The facility includes convention and meeting areas, which include capacity for concerts and boxing events, a full-service Spa and the Thunder Mountain Buffet.

St. Regis Mohawk Casino, Hotel and Conference Center

AKWESASNE, NEW YORK

SERVICES

SIZE
457,750 sf

COST

COMPLETION
2010 estimated

CONTACT
St. Regis Mohawk Tribal Gaming Commission

The St. Laurence River has played a strong role in the history of the St. Regis Mohawk Indians, and as such will play a strong role in the concepts being developed for the resort complex. The tale to be woven, will describe the multi leveled interactions the tribe has had with the St. Laurence River, such as the crossing of the ice, or the bounty from which the river has provided the Nation. These and other stories will subtly reveal themselves thru color, shape, material and form to the gaming patrons, creating a holistic experience unique to the Akwesasne Casino Resort.

In a broader perspective, the story will paint a picture describing the character of the Nations future, the community's sensibility to the past, present and future, and the commitment to the Mohawk Nation and its guests.

JCJARCHITECTURE

Foxwoods Casino & Resort

MASHANTUCKET, CONNECTICUT

SERVICES
Masterplanning, Architecture, Program & Budget
Interior Design, FF&E, On-Site Architect

SIZE
5,700,000 sf

COST
$986 million

COMPLETION
May 2003

CONTACT
Michael Speller, President and CEO
Foxwoods Resort Casino
860.312.4108

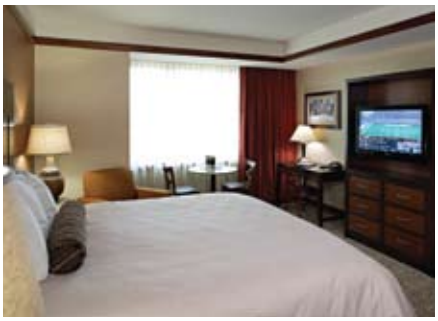
Located on the Mashantucket Pequot Reservation in Southeastern Connecticut, this 4 million square foot expansion was designed and built utilizing a "flash-track" project delivery process. Recently completed projects have increased gaming, entertainment, and recreational uses – making Foxwoods one of the most attractive destination resorts in North America. Foxwoods introduced the first self-contained, non-smoking casino in the United States.

Adding to their reputation as the region's premiere destination resort, the current 1.7 million square foot expansion includes a 900 room conference hotel and casino. Foxwoods is the largest provider of hotel rooms under one roof in New England, and based on total gaming space, Foxwoods is the largest casino in the Western Hemisphere. JCJ provided full-time, on-site representation throughout the construction of the project, providing decisions and document modifications that were necessary to maintain the "flash-track" schedule.

JCJARCHITECTURE

Downstream Casino Resort

QUAPAW, OKLAHOMA



SERVICES

Masterplanning, Architecture, Interior Design, Program & Budget, FF&E, On-Site Architect

SIZE

350,129 sf
(Phase 1 Casino and 12-story, 222 room hotel)

COST

$164 million (total project)

COMPLETION

July 2008 (Casino)
November 2008 (Hotel)

CONTACT

Mr. Tim Brown
Vice President of Resort Operations
Downstream Casino Resort
918.541.8938

The Quapaw Tribe challenged the JCJ design team to create a premier, regional destination complex that would provide patrons with an entertainment experience to rival the best in the nation, and to innovatively merge indigenous architectural styles with Quapaw Tribal iconography. Project scope for Phase 1 included a 2,000 machines / 30 multi-game table casino, 14 table poker room, a 12 story 222 room hotel, fine and casual dining, high energy sports bar with an integral entertainment platform, feature center bar, fast food outlet and an expansive pool and terrace.

After researching Tribal artifacts, the design team discovered a recurring emblem frequently embedded in much of the Tribe's pottery and antiquities. This "interlaced spiral" design became the inspiration and influence for much of the interior design direction, including the focal feature of the casino's center bar. An ever-changing spiral cable and light sculpture is visible from all areas of the casino and entry.

This phase of development represents the initial component of a long term master plan that includes future expansions for a showroom, structured parking, additional gaming space and hotel rooms and an outdoor entertainment complex. Currently under design are a world class spa and multi-use events center.

JCJARCHITECTURE

The Empire State Building

NEW YORK, NEW YORK

SERVICES
Interior design, multiple renovations & upgrades

SIZE
75,000 sf

COST
$8 million (construction)

COMPLETION
2008

CONTACT
James Connors
General Manager
212.736.3100

In 2002 JCJ made a complimentary design pitch to the senior management of the Empire State Building Operations Group and Ownership to help them re-start a stalled effort to create a Visitor Center experience. JCJ was awarded the job, and since then has been privileged to participate in numerous projects for the building Ownership including: a new Real Estate Marketing Center and Operations Office; studies for re-energizing the Lower Concourse areas after the Ticket Office was moved up to the 2nd Floor; a new design for all of the building's Tenant Floor Lobbies and Corridors; various Tenant Office Suites; expansion of the Basement Mechanical Room; and, most notably, the design and development of a new Visitor Center and Experience – a facility that encompasses the 2nd Floor, 80th Floor, 86th Floor, and the 102nd Floor, and sees over 3.5 million visitors each year.

JCJARCHITECTURE

Desert Diamond Hotel & Casino

TUCSON, ARIZONA

SERVICES
Master Planning, Architecture, Interior Design, FF&E

SIZE
164,000 sf (Casino)
180,000 sf (Hotel)

COST
$150 million (total project)

COMPLETION
2007 (Casino)
2008 (Hotel)

CONTACT
Tohono O'Odham Gaming Enterprise
Ms. Elizabeth Libby Francisco
Director of Gaming Operations
520.393.2727

With elegant finishings that reflect the cultural icons of the Tohono O'odham tribal people, this facility is a representation of the people it serves. The gaming facility offers 1,300 machines, 24 table games, a dedicated poker room, a 300 seat bingo hall and keno. Entertainment amenities include several restaurants and a night club.

Designed as an addition to an existing facility, careful attention was given to planning for the continuous operation of the existing gaming floor; resulting in less than 12 hours of downtime as the existing facility was closed and the new gaming floor opened. The 4-star deluxe hotel offers 150 guest rooms and junior suites. The facility also includes a 6,000 square foot conference facility with separate breakout rooms and pre-function space. Visitors enjoy panoramic mountain views of the Tucson area.

JCJARCHITECTURE

Fairplex Park Racetrack

POMONA, CALIFORNIA

SERVICES

SIZE

COST
$xx million (construction)
$xx million (total cost)

COMPLETION

CONTACT

Currently the location of a racetrack, the new vision for Fairplex Park is to tie together a myriad of existing buildings through a series of boulevards and cross streets. Pedestrian-only areas will join the paddock, the existing restaurant and a new fine-dining restaurant, encouraging the use of all the park's facilities. JCJ has designed an updated art deco grandstand façade, enhanced by a new porte cochere and exterior dining area.

JCJARCHITECTURE

David H. Koch Theater Renovation

NEW YORK, NEW YORK

SERVICES

Design: Architecture, Interior Design
Construction: Construction Documents, Construction Administration

SIZE

250,000 sf

COST

Estimated: $100 million
Actual: $100 million

COMPLETION

Estimated: 2009
Actual: 2009

CLIENT CONTACT

Mark Heiser
Managing Director
212.870.5505

This theater is home to both the New York City Ballet and the New York City Opera; world-renowned companies that perform during different seasons throughout the year. Designed originally by Philip Johnson, JCJ lead the team for the first thorough renovation of the house. The improvements include: refurbishment of the 2,675 seat auditorium, including new seats prepared for seatback titling systems; expansion and creation of an operable orchestra pit; replacement of the stage lighting system and addition of several new lighting positions in the auditorium; creation of a media center to allow for recording and broadcast; and replacement and upgrades to the finishes in the lobbies. ADA accommodations, mechanical electrical upgrades, and renovations to the dressing rooms are also included.

David H. Koch Theater at Lincoln Center - Lobby Installation

NEW YORK CITY, NEW YORK

SERVICES
Conceptual Design

CONCEPT COMPLETION
August 2009

JCJ Architecture was invited to design an installation for the visual reinvention of the public spaces of the new David H. Koch Theater (formerly the New York State Theater) at Lincoln Center. The firm is currently at work on the first technical renovations for this landmark building since it was constructed in 1964, due to be completed for the start of the season in November of 2009.

JCJ developed a design for a temporary installation to energize the Josie Robertson Plaza, the interior promenade and the lower level lobby. The multi-media installation of light, imagery and sound will alter the experience of the Theater for patrons, visitors and city residents signalling the exciting changes now underway at the Theater.

Central Valley Casino / Hotel Destination Resort

CALIFORNIA

ROLE

Role: Architect
Services: Master Planning, Full Concept Design - Architectural and Interiors

DEVELOPMENT BUDGET

Planned: $587 million
project is currently on hold

SIZE/SCOPE

Planned:
Overall square footage: 2,500,000 sf
Gaming: 2000 slot machines, 48 table games
Hotel: 250 rooms
Amenities: food and beverage, entertainment theater, conference center, spa, structured parking for 4000 cars

PROJECT PHASES

Project was put on hold following completion of master planning and conceptual design

OWNER

Table Mountain Rancheria
Friant, California

REFERENCE

Owner (gaming enterprise):
John Mayeski, Chief Operating Executive
Table Mountain Casino
559.822.7016

Owner (tribal contact):
Frances Dandy, Senior Vice President
Table Mountain Casino
559.822.7777 x 7016

JCJ Architecture won the commission to program, master plan, and design a major destination casino/hotel resort in the central valley of California. The site is on tribal lands and is in the process of transitioning into trust land. The primary programmed space consists of 2000 slot machines, 48 table games, a 250 room hotel, five food/restaurant venues, an entertainment theater, conference center, spa, and structured parking for 4000 cars. In total the project is in excess of 2,500,000 square feet including parking at a cost of $587million dollars.

When complete the project will become an iconic architectural statement of a modernist design employing the use of reflective glass, metal and EFIS skins softened through the use a lush landscape and water themed environment.

Gila River Indian Community – Wild Horse Pass Resort & Casino

CHANDLER, ARIZONA

SERVICES
Master Planning, Architecture, Interior Design, FF&E

SIZE
400,000 sf (Casino/Hotel)
260,000 sf (Parking Garage)

COST
$172 million

COMPLETION
October 2009

CONTACT
Dale Gutenson, Executive Director
Casino Expansion Owner's Team (CEOT)
520.796.1400

JCJ has been working with the Gila River Tribe for more than 12 years. This latest development, The Wild Horse Pass Resort & Casino, is another important component in the economic development of the community. It includes a casino with 1,300 machines, 48 table games, and a 24-table poker room. In addition, the facility includes a full assortment of market-responsive food and beverage experiences anchored by Shula's Steakhouse and Ling & Louie's Asian fusion cuisine. Another distinctive feature is a multi-purpose theatrical showroom which can seat more than 1,000 patrons. The space was designed to be quickly transformed into a dynamic night-club, without sacrificing the functionality nor the aesthetics of either environment. A new 250-room hotel has been designed to respond to the demographics of the increased patronage and maximize proximity of the nearby golf resort and the mountain ranges.

JCJARCHITECTURE

Pala Casino Spa & Resort

PALA, CALIFORNIA

SERVICES
Master Planning, Architecture,
Program & Budget, Interior Design,
Basic Construction Administration Service

SIZE
640,000 sf

COST
$125 million

COMPLETION
2008 (Phase 1)
May 2009 (Phase 2)

CONTACT
Bill Bembenek, General Manager
Pala Casino Spa & Resort
35008 Pala Temecula Road
Pala, CA 92059

Set against the tranquil backdrop of the Palomar Mountains, this is one of Southern California's premier hospitality destinations. With gaming, hotel, spa, retail, entertainment and dining opportunities, the four-diamond facility has been compared to some of Las Vegas' finest attractions. In 2006, JCJ Architecture was retained to complete a $125 million expansion/remodel to the current facility which already included over 2,000 slot machines, 87 table games, eight great restaurants, two lounges with live entertainment daily, and a 2,000 seat events center. The expansion includes 70,000 square feet of gaming, a 5,000 square foot spa, 54,000 square feet of administration space, and a four-story structured parking garage. The hotel and pool areas will also be upgraded, providing guests with more varied and enhanced dining, retail, and entertainment opportunities.

JCJARCHITECTURE

Ontario Lottery Gaming Corporation

ONTARIO, CANADA

SERVICES

Field Surveying, Master Planning, Concept Design, Interior Design Signage, Analysis and Reports, Record Documents

COMPLETION

2007

CONTACT

Rob Divecha
Sr. Project Manager, OLGC:
519.452.1021

JCJ Architecture was retained as lead consultant by OLGC on a two phase project completed in 2007. Under the scope of these projects during phase one, JCJ assisted OLGC with identifying constraints and challenges in existing properties, as well as validating some existing attributes. Under phase two, JCJ and the team worked with OLGC stakeholders in developing design and planning solutions which could be successfully carried forward as they choose to roll out improvements on all properties they operate in the Province, utilizing the "Design Criteria Manual." As stated by Larry Flynn, Senior VP, Gaming for OLGC, the "final deliverable met our expectations with creative and well positioned design solutions that responded to our challenges and needs on many levels," and was able to achieve "collective buy-in from our team at many milestones along the way."

Further details on our scope of work for OLGC remain confidential, as per our Agreement with OLGC.

JCJARCHITECTURE

Fire Rock Navajo Casino

CHURCH ROCK, NEW MEXICO

SERVICES
Master Planning, Architecture, Interior Design, FF&E

SIZE
64,000 sf

COMPLETION
2008

CONTACT
Navajo Nation Gaming Enterprise
Robert E. Winter, Chief Executive Officer
505.905.7100

The first casino for the Navajo Nation, Fire Rock was designed around the Four Cardinal Points on Mother Earth and the traditional significance each has to the tribe's culture. East is representative of Birth, Beginnings, and Dawn, thus the placement of the entrance to the building. South represents Work, Industry, Play, and Mid-Day, therefore the location of the main gaming component is in this region. West represents Community, Gathering and Dusk – the Social and Familial aspects of the culture – and this is where the Bingo Hall is placed. North represents the Elders, Rejuvenation, Cooking, and Midnight, making the placement of the main restaurant here a natural. At the center is the Hearth. This is the heart of the project, a warm fire glowing similar to the center of a Hogan, a gathering point, and the link between Earth and Sky.

The interior design and color palette are also tied to the Four Sacred Mountains of the Navajo: On the exterior of the building, we looked to the surrounding landscape for inspiration for the porte-cochere and surrounding screen walls. Utilizing multi-colored stucco, steel and metal panels we have created "layered stratifications" of finishes. Bold graphic motifs of traditional Navajo design and color add dimension and contrast to the building's delineation.

JCJARCHITECTURE

Project Eagle Gaming, Racing & Entertainment Resort

KENOSHA, WISCONSIN

SERVICES
Master Planning

SIZE
1,350,000 sf

COST
Est. $1.2 billion

COMPLETION
2005 master plan

CONTACT
Mohegan Tribe of Indians / Menominee Indian Tribe of Wisconsin
Mr. Jeff Hartman
Chief Executive Officer
Mohegan Sun

Taking advantage of the wonderful location and well-established Dairyland Greyhound Park, the Menominee Tribe of Wisconsin, in association with Mohegan Sun, commissioned JCJ to create the region's premier entertainment destination.

JCJ's master plan and concept design creates a gaming resort that sets a new standard for recreational venues of this sort. Project Eagle will feature casinos, racing, accommodations, a spa, multi-purpose events and conference facilities, and a broad spectrum of dining, retail, and entertainment opportunities. The location and shape of the facility on the site respects the wetlands and water courses, while incorporating their inherent beauty in the design. The efficient circular gaming facility occupies a comparatively small footprint, disturbing as little of the earth as necessary, to create a sustainable mixed-use destination.

Catskills Casino and Resort

CATSKILLS, NEW YORK

JCJ SERVICES
Master Planning, Architecture, Interior Design

COMPLETION
est. 2012

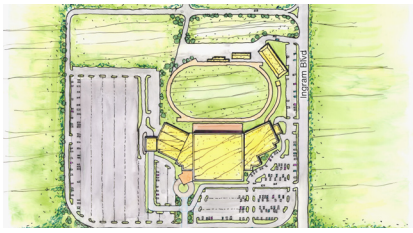
TOTAL PROJECT COST
Phase 1: $365 million

BUILDING AREA
Phase 1: Casino: 353,000 sf
Phase 1: Hotel: 675,000 sf

The JCJ design team was charged with creating an upstate New York destination resort that would simultaneously stand as the region's premier gaming and entertainment attraction, and capture the prestige and character associated with the grand Catskills resorts dominant during the areas "Gilded Age".

The resort design includes a world class gaming experience with full compliment of food and beverage opportunities, a spa and wellness center, full service conference and convention facilities, a multipurpose events center and destination retail. In order to maintain the spectacular vistas from the dining and pool terraces, as well as the 600 room 5-star hotel, all parking is accommodated in a garage buried into the side of the hill upon which the resort is situated. Though planned as a full service destination resort, the master plan allows for and anticipates market responsive future expansion.

Southland Park
West Memphis, Arkansas



Location: West Memphis, Arkansas
Completion Date: 2006
Building Area: 110,000 SF
Total Project Cost: $40 million
Owner Contact: DNC Gaming & Entertainment

For the first time in its fifty year history as a dog track, Southland Park now provides guests with a "full house" of leisure time experiences. Southland Park's comprehensive makeover provides 900 new gaming machines, and upgraded amenities, such as an upscale buffet, restaurants and gift shop. Other expanded amenities include the addition of a night club and sports bar that feature the best of Arkansas and Tennessee sports, along with national sporting events, as well as live entertainment including top talent from the region. A new 450-seat Southland Event Center is designed to accommodate special events and community and private group functions.

Project implementation involved LEED strategies to meet Silver rating requirements of "green" building design, as well as a collaborative, fast-track and phased project delivery environment working closely with the owner, construction manager, design team and contractors

JCJARCHITECTURE

Sunrise Rock Resort

ARUBA

SERVICES

SIZE

COST

COMPLETION

The new Sunrise Rock Resort is filled with spectacular architectural and planning opportunities, and nearly equal numbers of interesting site and program challenges. Located at the southeastern tip of the island of Aruba, the project includes two resort hotels, each reflecting the unique and distinctive topographic qualities of their site. They will be connected by a new 18-hole golf resort and residential community, with vistas and natural wonders rivaling the world's most prestigious golf destinations. When completed, the resort will also include 17 acres of public parks.

JCJ is leading a team to provide full design services including architecture, interiors, master planning, infrastructure development, and environmental strategies.

JCJARCHITECTURE

Valley View Casino

VALLEY VIEW, CALIFORNIA

SERVICES
Masterplanning, Architecture, Interior Design, FF&E, Programming, Budget

SIZE
110,000 sf (Phase 1)
500,000 sf (Phase 2)

COST
$68 million (Phase 1)

COMPLETION
October 2008

CONTACT
San Pasqual Casino Development Group
Bruce Howard, Former General Manager
702.797.1009 (t)
702.439.5034 (c)

Situated on a plateau in scenic Valley Center, California, the Valley View Casino is one of San Diego Counties most popular tourist destinations. JCJ was hired by the San Pasqual Band of Mission Indians to complete an expansion of their current facility and to create a master plan for future development on their property.

The expansion completed in 2008 included a new 1,200-space, six-story parking garage, six new dining venues, three new bars, 450 new slot machines and 14 new table games. The total expansion gave the casino more than 1,700 slot and video poker machines and 24 table games.

In addition, JCJ developed a master plan that includes a 413,000 square foot casino with 2,000 slot machines and card tables, a new 9-story, 250 room hotel, with a new pool and spa that sits atop the main casino level. The site will be developed on two separate plateaus and connected by a pedestrian link in the form of a bridge that leads to a "lookout vista," and views of the breathtaking natural surroundings of Valley Center.

Viejas Casino and Turf Club

ALPINE, CALIFORNIA

SERVICES
Architecture, Interior Design

SIZE
200,000 sf

COST
Various projects over a seven year period totalling $123 million

COMPLETION
Various projects ongoing from 2000 - 2007

CONTACT
Robert Scannell
Project Manager, Viejas Enterprises
619.659.1931

JCJ Architecture was retained by the Viejas Band of Kumeyaay Indians to provide architectural services to the Tribe. In the planning stages of one of the most flagship projects, The Viejas Casino and Turf Club, there was a tremendous opportunity for the Viejas Tribe to express their culture, heritage and history to their local community. JCJ has worked with the Tribe to realize these opportunities by providing design services for casino expansion facility, administration building and interior renovation to the existing casino. In total this constituted over 200,000 square feet of building area.

JCJ integrated elements of the tribe's artistic heritage and symbolism into an extensive expansion and remodel program. The Casino and Turf Club facility includes hospitality areas, restaurant, retail, exhibitory and entertainment space—all of which represents some of the most authentic tribal motifs integration into modern-day architecture.

LEED & Sustainable Design

"We almost never have to put the lights on. We're operating on daylight 90% of the time."

- Dianne Wheeler, Principal
Regional Center for the Arts
Trumbull, Connecticut
Architectural Record

JCJ began designing sustainable projects long before the LEED rating system was adopted by the U.S. Green Building Council. As architects, we value our role as environmental stewards. Our holistic design approach allows us to integrate green strategies into the fundamental building design, thereby minimizing first costs. Passive solutions such as maximizing building orientation, minimizing building depth, and incorporating day lighting and natural ventilation can have considerable effects on building performance and indoor environmental quality. We incorporate energy-saving and energy-generating systems such as under floor-air, photo-voltaic panels, geo-thermal wells, and right-sized HVAC equipment when appropriate. JCJ assembles educated design teams that understand these systems must respond not only to constrained operating budgets, but also to their inevitable role as built expressions of our client's culture and values. Our process evaluates every material, system, and space in a building for performance, impact and durability. Responsible use of resources and architectural distinction do not need to be mutually exclusive.

JCJ is committed to providing sustainable/LEED design services for its clients and supports our staff's efforts to become LEED certified. Currently, we have 38 LEED Accredited Professionals on staff.

JCJ is also an ENERGY STAR Partner. As such, we have the resources and the tools to help our clients in develop strategies for superior energy management. Based on the successful practices of ENERGY STAR partners, the guidelines for energy management can help your organization improve its energy and financial performance, while distinguishing itself as an environmental leader.

KEY EXAMPLES OF JCJ SUSTAINABLE PROJECTS

- Our design for the Daytona Beach Kennel Club & Poker Room in Daytona Beach, FL has been named the first gaming facility in the nation to achieve LEED Gold Certification
- Choctaw Tribal Government Center – Currently in design, will be LEED Gold
- Our current work for the Technology Incubator at SUNY Fredonia will be LEED Silver certified
- The University of Connecticut's first LEED designed building – The Burton Football Complex and Schenkman Training Facility – designed by JCJ Architecture in association with HOK, and awarded LEED Silver certification.
- Our design for the Yale University School of Medicine's SHM C4 Laboratory is being prepared to meet LEED Gold standards.
- Bishop Woods K-8 School, New Haven, Connecticut – The project was recently unveiled by the US EPA as a key project under design to receive the prestigious ENERGY STAR rating for reduced greenhouse gas emissions and energy-efficient design.
- Degheri Alumni Center, University of San Diego – The Project features motion controlled lighting, natural daylighting and incorporates native vegetation

Recent Recogintions Earned by JCJ Architecture

- Hotel Business – One of the Top 10 Architects & Designers in Hotel Interiors and Architecture in the United States;
- Architectural Record – Featured as one of the largest architect-led design firms in the United States
- Engineering News-Record – One of the Top 500 Design (Architectural, Engineering and E/A) Firms in the United States
- Engineering News-Record – 9th largest architectural firm (without subsidiaries) in the Top 500 design firms;
- Engineering News-Record – Ranked # 3 in the Top 10 Design Firms in Entertainment Design in the United States;
- The Zweig Letter's Hot Firm List (Zweig/White Management Consulting and Research) – On the list of the Top 100 fastest-growing A/E/P and environmental consulting firms in the United States for the last five years
- MetroHartford Alliance/Hartford Business Journal – Business Champion award-winner in the 101-250 Employees Category for Business Growth
- Sarno Award, First Annual – Casino Design and Global Gaming Business Magazines – Best Casino Interior; Seneca Niagara Casino & Hotel
- American Gaming Association – Casino Design and Global Gaming Business – Best Tribal Resort/Casino; Seneca Niagara Casino & Hotel
- Top 40 Projects – New York Construction Magazine/McGraw-Hill Publishing; Seneca Niagara Casino & Hotel
- American Council of Engineering Companies of New York – Gold Award for "Excellence in the Category of Structural Systems"; Seneca Niagara Casino & Hotel
- National Glass Association – Crystal Achievement Award – Most Innovative Curtain-wall Application; Seneca Niagara Casino & Hotel
- VP Buildings – Hall of Fame – Category: Recreational (for Phase 1 Temporary Facility)
- Resort + Recreation Magazine –Annual Design Showcase; Seneca Allegany Casino & Hotel
- American Council of Engineering Companies of New York – Silver Award for "Excellence in the Category of Structural Systems"; Seneca Allegany Casino & Hotel
- Real Estate & Construction Review – One of Arizona's Top Projects for 2007; Desert Diamond Casino
- Real Estate & Construction Review – "Building of America Award" Nominee; Mohegan Sun at Pocono Downs
- National Terrazzo & Mosaic Association – First Prize – Annual Honor Awards Program; Twin River Gaming & Entertainment Complex

Organization Chart

Genting New York, LLC Development Team

Tutor Perini Corporation
CONSTRUCTION MANAGEMENT

New York Racing Association

ARCHITECT OF RECORD
JCJARCHITECTURE
NEW YORK, NY

CONSULTANTS

CIVIL ENGINEERING
Gedeon GRC*
SYOSETT, NY

FOOD SERVICE DESIGN
JEM Associates*
PLEASANTVILLE, NJ

STRUCTURAL ENGINEERING
DeSimone
NEW YORK, NY

GARAGE PLANNING & DESIGN
Desman Associates*
NEW YORK, NY

M/E/P ENGINEERING
Edwards & Zuck
NEW YORK, NY

LIGHTING CONSULTANT
HLB*
NEW YORK, NY

LANDSCAPE ARCHITECT
Siteworks*
NEW YORK, NY

ACOUSTIC ENGINEERING
Cerami*
NEW YORK, NY

PERMIT EXPEDITOR
JMV Associates*
BAYSIDE, NY

*MWBE, MBE or SBE

Design Team

Resorts World
AQUEDUCT
NEW YORK

ARCHITECT OF RECORD:
JCJ Architectre
350 5th Avenue, Suite 1029
New York, NY 10118
212.774.3606
William Dow – Project Director

CIVIL ENGINEER:
Gedeon GRC Consulting *
6901 Jericho Turnpike, Suite 216
Syosset, NY 11791
516.873.7010

STRUCTURAL ENGINEER:
DeSimone Engineering
18 West 18th Street
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Tab 5.C.iii:

Tutor Perini Experience

TUTOR PERINI CORPORATION

| *The Leading At-Risk Builder For Hospitality & Gaming Clients*

Tutor Perini Corporation (NYSE: TPC) is a full-service construction firm with offices both nationally and internationally. Tutor Perini has offices in twelve states nationwide, including an office in New York, which services such successful projects as the JFK AirTrain, the AirTrain Terminal at Jamaica Station, and projects at the Greenwich Street Corridor, adjacent to the World Trade Center site. Founded in 1894, Tutor Perini has annual revenues of approximately $5.7 billion, employing over 5,000 construction management professionals who direct an onsite construction workforce of over 45,000 employees on an annual basis.

Acting as both a General Contractor and Construction Manager, Tutor Perini sets itself apart from its competition. Our competitors are typically Construction Managers who act as Owners' agents, undertaking none of the risk. Tutor Perini holds its contracts at risk, relieving that burden from the Owner, and has the ability to perform the work.

In terms of procuring construction contractors, suppliers, services and equipment, Tutor Perini's approach also separates us from the competition. We contract on a "first tier" basis, directly with the vendors who will be performing the work. We do not "bundle" trades, which would cause us to depend on a small number of contractors to control a large number of "second tier" subcontractors. Rather, we hold contracts directly with each company that will perform the work. With this method, Tutor Perini directly controls every aspect of the work, without depending on intermediate levels of contracting. This, coupled with our ability to self perform several trades with our own forces, ensures maximum efficiency and results in terms of quality, schedule and safety.

Our proven expertise within the New York market has allowed us to assist gaming clients in the region, especially when faced with issues such as tight budgets and schedules. When the New York State Legislature approved gaming at select racetracks, we worked with our client, Saratoga Gaming and Raceway, to ensure that their facility became the first to open for gaming. Our track record in the hospitality and gaming industry ensured the owner of a successful project despite an extremely tight fast-track schedule.

Although Tutor Perini provides niche building expertise in a wide range of markets - *including hospitality and gaming, education, healthcare, manufacturing, government, transportation, sports and entertainment, advanced science technology and clean technology facilities* - in the hospitality and gaming industry, our record of success stands alone.

We are ever evolving, but consistently widely recognized as **the nation's #1 builder in the hospitality and gaming market** by *Engineering News Record* and other industry publications. In fact, during the year 2009 alone, *Engineering News Record* recognized our firm as the following:

- #1 Builder of Hotels, Motels and Convention Centers
- Second Largest General Building Contractor in the United States
- Second Largest Green Builder in the United States
- Ninth Largest Builder of Entertainment Facilities
- Tenth Largest Builder of Healthcare Facilities

Our projects in this industry sector are award-winning. They include the following:

- *Forest Stewardship Council Awards at USGBC's GreenBuild '09 Conference*
  Best Commercial Project of 2009
  CityCenter

- *U.S. Green Building Council (USGBC)*
  LEED-Certification
  CityCenter (received six LEED–GOLD Certifications)

- *Washington Business Journal*
  2009 Architecture Award Winner
  Gaylord National Resort & Convention Center

- *International Masonry Institute*
  2008 New England Golden Trowel Award
  Foxwoods Casino MGM Grand Hotel

- *Best of 2008 Awards*
  Award of Merit - Hotel
  MGM Grand at Foxwoods

- *Best of 2008 Awards*
  Project of the Year - Hospitality
  Gaylord National Resort & Convention Center

- *2007 American Gaming Association (AGA) Casino Design Awards*
  "Construction Company of the Year for a Casino/Resort"

- *2007 American Gaming Association (AGA) Casino Design Awards*
  "Best Overall Construction Project for a Casino/Resort Over $100 M"
  Red Rock Casino - Resort – Spa

- *2007 American Gaming Association (AGA) Casino Design Awards*
  "Best Overall Construction Project for a Tribal Casino/ Resort"
  Pechanga Resort & Casino - Phase II

- *Association of Atlantic City*
  2006 Safety Excellence

- *Western Council of Construction Consumers*
  2006 Distinguished Project Award - Casinos
  San Manuel Indian Bingo & Casino

- *Forbes Magazine*
  Best Managed Construction Company in America – 2005

- *Southeast Construction Magazine*
  "Best of 2004" – Best Hospitality Project
  Seminole Hard Rock Hotel & Casino

- *Southeast Construction Magazine*
  "Best of 2004" - Award of Merit, Hospitality
  Seminole Hard Rock Hotel & Casino

- *California Construction Magazine*
  Best of 2004 – 2004 Top Projects, Hospitality
  Chumash Casino Resort
  Morongo Casino, Resort and Spa

- *New York Construction News*
  Top 20 Projects in the Tri-State Area
  Tropicana Casino & Resort

- *New Jersey Chapter of the American Concrete Institute*
  1995 Grand Award
  Tropicana Casino & Resort

Our experience in the hospitality and gaming industry has included many notable hotels and casinos in the Northeast, Mid-Atlantic, Southeast and Western United States. During 2009, our Building Group celebrated the opening of CityCenter, the **largest private development in the United States.** This highly complex hospitality and gaming project was delivered on schedule, demonstrating our industry-leading construction management skills and our ability to leverage resources across our organization to deliver value to our customers.

Few companies have the experience of our Building Group, or the ability to match our consistent level of performance, and ability to add value to our clients' diverse assets nationwide. In the highly competitive hospitality and gaming industry, owners frequently replace outdated facilities with new high-end destination resorts, or choose to renovate and reposition existing properties. Most of these projects are built on a fast track with aggressive schedules and elaborate designs. We possess the proven expertise to provide these services to our clients and successfully deliver their projects on time and on budget. Our track record is the result of our comprehensive preconstruction services, effective field supervision, subcontractor prequalification and management, and most importantly, the collaborative spirit that we bring to each project.

We derive more than 80 percent of our business from repeat clients. We are extremely proud of this fact. Our clients have taken us nationwide with the confidence that our resources and depth of experience will provide them with a strategic advantage in building their project on time and on budget.

In addition, Tutor Perini prides itself on staying "on trend" with the latest technologies utilized in our business. We vigorously educate ourselves so that we may provide the most up to date, state-of-the-art technical services for our clients. We have completed a number of projects utilizing Building Information Modeling (BIM), and we have made it a corporate-wide initiative to focus on sustainable building practices. This includes employing LEED-certified professionals, and completing LEED-registered projects. We believe our hard work is paying off. As mentioned above, Tutor Perini was recently named the **second largest Green Builder in the United States.**

Resorts World at Aqueduct stands at the top of comparable projects Tutor Perini has constructed and, coupled with its aggressive schedule, Resorts World is right in the strike zone of what Tutor Perini does for a living.

RELEVANT CONSTRUCTION EXPERIENCE

Specific to the construction of the Video Lottery Facility at Aqueduct Racetrack, Tutor Perini's past experience includes the following relevant projects. Each project is described in greater detail on the following pages:

- **JFK AirTrain** (New York NY), a $1.3 billion contract to design, build, operate and maintain an 8.4-mile light rail system at JFK International Airport.

- **AirTrain Terminal at Jamaica Station** (Queens, NY), a $380 million, 280,000 sf AirTrain station that links JFK International Airport to the Long Island Railroad, New York City Transit subway system and local bus lines. This project received the *Project of the Year* award in 2004 from *New York Construction News*.

- **Mohegan Sun at Pocono Downs** (Wilkes Barre, PA), a new $200 million, 402,000 sf racino project involving both renovation and new construction.

JFK AIRTRAIN

LOCATION: JFK Int'l Airport Light Rail System - New York, NY
OWNER: Port Authority of NY & NJ
ARCHITECT: STV

Tutor Perini Corporation was a member of the consortium that constructed the $1.3 billion contract to design, build, operate and maintain an 8.4-mile light rail transit system at JFK International Airport. The system will ultimately link the airport's six passenger terminals to one another, to rental car areas and parking lots, and to train and bus lines.

The light rail system features a 2-mile section that loops around the airport's Central Terminal Area (CTA), and a 3.4-mile extension to car rental facilities and long-term and employee parking lots. Additionally, the system extends to the Howard Beach subway station where passengers can connect to NYCT's A train, which services much of New York City. The line also runs three miles north from the CTA to Jamaica Station where passengers can transfer to the Long Island Railroad, the E, J, and Z subway lines, and to more than 40 local bus lines.

The three-phased contract began with design and construction of early action works which included a 1,870-foot cut-and-cover train tunnel, a new pumping station to prevent groundwater from entering the tunnel, and relocation of the 3,650-foot Van Wyck Expressway North Service Road.

The construction of the light rail system was performed during the 51 months of the second phase. A 5-year operations and maintenance obligation will comprise the final phase. To meet the project's aggressive schedule, construction work had to progress concurrently at the CTA, Federal Circle, Howard Beach, and Operations, Maintenance and Storage Facility (OMSF) locations.

The superstructure that accommodates the single and dual track guideway, is mostly elevated except for a short run that traverses the underground tunnel, as well as sections that run adjacent to the Van Wyck Expressway North Service Road and the OMSF located on the Howard Beach extension. The 48,000-foot guideway consists of 4,800 precast segmental concrete box sections fabricated offsite, post tensioned, and erected span by span with a launching truss.
The guideway structure carries the system's track, third rail, safety walkways, electrical and communications ductbanks.

Foundations for the guideway consist of 80-foot deep driven steel pipe piles, filled with concrete and then capped with 18-foot by 18-foot and 5-foot deep pile caps. The guideway support system is then completed with 40-foot high columns extending above the pile caps. Straddle bents and lateral cross members placed atop the columns, carry the load of the elevated light rail stations. A configuration of eight columns and four straddle bents support each of the ten stations.

In addition to elevated stations, this massive project includes train platforms, aerial connectors with enclosed moving walkways linking airport facilities to adjacent climate controlled stations, each of which have distinctive architectural finishes - towering steel trusses, vaulted skylights, terrazzo platforms, as well as decorative signage and artwork. Station structures consist of steel frames enclosed by a façade of metal panels and glass curtain wall topped with metal and skylight roofs. Additionally, the construction includes the fully automated OMSF building, which serves as the systems control center and car maintenance facility.

The last component of the construction phase was the installation of the tracks assembled in 1,500-foot rail strings and placed direct fixation, including the third rail.

AIRTRAIN TERMINAL AT JAMAICA STATION

LOCATION: Queens, NY
OWNER: Port Authority of New York & New Jersey
ARCHITECT: Port Authority of New York & New Jersey
AREA: 280,000 square feet

This $380M station complex is an extension of the AirTrain - JFK International Airport Light Rail Transit System. The station provides air travelers with an efficient transportation link to the Long Island Railroad (LIRR), New York City Transit (NYCT) subway system, and local bus lines. Perini was responsible for construction of the station as the lead partner in a joint venture with Tutor-Saliba (a wholly-owned subsidiary of Tutor Perini).

Jamaica Station is one of the largest transfer stations in the country, with ten of the eleven LIRR branches, 250,000 passengers and 500 trains passing through the station daily. This highly active transportation hub is in the midst of a congested mixed use business community in Queens, and involves complicated interaction with major agencies such as the LIRR and NYCT.

All work activities were carefully planned to mitigate construction impact on existing structures and on the traveling public. The majority of the work was performed during off-peak, night and continuous 54-hour weekend schedules around operating rail tracks. This was a formidable task given the aggressive project schedule.

Various structures of the new Jamaica Station were completed, including:

- construction of the multi-story Vertical Circulation Building/Jamaica Control Center (VCB/JCC) and various components of the Subway Mezzanine Extension;
- erection of an extensive Portal Structure spanning the existing multi-track LIRR embankment;
- placement of a complex Steel Roof system;
- complete removal and replacement of the LIRR platforms and canopies; installation of new pedestrian bridges over the LIRR embankment and new stairs to street levels.

Other improvements included high capacity elevators and escalators, lighting, and power and communication systems.

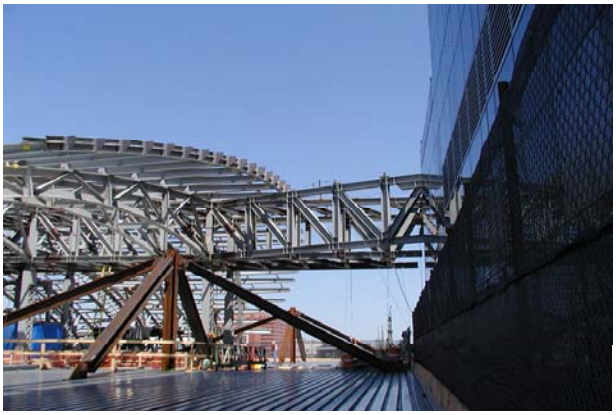
(AIRTRAIN AT JAMAICA STATION CONTINUED)

To construct the Portal Structure over the LIRR without causing disruption to railroad activities, a massive shield system was installed above the railroad embankment. Additionally, the complex geometry of the Portal Roof required careful planning of steel erection procedures.

The foundations for the 280,000 square foot, seven-story VCB/JCC building consisted of driven steel taper tube piles filled with concrete. The structures within the LIRR embankment limits were supported on drilled mini-piles, which were installed during the very restrictive weekend work schedule.

Construction of the VCB/JCC building required deep excavations below street level that were supported by cantilevered (22-foot) steel sheet piling. The excavations along the LIRR embankment were supported by a tied-back soldier pile & lagging system.

The Subway Mezzanine Extension required a 40-foot deep excavation next to the LIRR embankment, within only a few feet of the LIRR active rail tracks. Originally designed as a contiguous 30-inch diameter and more than 80-foot deep drilled shafts, construction of the deep caissons was deemed impossible due to severe access limitations. Instead, the retaining system was redesigned as alternating 3-foot by 5-foot hand-dug pits, excavated and supported by lagging. Each pit was later supported with two H-beams and filled with concrete. As the excavation was progressed, three levels of tiebacks completed the excavation support system.



Due to the historical nature of the existing Jamaica Station, work on the existing LIRR facilities, particularly replacing platforms and canopies, had to meet historic preservation requirements. This included approval from the New York State Historic Preservation Office on the platform canopy to preserve the station's historic nature.

To provide interconnection between the AirTran, LIRR and NYCT, a new passageway was created that required excavating beneath LIRR's Headquarters' building. To accomplish this required underpinning the building, providing new permanent support for the building and restoring its terra cotta and granite façade.

Gaming Experience

TPC
Building Group

Gaming Experience

Red Rock Casino · Resort · Spa - Phase I
Las Vegas, Nevada

Phase I includes a 391,000-square-foot, 17-story, 415-room hotel tower with spa and salon, and a 3-level lowrise containing an 87,000-square-foot casino, banquet and meeting rooms, restaurants, back-of-house space, 3-acre pool area and central plant.

Thunder Valley Casino
Lincoln, California

New 271,775-square-foot themed gaming and entertainment facility includes slot machines, table games, high limit and VIP gaming areas, 650-seat bingo hall, 1,200-seat entertainment venue, center pit bar, sports bar, buffet, food court, wastewater treatment plant, central plant, fire station, and 3,058-space parking lot.

Mohegan Sun at Pocono Downs
Wilkes Barre, Pennsylvania

The first phase included renovations and additions to the existing Grandstand and Clubhouse. The program for the new 392,000-square-foot casino offers a complete entertainment experience including slot machines, food court, several bars and lounges, nightclub, a "Kid's Quest" center, retail space, new parking for 4,100 cars and enhanced employee services area.

Caesars Palace
Las Vegas, Nevada

20,000-square-foot high limit gaming space; three high limit salons with private buffet, shower, and sleep facilities; and main cage and money handling area. 40,000-square-foot casino remodel where new Colosseum Showroom ties into old casino and the race and sports book area.

Gaming Experience

Pechanga Resort and Casino Phase II
Temecula, California

The expansion consisted of two main elements - a 3-level, 415,000-square-foot casino expansion, and a 5-level, 3,200-space parking garage. The casino features additional gaming space including high-limit gaming, a 2-level sports restaurant, night club, beacon bar that opens to the roof, a multi-cultural food court, and a 1,000-space below-grade valet parking facility.

Rivers Casino
Pittsburgh, Pennsylvania

The new Rivers Casino features a 400,000-square-foot gaming and entertainment facility including 125,000 square feet of gaming space, a new 3,800-car, 9-story parking garage, two full service restaurants, a buffet restaurant, several lounges and two retail venues. In addition, patrons can use an outdoor riverfront amphitheater which offers a spectacular view of downtown Pittsburgh.

Green Valley Ranch Expansion
Henderson, Nevada

The expansion and renovation to the existing Green Valley Ranch Station Casino Resort added 262 guest rooms, meeting and event space, new baccarat area, new luxurious suites, a day spa with treatment rooms, private cabanas, and steam room, and a 260-car parking garage.

Morongo Casino, Resort and Spa
Cabazon, California

New 680,000-square-foot hotel and casino resort including a 27-story hotel tower containing 310 rooms; 113,000 square feet of themed casino space, meeting space, spa, restaurant, back-of-house space and a pool complex; a 5-level, 1,780-space parking garage; and tenant improvements including a steak house, night club, tower lounge, restaurant and back-of-house space.

Gaming Experience

Resorts Expansion and Enhancement Project
Atlantic City, New Jersey

The expansion includes a grand lobby off a new porte cochere leading guests into a new 26,000-square-foot casino. Private VIP check-in, private gaming room and lounge for hotel guests are included in the new space. A new 399-room, 28-story hotel tower includes 42 luxury suites.

Saratoga Racing and Gaming Expansion
Saratoga, New York

The 83,400-square-foot expansion and renovation project includes new construction and the renovation of 33,000 square feet beneath the existing grandstand. The new gaming floor boasts over 1,300 video gaming machines, bar and food court, a gift shop and a variety of guest services. Work also included renovation of the simulcast area and support space in the basement.

Wynn Encore
Las Vegas, Nevada

The 53-story Wynn Encore includes 2,034 guest rooms, a 72,000-square-foot casino with slots, poker and table games, and five restaurants, high-end retail stores, an ultra-luxurious spa, convention facilities, pools, and parking structure.

Seminole Hard Rock Hotel and Casino
Hollywood, Florida

The destination resort includes a 130,000-square-foot casino with 2,100 gaming machines, 50 poker tables, and a bingo gallery. Also part of the resort is a 12-story hotel, Hard Rock Cafe, spa, exercise room, 6-acre lagoon style pool, restaurants and meeting room space.

Gaming Experience

CityCenter
Las Vegas, Nevada

Urban destination resort situated on 67 acres features ARIA, a 61-story, 4,004-room gaming resort; luxury non-gaming hotels including Mandarin Oriental and Vdara Hotel & Spa; Veer Towers, the development's only strictly residential buildings; Crystals, a 500,000-square-foot retail and entertainment district; and The Harmon, a 400-room luxury boutique hotel.

Pechanga Resort and Casino
Temecula, California

Hotel/casino and conference center that included a 13-story, 522-room hotel tower, 88,000-square-foot casino, convention space, restaurants, a 1,200-seat theater style showroom, retail, a bingo hall, pool and spa facilities, and a central plant.

SugarHouse Casino
Philadelphia, Pennsylvania

Phase I of this multi-phase development includes a 106,000-square-foot facility containing 1,700 slots machines, multiple food and beverage outlets, administrative / back-of-house space, surface parking and a waterfront promenade. Future phases of the project will include a structured parking facility and an expansion of the casino, including gaming and amenities.

MGM Temporary Casino
Detroit, Michigan

The 425,000-square-foot project turned two buildings and a garage into a first class destination casino. The art deco themed facility included VIP and cocktail lounges, 75,000-square-foot casino on two levels with 2,351 slot machines and 83 gaming tables, 2,200-space 9-deck parking garage, and 1,700-space offsite parking facility.

Gaming Experience

Chumash Casino Resort
Santa Ynez, California

The Chumash Casino project was a design / build effort constructed over two phases. The first phase consisted of a casino and valet parking structure. The casino has three levels and houses 2,000 slot machines, poker and bingo space, a fine dining area, buffet style restaurant, coffee shop and deli, back of house functions, as well as outdoor dining facilities.

Taj Mahal Casino Resort
Atlantic City, New Jersey

The 42-story hotel tower houses 1,250 guest rooms and a private club. Six structures that function as one include the 120,000-square-foot casino complex, state-of-the-art meeting and exhibition space including ballrooms and an 80,000-square-foot arena. The complex also has a selection of 10 different themed restaurants.

Resorts Hotel and Casino
Atlantic City, New Jersey

Renovations and modernization of existing 500-room hotel, and the complete renovation and theming of existing casino spaces, the design and construction of three new restaurants, a new high-roller gaming lounge, baccarat pit, new hotel front desk and lobby area, new entrance road and porte cochere, and modifications and theming of the exterior boardwalk facade.

Pala Casino Resort and Spa
Pala, California

The four-star resort includes a 10-story, 507-room hotel tower, 30,000 square feet of convention space, restaurant, 2,000-seat outdoor venue, olympic-size pool, 12 private cabanas, 4-level, 550-car parking structure and 63,507-square-foot expansion and renovation of the existing casino containing a new 1,000-seat show lounge.

Gaming Experience

Viejas Casino North Expansion
Alpine, California

New 50,000-square-foot casino including both gaming and back of house space with the second floor containing a main bar area, high limit gaming area, high limit restrooms, elevated platforms in the lounge area and a full service kitchen.

Coyote Kate's Casino, Bally's Park Place
Atlantic City, New Jersey

This project consisted of a 24,000-square-foot Western Victorian themed casino floor and additional retail. The 15,000-square-foot third level provides an expanded meeting room facility for Caesars and houses the mechanical room containing the air handling units servicing the new casino.

Palms Casino Resort
Las Vegas, Nevada

The resort includes a 40-story hotel tower containing 470 guest rooms, 95,000-square-foot casino, restaurants, 1,200-seat multi-use entertainment venue, meeting rooms, a 14-theater complex with stadium style seating, spa and salon, pool, outdoor recreation and two parking garages accommodating 2,092 vehicles.

Green Valley Ranch Station Casino
Henderson, Nevada

The complex contains 201 hotel rooms, including 45 mini-suites and a deluxe Presidential suite, casino with slot machines, gaming tables and a 170-seat race and sports book, convention and meeting space, upscale restaurants, nightclubs and a 10-screen stadium seat Regal Cinema.

Gaming Experience

San Manuel Indian Bingo and Casino
Highland, California

New 480,000 square feet of gaming space includes casino, bingo hall, three specialty restaurants, buffet, sports bar, back-of-house, and central plant; a pedestrian bridge with moving walkways; and a 7-story, 1,190-space parking structure and a 450-space below-grade valet garage.

Mohegan Sun Project Horizon, Casino of the Wind
Uncasville, Connecticut

New 64,000-square-foot casino and entertainment center addition that includes a high-end poker room, as well as the addition of more than 900 slot machines with integral high limit, players club and table games. The addition has an array of impressive ceiling and wall elements, specialty sculptural and lighting features, as well as a major water display.

MGM Grand at Foxwoods
Mashantucket, Connecticut

Located at Foxwoods Resort Casino, the project includes a new 30-story, 826-room hotel tower with a 21,000-square-foot spa, 4,000-seat theater, 115,000 square feet of convention space including a 50,000-square-foot ballroom and junior ballroom, 50,000 square feet of gaming, restaurants, retail stores and a 1 million-square-foot, pre-cast parking garage for 2,900 cars.

Mohegan Sun Expansion
Uncasville, Connecticut

The Mohegan Sun Resort expansion adds 4.9 million square feet and many new program elements and amenities including a 10,000-seat multi-purpose arena; 115,000-square-foot Casino of the Sky; 3-level Wombi Rock; the world's largest planetarium dome; 2-level retail and dining pavilion; a waterfall (Taughannick Falls); and 34-story luxury hotel.

Gaming Experience

Red Hawk Casino
Placerville, California

In the rugged terrain of the Sierra foothills, this new 3-level, full-service gaming facility with 88,000 square feet of gaming floor features 2,000 slot machines, 75 gaming tables, restaurants, bars, a childcare facility and arcade. Additional construction included a wastewater treatment plant, stormwater utilities, water storage tanks and a 3,100-space parking garage.

Pechanga Resort and Casino - High Limit Gaming Area
Temecula, California

New 15,000-square-foot high limit gaming area with a Feng Shui design to evoke balance and harmony for the ultimate gaming experience. The space contains 235 slots and video poker machines, a full-service bar, 24-hour players lounge and secluded cash cage for added privacy and security.

Hollywood Casino at Penn National
Grantville, Pennsylvania

This state-of-the-art integrated racing and gaming facility consists of a 330,000-square-foot casino, a 158,000-square-foot racing operation and a 774,000-square-foot parking garage. The amenities include food court with restaurants, a fine dining restaurant, sports bar, track side dining and various concessions, and entertainment, bar and lounge areas.

Seminole Hard Rock Hotel and Casino
Tampa, Florida

The Hard Rock Hotel and Casino includes 90,000 square feet of gaming, complete with 1,800 gaming machines, 32 poker tables, and a bingo gallery large enough to accommodate 800 patrons. The new casino was delivered in two phases as the existing casino continued operations 24 hours a day.

Gaming Experience

Calder Racino
Miami, Florida

Silver Legacy Resort Casino
Reno, Nevada

Isle of Capri Riverboat Casino
Tunica, Mississippi

Hard Rock Hotel and Casino
Las Vegas, Nevada

Mohegan Sun Racebook Addition
Uncasville, Connecticut

Tropicana Expansion
Atlantic City, New Jersey

Isle of Capri Casino and Hotel Renovations
Vicksburg, Mississippi

The Ritz-Carlton, Lake Las Vegas
Henderson, Nevada

Tropicana Casino and Resort
Atlantic City, New Jersey

Red Rock Casino · Resort · Spa - Phase II
Las Vegas, Nevada

Loews Lake Las Vegas Resort
Henderson, Nevada

Casino Aztar Caruthersville
Caruthersville, Missouri

Harrah's Del Rio Hotel and Casino
Laughlin, Nevada

Showboat Hotel / Casino
Atlantic City, New Jersey

MGM Grand Casino Remodel
Las Vegas, Nevada

Suites at the Isle, Isle of Capri Casinos
Bossier City, Louisiana

Luxor Hotel and Casino
Las Vegas, Nevada

Ramada Express Hotel and Casino, Phase II
Laughlin, Nevada

Trump Plaza
Atlantic City, New Jersey

Don Laughlin's Riverside Resort Hotel and Casino Addition
Laughlin, Nevada

Harrah's Hotel Tower & Casino Addition
Las Vegas, Nevada

Suites at the Isle, Isle of Capri Casinos
Bossier City, Louisiana

Thunder Valley Casino Remodel
Lincoln, California

Showboat Casino Renovations
Las Vegas, Nevada

Empress Casino
Hammond, Indiana

Harrah's Marina Hotel / Casino
Atlantic City, New Jersey

Riverside Hotel Parking Structure and Casino Addition
Laughlin, Nevada

Tropicana Resort and Casino Expansion
Las Vegas, Nevada

Cosmopolitan of Las Vegas
Las Vegas, Nevada

Soaring Eagle Destination Resort
Mt. Pleasant, Michigan

Gaming Experience

Paris Las Vegas
Las Vegas, Nevada

Bally's Park Place, Wild Wild West Casino
Atlantic City, New Jersey

Flamingo Hilton Hotel and Casino
Laughlin, Nevada

John Ascuaga's Nugget
Sparks, Nevada

Fiesta Hotel and Casino Addition
Las Vegas, Nevada

New York Experience

TPC
Building Group

New York Experience

Saratoga Racing and Gaming Expansion
Saratoga, New York

The 83,400-square-foot expansion and renovation project includes new construction and the renovation of 33,000 square feet beneath the existing grand stand. The new gaming floor boasts over 1,300 video gaming machines, bar and food court, a gift shop and a variety of guest services. Work also included renovation of the simulcast area and support space in the basement.

Nassau County Correctional Center
East Meadow, New York

Design/build services for maximum security jail facility containing 832 prefabricated cells in four housing units, a service building housing administrative and support facilities with general visiting area, inmate intake, food services, medical facilities, library, classrooms and gymnasium, and site utilities and associated site work.

Cornell University Veterinary Hospital
Ithaca, New York

The 300,000-square-foot building consists of one, two and five level sections with the hospital portion of the facility located on the first two levels. The remaining levels contain research departments for microbiology, avian and aquatic medicine, and clinical services.

La Guardia Airport Main Terminal Expansion
Queens, New York

The main terminal expansion consisted of an expansion of the baggage claim area, a realignment of the arrival level roadway and the addition of a second elevated departures level roadway. As part of this project, the departure level roadway added an additional three lanes of traffic, as well as a main sidewalk.

AirTrain Terminal at Jamaica Station
Queens, New York

Construction of a rail transfer station complex connecting JFK AirTrain, LIRR commuter rail, NYC subway and bus stations. The project included a 280,000-square-foot, multi-story circulation/control center, subway mezzanine, replacement of LIRR/commuter rail platforms, installation of new underground passageways, pedestrian bridges and new stairs to street levels.

New York Experience

Hudson-Bergen Light Rail Transit System
New York, New York

As part of the 21st Century Rail Corporation, Perini and its joint venture partner completed the civil works components of the Initial Operating Segment of this 10-mile transit system consisting of six rail bridges, two highway bridges, sixteen stations, vehicle storage and maintenance complex, park-and-ride facilities, track installation and the rehabilitation of twelve bridges.

Tappan Zee Bridge Deck Replacement
Westchester County, New York

Replacement of the existing bridge superstructure along 2.5 miles of this major Hudson River crossing including the causeway, west deck truss and the main truss span. To minimize impact to traffic, the deck is being replaced in segments using precast concrete panels.

Bronx-Whitestone Bridge
New York, New York

Replacement of the original concrete-poured steel deck with a new orthotropic steel deck across the main span of this historic suspension bridge. Work included associated structural improvements, replacement of mechanical and electrical systems, and installation of an underbridge moveable platform.

JFK International Airport Light Rail Transit System
New York, New York

New 8.4-mile light rail system connecting JFK International Airport with Metropolitan New York transit systems constructed as a design-build-operate-maintain (DBOM) project. As a member of the AirRail Transit Consortium joint venture, Perini was responsible for the precast segmental elevated guideways.

Hudson Line Stations Rehabilitation
Westchester County, New York

Rehabilitation of four commuter rail stations, including demolishing and rebuilding the platforms, adding ADA access with elevators and new overpasses. The project was staged to allow continuous use of the stations.

New York Experience

Metro North Platform Extension
Bronx to Ossining, New York

Construction at 14 commuter train stations including high level platforms (precast and cast-in-place), rehabilitation of existing platforms, lighting improvements and other associated work.

Rehabilitation of Harlem Substation
Harlem, New York

Rehabilitation of an existing power station for the Lexington Avenue subway line. The project also included rehabilitation and restoration of the exterior stonework for this major historic landmark.

Route 9 Reconstruction in Peekskill
Peekskill, New York

Reconstruction of 1.3 km of Route 9, including replacement of three composite girder bridges, replacement of the Route 6 bridge (composite girder) and abatement, demolition and disposal of three buildings in the City of Peekskill.

Harold Structures, Part 1 (East side Access)
New York, New York

Construct civil infrastructure elements in the Harold Interlocking expanding the existing LIRR/Amtrak right-of-way to accommodate the East Side Access extension of LIRR service to Manhattan. Work includes: retaining walls and track bridge, foundation for new substation, two new track bridges, micro-tunnels for duct banks below mainline tracks and utility relocations.

Reconstruction of 1-278 (Brooklyn-Queens Expressway)
Queens, New York

Rehabilitate 1.4 miles of the Brooklyn Queens Expressway from Broadway to East 61st Street in Woodside, Queens, New York. Project consisted of 7 major bridge reconstructions, new retaining walls (cast in place and MSES), construction of 50 year rigid concrete pavement, noise walls, safety improvements, drainage replacement, local street repairs, railroad track removal and replacement, soldier pile and lagging, temporary support and structural steel replacement of IRT elevated subway structure and lighting replacement.

Newtown Creek Water Pollution Control Plant
New York, New York

Construction of new North Battery wastewater treatment tanks and a new North Control Building, rehabilitation/modernization of half of the existing Central Battery treatment tanks, and construction of other related structures. Subsequent to award, the team was granted additional work to rehabilitate the other half of the Central Battery and build a new Grit Tunnel structure for the existing South Battery treatment tanks.

New York Experience

Henry Hudson Parkway Bridge Repair
New York, New York

Reconstruction of 7 bridges along the south bound Henry Hudson Parkway from Dyckman Street to the George Washington Bridge. Perini was hired by the surety to complete the project, which involved a variety of structural concrete, steel and roadway repairs and/ or rehabilitation of bridge superstructures and substructures.

Reconstruction of 1-495 (LIE)
New York, New York

Reconstruction of the Long Island Expressway & Cross Island Parkway, including widening of the LIE between exits 30 & 32 (3km), construction of 14 new bridges, 10 new retaining walls, lighting & electrical improvements, ITS work, extensive landscaping, and concrete pavement for ramps & widening. Construction of bridge piers and abutments required deep excavations and various excavation support systems. Retaining walls included drilled soldier piles and lagging complemented by tiebacks and faced with concrete.

Triborough Bridge Deck Replacement
New York, New York

Demolition and replacement of the Randall's Island junction structure and deck. Removal and replacement of the substructure, superstructure and decks at the truss span and Bronx approaches. Construction of a de-icing facility. New electrical, ventilation, fire alarm and public address systems.

Reconstruction of Honeywell Street and Queens Boulevard Bridges
New York, New York

Reconstruction of two bridges over the Sunnyside Railroad Yard, re-using the existing footings. Demolished existing structures and replaced with steel sub/superstructure. Concrete filled grid deck. Abutments were rehabilitated at the top backwall. Involved coordination with Amtrak, Long Island Railroad (commuter) and NYC Transit (elevated subway).

BQE Connector Ramp to Williamsburg Bridge
New York, New York

Replacement of a 1,300-linear-foot connector ramp with pre-cast segmental bridge consisting of two box segments each accommodating two lanes of traffic.

City Water Tunnel No. 3, Stage 2, Queens
New York, New York

Excavation and lining of 25,400 linear feet of 20-foot diameter water tunnel.

New York Experience

Queensboro Bridge Lower Outer Roadway Rehabilitation
New York, New York

Complete removal and replacement of the lower roadways. Included in the contract was a bridge painting, architectural repairs to city shops and market area located below the bridge, full replacement necklace lighting and navigation lighting, south upper roadway overlay replacement, and sitework (utility relocations) on both approaches.

Route 9A Reconstruction, Segment 3
New York, New York

Complete restoration of Route 9A from Harrison Street to Clarkson Street. Demolition and replacement of ¾ miles of existing roadway; installation of new utilities, water mains and drainage lines an structures using piles, cofferdams and dewatering; new signal and lighting work; and architectural and landscaping. Numerous private and public utilities were relocated while maintaining service and project schedule in challenging conditions of highly fluctuating underground water levels due to the proximity of the Hudson River. A portion of the utility relocations were performed directly above the Holland Tunnel requiring coordination with PANYNJ.

63rd Street Line Rehabilitation
New York, New York

Replacement of track rails, track plates and concrete pads; water remediation of both subway and commuter rail tunnels; signal replacement and additions; steel repairs; lead removal and painting; renovation of crew, dispatch and superintendent's office and replacement of double crossover.

63rd Street Line connector to Queens Boulevard Line Connection Along Northern Boulevard
New York, New York

Construction of two additional tracks below an existing active subway line and widening of the existing subway system running over Northern Blvd to Queens. Construction was completed without interrupting traffic on Northern Blvd, a major route servicing the Queensboro Bridge into Manhattan. Some portions of the Blvd were redecked with others tunneled beneath. Underpinning the existing subway structure; excavation of two new trackways; demolition of portions of existing subway roof, sidewalls and inverts – all while keeping transit in operations 24/7.

MOHEGAN SUN AT POCONO DOWNS

LOCATION: Wilkes Barre, PA
OWNER: Mohegan Tribal Gaming Authority
ARCHITECT: Jeter Cook & Jepsen
AREA: 402,000 square feet

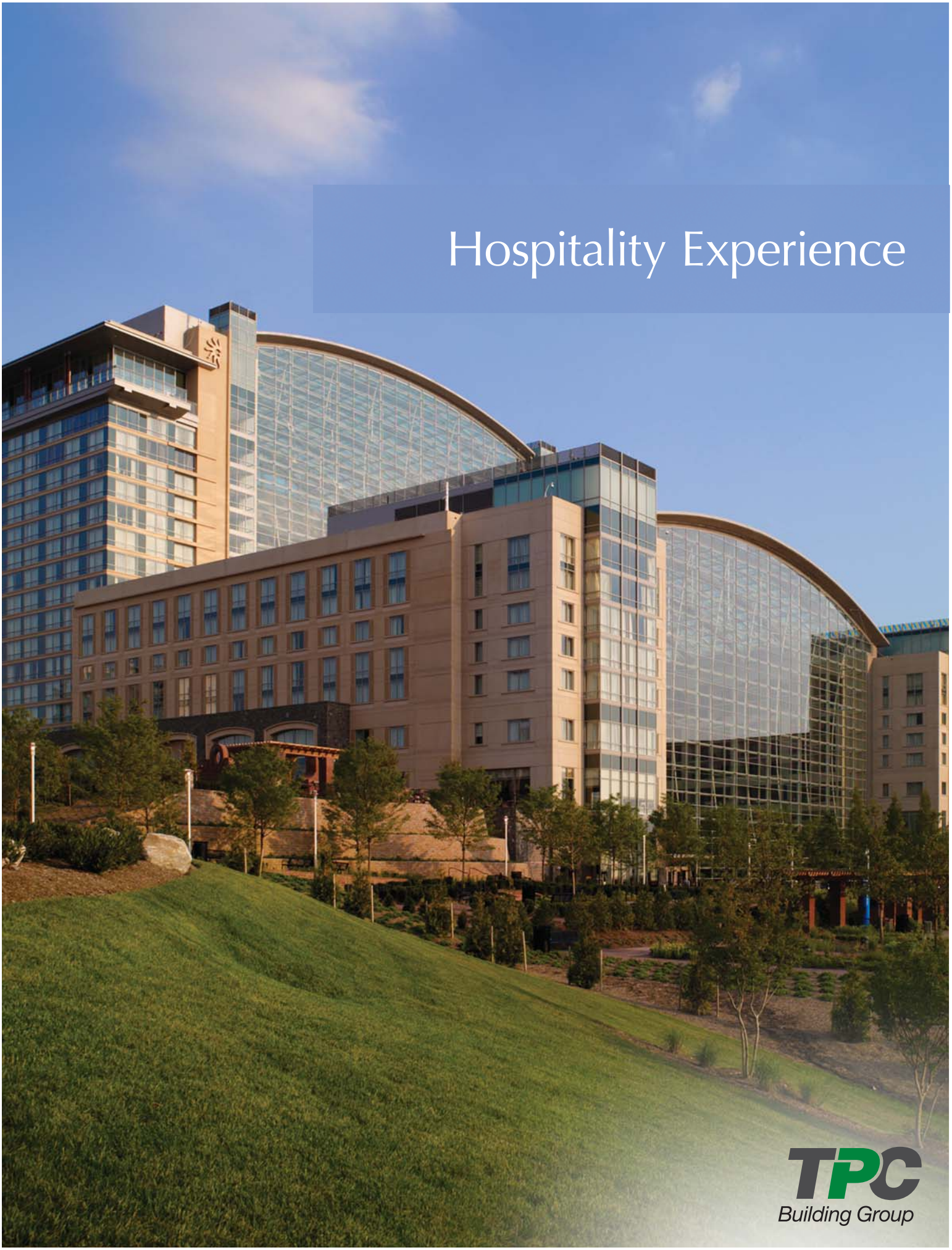
Keating Building Company, a Tutor Perini Company, commenced construction in September 2005 for the Mohegan Sun at Pocono Downs project. This project's primary goal was to provide gaming entertainment at the existing Pocono Downs horse racing facility.

The first phase of work included renovations and additions to the existing Grandstand and Clubhouse, including a new simulcast facility located on the first floor of the Clubhouse, a two-story 20,000 sf addition to the Grandstand, the installation of approximately 1,000 slot machines and a new 10,000 sf food court to be located on the main floor of the Grandstand.

The updated Grandstand and Clubhouse are connected to a new casino and entertainment venue by a bridge which allows Mohegan Sun to integrate and utilize the improvements to these facilities as an additional amenity to the new state-of-the art casino.

The program for the new 282,500 sf casino offers a complete entertainment experience including approximately 2,000 slot machines, 3 full-service restaurants, a 300 seat buffet, a 15,000 sf food court, an 18,000 sf nightclub entertainment venue, several bars and lounges, 20,000 sf of retail space, 4,100 parking spaces and an enhanced employee services area.

Hospitality Experience



TPC
Building Group

Hospitality Experience

CityCenter
Las Vegas, Nevada

Urban destination resort situated on 67 acres features ARIA, a 61-story, 4,004-room gaming resort; luxury non-gaming hotels including Mandarin Oriental and Vdara Hotel and Spa; Veer Towers, the development's only strictly residential buildings; Crystals, a 500,000-square-foot retail and entertainment district; and The Harmon, a 400-room luxury boutique hotel.

Trump International Hotel and Tower
Las Vegas, Nevada

1,523,000-square-foot, 64-story hotel/condominium tower containing 1,282 units and luxury suites, spa and salon, meeting rooms, snack bar, pool, jacuzzis, barbeques, fire pits, lobby, lounge, restaurants, retail, back-of-house space, and a 467-space parking facility.

Mohegan Sun Expansion
Uncasville, Connecticut

The multi-faceted, 4.9 million-square-foot expansion includes a 34-story, 1,200-room hotel tower with world-class health spa and pool, convention center with premier meeting and function spaces, casino, distinctive retail shops, a 10,000-seat multi-purpose arena, dining and lounges, employee training and fitness center, and parking garages.

Planet Hollywood Westgate Tower
Las Vegas, Nevada

High-rise fractional ownership condominium tower with 51 floors and 1,216 rooms. The low-rise has meeting rooms, back-of-house space, retail, pool deck and cabanas. There are seventeen passenger and six service elevators with two stair towers at both ends of the building.

Hospitality Experience

Wynn Encore
Las Vegas, Nevada

The 53-story Wynn Encore includes 2,034 guest rooms, casino, restaurants, retail stores, spa and salon, convention and meeting facilities, pools, and parking structure.

Cosmopolitan of Las Vegas
Las Vegas, Nevada

New resort and casino featuring two hotel/condominium towers containing approximately 3,000 rooms, casino, convention and conference space, exclusive and brand-name retail boutiques, fine dining restaurants, entertainment facilities, spa, salon, fitness center, nightclubs, 2,000-seat theater, 5-acre pool deck, and 3,800-space below grade parking structure.

Red Rock Casino · Resort · Spa Phases I and II
Las Vegas, Nevada

Phase I includes a 391,000-square-foot, 17-story, 415-room hotel tower and 3-story, 720,000-square-foot lowrise containing casino, convention and meeting space, restaurants, back-of-house space, 3-acre pool area, and central plant. Phase II includes a 400,000-square-foot, 17-story, 427-room hotel tower and spa expansion.

Hotel Sofitel
Philadelphia, Pennsylvania

Addition and extensive renovation of a former bank building into a 14-story, 300-room luxury hotel with retail space, full-service restaurant, meeting and banquet rooms, and a grand ballroom facility.

Hospitality Experience

Sheraton Phoenix Downtown Hotel
Phoenix, Arizona

31-story, 986-room hotel containing 100,000 square feet of ballrooms and meeting space, restaurant, pool and sundeck, fitness center and a 2-story, 550-space, below-grade parking garage.

Silver Legacy Resort Casino
Reno, Nevada

The Western-themed hotel/casino features three towers, each over 30 stories with a total of 1,720 guest rooms, casino space, arena space, ballroom area, an automated state-of-the-art mining rig for performances, and a 10-level parking area for 2,000 vehicles.

Caesars Palace Spa, Tower and Pool
Las Vegas, Nevada

New 29-level Roman-themed hotel tower with 1,134 guest rooms and suites. The new tower is supported by convention area with meeting rooms and ballrooms, retail, restaurants, a complete spa and fitness center, warehouse areas, kitchen and offices. Caesars' new pool area features pools, outdoor whirlpool spas, bars, cabanas, tennis courts, gazebo and reception areas.

Tropicana Expansion
Atlantic City, New Jersey

987,000-square-foot expansion of existing hotel/casino includes 507 additional guest rooms and suites, and health club. Surrounding the tower is a 5-level low-rise structure featuring "Trivoli Pier," a two-acre indoor amusement park, casino expansion, restaurant facilities, meeting and exhibit space, and an underground parking garage.

Hospitality Experience

Morongo Casino, Resort and Spa
Cabazon, California

A new 27-story hotel tower containing 272 rooms and 32 suites, and a 2-story rooftop penthouse shell; low rise containing themed casino, meeting space, spa, restaurant, back-of-house space; a pool complex featuring casitas with private pools; a 5-level, 1,780-space parking garage; and tenant improvements including a steak house, night club, and tower top lounge and restaurant.

Renaissance Las Vegas Hotel
Las Vegas, Nevada

14-story hotel tower includes 548 rooms, 30 of which are suites, approximately 20,000 square feet of meeting space and a business center, a pool and fitness spa, and a 6-story, 467-space parking garage.

Inn at the Isle Resort and Hotel
West Lake, Louisiana

Construction of a new 241-room hotel containing 231 typical guest rooms and 10 parlor suites. Also included were renovations to existing resort space to accommodate a new Farradday's Caribbean-themed restaurant and surface parking to accommodate 140 cars.

Casa Del Mar
Santa Monica, California

7-story, 145,000-square-foot renovation and restoration of a 129-room oceanfront hotel. The exterior was completely restored with a red brick and sandstone facade, brown-iron balconies and sculptured figures.

Hospitality Experience

Luxor Hotel and Casino
Las Vegas, Nevada

The 30-story Egyptian-themed hotel and casino features adventures and a variety of attractions including a 90,000-square-foot casino floor, shows, restaurants and retail shops, and 1,200-seat oval showroom.

Ramada Express Hotel and Casino Phase II
Laughlin, Nevada

New 23-story, 1,095-room hotel tower addition, 23,000-square-foot casino addition, 2-level restaurant and ballroom pavilion, and a 5-story, 1,172-space parking structure.

Gaylord Palms Resort and Convention Center
Orlando, Florida

The 65-acre property features hotel with 1,406 guest rooms including 118 suites, four acres of gardens under glass, 400,000 square feet of meeting, convention, exhibition and pre-function space including a 178,000-square-foot exhibit hall, three restaurants, retail space and several entertainment venues.

Flamingo Hilton Las Vegas
Las Vegas, Nevada

New 28-story, 728-room tower addition and remodeling of existing facility. In addition to the hotel tower, a new restaurant was created and a new kitchen servicing the entire facility and its three other restaurants.

Hospitality Experience

Gaylord National Resort and Convention Center
Oxon Hill, Maryland

2,000-room hotel and over 800,000 square feet of convention and meeting space, 20,000-square-foot luxury spa and fitness center, high-tech entertainment sports bar, coffee shop, high-energy nightclub atop the hotel tower, and parking for 2,600 cars.

Seminole Hard Rock Hotel and Casino
Hollywood, Florida

The 4-star destination resort includes a 12-story, 500-room hotel with 63 suites in a Mediterranean-style design, 130,000-square-foot casino, restaurants, a spa, exercise room, a six-acre lagoon style pool surrounded by cabanas, and over 100,000 square feet of meeting exhibition space.

Shutters on the Beach
Santa Monica, California

The elegant seaside 6-story, 145,000-square-foot hotel has two restaurants, meeting rooms, a ballroom, outdoor terrace, and a beach accessed bar. The project also includes a 4-level, 495-space underground parking structure.

Hyatt Regency Philadelphia at Penn's Landing
Philadelphia, Pennsylvania

460,000-square-foot new waterfront hotel with 360 guest rooms and a 450-car parking garage.

Hospitality Experience

MGM Grand at Foxwoods
Mashantucket, Connecticut

Located at Foxwoods Resort Casino, the project includes a new 30-story, 826-room hotel tower with a 21,000-square-foot spa, 4,000-seat theater, 115,000 square feet of convention space including a 50,000-square-foot ballroom and junior ballroom, 50,000 square feet of gaming, restaurants, retail stores and a 1 million-square-foot pre-cast parking garage for 2,900 cars.

The Ritz-Carlton, Lake Las Vegas
Henderson, Nevada

New 350,000-square-foot, 349-room resort with 60,000-square-foot casino, 30,000-square-foot spa, meeting space, lake edge entertainment creating a beach and pedestrian walk, and an 85,000-square-foot bridge designed after the Pontevecchio Bridge that contains retail shops, restaurants and 65 luxury rooms and suites.

Caesars Palace Augustus Tower
Las Vegas, Nevada

New 1,088,372-square-foot, 26-story, 949-room hotel tower with one floor dedicated to high-end suites and 87,044-square-foot low rise tie-in to the existing casino including a new registration lobby and VIP registration, retail, public and pool promenades, and a grand staircase taking guests from pre-function and reception areas to chapels and photo studios.

Paris Las Vegas
Las Vegas, Nevada

The 34-story hotel-casino offers 2,916 guest rooms, an 85,000-square-foot casino with 100 table games, French restaurants, a race and sports book, and more than 2,200 gaming machines. Also included is 140,000 square feet of meeting and convention space, and a 25,000-square-foot health spa. The resort's signature attraction is its 50-story replica of the Eiffel Tower.

Hospitality Experience

Hartford Marriott Downtown
Hartford, Connecticut

22-story, 409-room hotel features 13,500 square feet of meeting space, several restaurants and bars, an indoor pool and a day spa.

Loews Lake Las Vegas Resort
Henderson, Nevada

The resort includes 496 guest rooms, casino, spa and fitness center, over 111,000 square feet of indoor and outdoor meeting space, fine and casual dining, pool and water features.

Green Valley Ranch Station Casino
Henderson, Nevada

The complex contains 201 hotel rooms, including 45 mini-suites and a deluxe Presidential suite, casino with slot machines, gaming tables and a 170-seat race and sports book, convention and meeting space, and seven upscale restaurants, four nightclubs providing entertainment, and a 10-screen, stadium seat Regal Cinema.

Harrah's Hotel and Casino Tower Addition
Las Vegas, Nevada

A new 35-story, 688 unit hotel tower, race and sports book addition, a casino expansion, a new hotel porte cochere, restaurant overlooking the "Strip", a remodel of four existing restaurants/kitchens and a remodel of the entire casino floor. The existing riverboat facade was replaced with a new Mardi-Gras themed facade and the existing Jackson Square retail plaza included expanded/remodeled retail space, several water features, and outdoor bar, and a stage for live performances.

Hospitality Experience

Seminole Hard Rock Hotel and Casino
Tampa, Florida

The complex includes a 12-story hotel tower housing 250 guest rooms and features several restaurants, gaming space, three lounges including a sports bar, a live entertainment venue and nightclub, a Hard Rock retail store, a spa, and pool complex.

Taj Mahal Casino Resort
Atlantic City, New Jersey

The 42-story hotel tower houses 1,250 guest rooms and a private club. Six structures that function as one comprise the 120,000-square-foot casino complex featuring state-of-the-art meeting and exhibition space including ballrooms and an 80,000-square-foot arena. The complex also has a selection of 10 different themed restaurants.

One & Only Palmilla
San Jose Del Cabo, Mexico

Premier destination resort created 15 new, 1 to 3-story buildings with 78 ultra-spacious guest rooms and 12 suites, spa, conference space, pool restaurant and bar, children's play area, administration, and back-of-house space. Renovations of the existing facility involved 82 guest rooms and a new restaurant.

Atlantic City Hilton Hotel Tower Expansion
Atlantic City, New Jersey

A new 21-story, 317-room hotel tower for Atlantic City Hilton including restaurant, kitchen and "city park-like" area, and installation of new elevators and new shafts in the existing hotel.

Hospitality Experience

Wyndham Garden Hotel
Phoenix, Arizona

7-story, 314-room hotel designed for frequent travelers with a fireside lobby, full service restaurant, executive board room, fitness center, swimming pool, spa and private guest laundry.

Dover Downs Hotel and Conference Center
Dover, Delaware

10-story hotel with 240 guest rooms including 12 penthouse suites, three corporate meeting rooms, exercise facility, multi-purpose ballroom featuring 22-feet-high ceilings and state-of-the-art stage with extensive audio-visual equipment, and upscale restaurants and other small dining areas.

Ameristar Hotel and Convention Center
Council Bluffs, Iowa

The 5-level, 140 guest room hotel, convention center and terminal building is located along the Missouri River. Ornate and colorful turrets adorn the exterior while classic burgundy colors and brass accents enhance the building's interior spaces. The complex houses restaurants, pubs, retail and children's activity areas. The paddle wheel casino is decorated with turn-of-the-century features.

Tropicana Havana Tower and The Quarter
Atlantic City, New Jersey

18-story, 500-room hotel tower with high-finish penthouse level board rooms and luxurious penthouse level hospitality suites. The centerpiece of the project, "The Quarter," is a 200,000-square-foot dining, entertainment and retail center.

Hospitality Experience

Pala Casino Resort and Spa
Pala, California

The four-star resort includes a 10-story, 507-room hotel tower; 30,000 square feet of convention space; restaurant; 2,000-seat outdoor venue; Olympic-size pool; 12 private cabanas; a 2,520-square-foot central plant; 550-car, 4-level parking structure; and 63,507 square feet expansion and renovation of the existing casino containing a new 1,000-seat show lounge.

Resorts Expansion and Enhancement Project
Atlantic City, New Jersey

28-story, 399-room hotel tower including 42 luxury suites featuring luxurious, upscale bathrooms. A new porte-cochere and grand entrance welcome guests into a new lobby, VIP check-in, private gaming room and lounge, and 26,000 square feet of new gaming space.

Pechanga Resort and Casino
Temecula, California

New 989,179-square-foot resort and casino including a 13-story, 522-room hotel tower, 88,000-square-foot casino, 40,000 square feet of convention space containing a 24,000-square-foot Grand Ballroom, restaurants, 1,200-seat theater style showroom, retail space, bingo hall, pool and spa facilities, and a central plant.

Heldrich Plaza
New Brunswick, New Jersey

The cornerstone of the mixed-use facility occupying 1.8 acres in the heart of the city's cultural center, is the John H. Heldrich Center for Workforce Development. Additionally, the project included 48 luxury condominium units, a 250-room hotel, an executive conference center, as well as street level retail space and academic/office space.

Hospitality Experience

Harrah's Marina Hotel/Casino
Atlantic City, New Jersey

15-story, 736,000-square-foot, 500-room hotel casino complex with a 44,000-square-foot casino and a show lounge seating 1,100, and a 6-level parking garage for 2,400 cars.

Harrah's Del Rio Hotel/Casino and Parking Garage
Laughlin, Nevada

Phase I included a 15-story, 464-room hotel, casino, restaurants, and a 3-level parking garage for 1,500 vehicles. Phase II included an 18-story, 496-room tower addition with gaming, retail, and public space plus a novelty restaurant.

Riverside Hotel and Casino Tower Addition
Laughlin, Nevada

The new 28-story tower houses 792 rooms and suites on 23 floors, an expanded casino, western lounge, new banquet rooms and convention space. The project includes a pedestrian bridge that links to vehicle parking for 830 cars, a rooftop helicopter landing pad and a separate central plant.

Hard Rock Hotel and Casino
Las Vegas, Nevada

A new 11-story, 340-guest room hotel, restaurant and casino space. The project is a curved design to accommodate live rock concerts and features rock-themed slot machines and gaming tables, 1,400-seat concert hall and retail.

Hospitality Experience

Tropicana Casino and Resort
Atlantic City, New Jersey

MGM Grand Emerald Tower
Las Vegas, Nevada

MGM Grand 29th Floor Suite Remodel
Las Vegas, Nevada

Green Valley Ranch Expansion
Henderson, Nevada

Sheraton Boston Towers Expansion
Boston, Massachusetts

Chumash Casino Resort
Santa Ynez, California

Phoenix Sheraton Hotel
Phoenix, Arizona

Radisson Plaza at Town Center
Southfield, Michigan

Suites at the Isle
Bossier City, Louisiana

Bostonian Hotel
Boston, Massachusetts

Palms Penthouse Suites and Tenant Improvement Work
Las Vegas, Nevada

Showboat Hotel/Casino
Atlantic City, New Jersey

John Ascuaga's Nugget Tower and Casino
Sparks, Nevada

Trump Plaza
Atlantic City, New Jersey

Radisson Suite Hotel
Tucson, Arizona

Tropicana Resort and Casino Expansion
Las Vegas, Nevada

Hampton Inn
Reno, Nevada

El Rancho Hotel and Casino Tower Addition
Las Vegas, Nevada

Palms Casino Resort
Las Vegas, Nevada

Resorts Hotel and Casino
Atlantic City, New Jersey

Atlantis Casino Resort Expansion
Reno, Nevada

John Ascuaga's Nugget Tower Addition
Sparks, Nevada

Hyatt at Fisherman's Wharf
San Francisco, California

Soaring Eagle Destination Resort
Mt. Pleasant, Michigan

Harvey's Hotel and Convention Center
Council Bluffs, Iowa

Hyatt Regency
Burlingame, California

Hyatt Hotel
Deerfield, Illinois

Suites at the Isle, Isle of Capri Casinos
Bossier City, Louisiana

Ramada Express Hotel and Casino Phase I
Laughlin, Nevada

Harrah's Marina Expansion
Atlantic City, New Jersey

Hospitality Experience

Flamingo Hilton Hotel and Casino
Laughlin, Nevada

Holiday Inn
Lansing, Michigan

Palms Casino Resort Tenant Improvement Work
Las Vegas, Nevada

Hampton Inn
Phoenix, Arizona

Boston Park Plaza
Boston, Massachusetts

Hilton Suites Hotel
Auburn Hills, Michigan

Holiday Casino Hotel and Parking Garage
Las Vegas, Nevada

Ramada Renaissance Hotel
Los Angeles, California

Ramada Inn
Chandler, Arizona

Bally's Room Remodel
Las Vegas, Nevada

The Ritz-Carlton Hotel
New Orleans, Louisiana

Campus Inn Hotel
Ann Arbor, Michigan

Caesars Palace Room Remodel
Las Vegas, Nevada

Evansville Landing Hotel
Evansville, Indiana

Fiesta Hotel and Casino Expansion
Las Vegas, Nevada

Hilton Hotel Remodel
Las Vegas, Nevada

Holiday Inn
Los Angeles, California

Ramada Gateway Hotel
Phoenix, Arizona

CLIENT REFERENCES

Pursuant to the requirements set forth in section 4.3 of the RFP, below please find contact information for references that can attest to Tutor Perini outstanding performance record:

AirTrain Terminal at Jamaica Station

A $380 million AirTrain station that links travelers from the light rail system at JFK International Airport to the Long Island Railroad, New York City Transit subway system and local bus lines. Enclosed herein please find two letters of recommendation from the Port Authority of NY & NJ. In addition, this project received the 2004 *New York Construction News* **Project of the Year** and the 2003 **Private Sector Partner Award** from the *New York State Chapter of the National Association of Minority Contractors, Inc.*

Owner: Port Authority of New York & New Jersey
Address: 241 Eerie Street, Jersey City, NJ 07310
Contact: Jim Starace, Deputy Director of Construction, Engineering Department
Telephone: (201)216-2050
Email: jstarace@panynj.gov

Mohegan Sun at Pocono Downs

A two-phase project consisting of: 1) extensive renovation and expansion of the existing Grandstand and Clubhouse, including a new simulcast facility on the first floor of the Clubhouse, a two-story, 20,000 sf addition to the Grandstand, 1,000 slot machines and a new 10,000 sf food court on the main floor of the Grandstand; and 2) a new 282,500 sf gaming and entertainment facility including 2,000 slot machines, multiple dining options and lounges, an 18,000 sf nightclub, 20,000 sf of retail space, and new parking for 4,100 cars. Additionally, the two phases are connected by a pedestrian bridge. Enclosed herein please find a letter of recommendation from Mr. Gervasini, dated June 22, 2010.

Owner: Mohegan Tribal Gaming Authority
Address: 1 Mohegan Sun Blvd., Uncasville, CT 06382
Contact: Bob Gervasini, Senior Project Manager
Telephone: (860)862-7827
Email: RGervasini@moheganmsun.com

Mohegan Sun - Project Sunburst

A $1 billion, 4,930,000 sf expansion that added a 1,200-room hotel, world-class spa and pool, convention center, casino, 225,000 sf of retail space, a 10,000-seat multi-purpose arena, dining and lounges and parking garages. Enclosed herein please find letters of recommendation from Mark Brown, former Chairman & CEO of the Mohegan Tribe, and Len Wolman, Managing Partner of Trading Cove Association.

Owner: Mohegan Tribal Gaming Authority
Address: 1 Mohegan Sun Blvd., Uncasville, CT 06382
Contact: Mark Brown, former Chairman/ CEO for Mohegan Tribal Gaming Authority
Telephone: (860) 862-6123
Email: mbrown@moheganmail.com

December 4, 2002

To Whom It May Concern:

I am pleased to recommend Perini Building Company and Project Sunburst for the 2003 AGC of America's Build America Award. The 4.9-million-square-foot expansion of Mohegan Sun was a massive undertaking, requiring the best resources from all involved, especially the Construction Manager. We were confident in Perini Building Company's ability to meet the challenges of this multi-dimensional project. We relied on Perini to provide us with the wealth of their experience to assist us in the assured decision-making process required by a project of this magnitude.

Perini responded by manning the project with highly motivated and talented individuals who anticipated issues and proposed innovative methods to resolve project challenges. New construction literally surrounded the existing facility, but Perini's construction sequencing enabled work to proceed at a rapid pace without interfering with operations or patrons. Additionally, theming -- interior design elements that represent the culture and traditions of the Mohegan Tribe -- could have been problematic considering the lead time required to produce, but Perini provided the guidance and management necessary to coordinate the turn over of components of the structure with the delivery of theming elements produced throughout the world.

It has been our pleasure to work with Perini Building Company on this challenging and exciting project, and we believe that they are most deserving of this recognition. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Len Wolman
Managing Partner

LW/lmb

TRADING COVE ASSOCIATES
914 HARTFORD TURNPIKE • P.O. BOX 60 • WATERFORD, CT 06385
TELEPHONE 860-442-1202 FAX 860-437-7752

Mark F. Brown
Chairman / CEO
Mohegan Tribal Council

December 4, 2002

To Whom It May Concern:

The efforts of Perini Building Company as Construction Managers of Project Sunburst, our $1 billion expansion of Mohegan Sun, has greatly advanced our goal to build a foundation upon which we can build a secure future for our people, strengthen our traditions, and restore cultural integrity for generations to come.

Few people outside the close-knit project team of The Mohegan Tribe, Trading Cove Associates, our designers and Perini believed that we could achieve such stunning success in less than 20 months. The resolve of the Perini management team to address project needs with their best resources enabled us to create an outstanding facility that has become a model for the construction of Native American-owned developments throughout the United States.

It is with pleasure that I recommend Perini Building Company for the 2003 Aon Build America Award.

Very truly yours,

Mark F. Brown
Chairman

MB/cat

THE MOHEGAN TRIBE

5 Crow Hill Road • Uncasville, CT 06382 • Telephone (860) 862-6100 • Fax (860) 862-6153

MOHEGAN TRIBAL
GAMING AUTHORITY

1 MOHEGAN SUN BOULEVARD
UNCASVILLE, CT 06382
888.226.7711
MTGA.COM

June 22, 2010

Mr. David Hofmann
Senior Estimator
Keating Building Corporation
The Phoenix – Suite 300
1600 Arch Street
Philadelphia, PA 19103-2028

Re: Mohegan Sun at Pocono Downs
Project Sunrise, Phase I & II

Dear David:

It is with pleasure that I write this letter of recommendation on behalf of Keating Building Corporation.

Keating has played an important role in the development of our Pocono Downs property in Wilkes-Barre, Pennsylvania from the initial renovation of the existing racing grandstand building to the construction of our new "stand alone" facility. Both projects were hospitality/casino driven fast track projects which exhibited all of the typical "challenges" associated with projects of this nature. Keating was able to provide key on-site managers and home office support staff to meet those challenges head on. As a result, we were able deliver both projects ahead of schedule and stay within our overall program cost/budget expectations. Not an easy task by any means.

Keating's attention to details and schedule allowed us to create Pennsylvania's first casino. A property we all can be proud of.

Thanks again for all of your efforts. I look forward to working with you and the Keating Building Corporation in the future.

Sincerely,

Robert J. Gervasini
Senior Project Manager

THE PORT AUTHORITY OF NY & NJ

August 19, 2005

RECEIVED
AUG 22 2005
PERINI CORPORATION
CIVIL NEW YORK

Ms. Christine O'Kane
Perini Corporation
1022 Lower South Street
Peekskill, NY 10566

Dear Ms. ~~O'Kane~~: Christina

On behalf of the Small Business Programs Division of The Office of Regional & Economic Development, I want to personally thank you for your participation and contribution to the success of the Jamaica Station AirTrain Project. From the project's inception in May 2001, to the station's opening in December 2003, through the present time, your commitment of time, work and energy has resulted in some significant achievements. Here are some facts:

- Over $69.5 million in total M/WBE participation on both the base contract and net cost work.
- Over $36 million in work performed by 141 Queens-based contractors and vendors.
- Over $11 million in work performed by 104 contractors and vendors located in Southeast Queens.

In addition to these achievements, and even more impressive, are the ongoing relationships that were established between the prime contractors and the M/WBE subcontractors as a result of this project. It is my understanding that not only Perini, but also some of their major prime contractors are now using these firms on other projects citywide.

As a member of the Jamaica AirTrain Oversight Committee, I would like to invite you to attend our final close out meeting to be held on September 21, 2005 at the AirTrain JFK Office, 148-15 Archer Avenue, Jamaica, NY 11435, from 11:00 a.m. to 2:00 p.m.

I look forward to seeing you at our final meeting.

Sincerely,

Lash Green

Lash Green
General Manager
Small Business Programs
Office of Regional & Economic Development

233 Park Avenue South
New York, NY 10003
T: 212 435 7000

THE PORT AUTHORITY OF NY & NJ

June 7, 2010.

Connecticut Department of Transportation
Attn: Gregg Straka
Contract Section – Room 2410
2800 Berlin Turnpike
PO Box 317546
Newington, CT 069131-7546

Re: Letter of Recommendation for Tutor-Perini Corporation

To Whom It May Concern:

The Port Authority of NY & NJ has awarded numerous contracts to the Perini Corporation ("Perini") since 1985 with a range in value from several hundred thousand dollars to over three hundred million dollars. Perini's project management skills, employment of the highest level of expertise, and the ability to mitigate the impact of both time and scope for any unforeseen changes to contract designs, has earned this corporation continual excellent contractor performance evaluations. Of particular note was the quality of staff expertise and workmanship exhibited by Perini-Tutor/Saliba, acting as General Contractor along with their subcontractors, on the $350M Airtrain Terminal at Jamaica Station project completed in 2007.

Currently, Tutor-Perini is the Prime Contractor on two high profile projects; the Greenwich Street Corridor Construction at the World Trade Center and the Bay Runway Reconstruction at John F. Kennedy International Airport. The Bay Runway Reconstruction project, which will be the second largest concrete runway in the United States, requires Perini to adhere to rigorous project completion deadlines. The pre-construction planning by Perini, the execution of said plan, as well as the controls engaged by Perini to insure compliance to key milestone dates were essential to attaining the current project on schedule status.

Sincerely,

James Starace, P.E.
Deputy Director - Construction
Engineering Department

Construction Management Division
Engineering Department
241 Erie St, 2nd Floor, Room 238
Jersey City, NJ 07310

Tutor Perini CORPORATION 2009 Rankings

1st	Builder of Hotels, Motels and Convention Centers *
2nd	Largest General Building Contractor in the US *
2nd	Largest Green Builder in the US *
3rd	On Barron's 500 Largest Public Companies
9th	Largest Builder of Entertainment *
10th	On ENR's Top 400 Contractors *
10th	Largest Builder of Healthcare *
20th	Largest Contractor Working Abroad *
#432	On Fortune 500 List of America's Largest Companies

* ENR Engineering News-Record

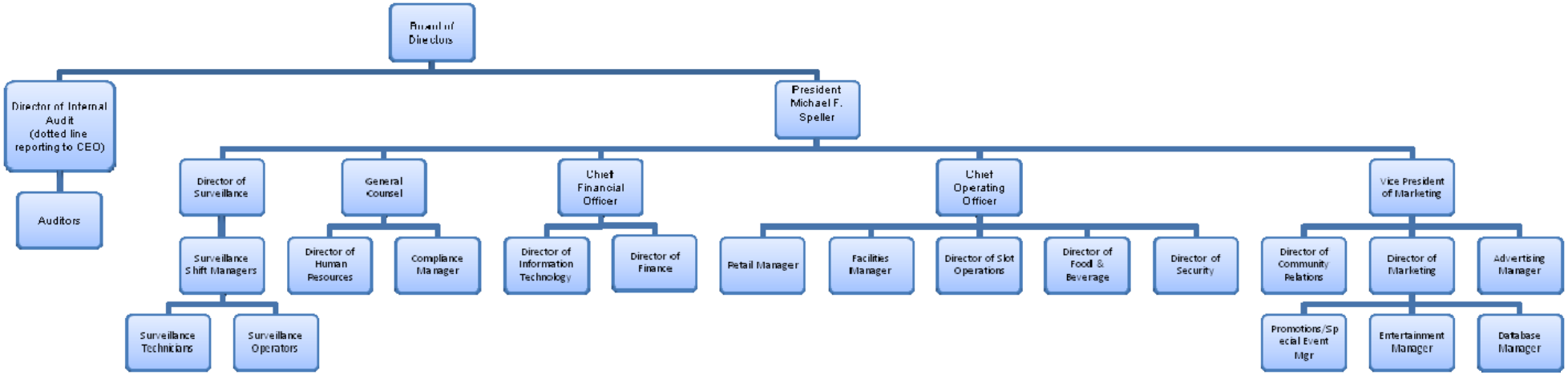
Tab 5.D.:

Leadership and Management

Tab 5.D.i.:

Organization Chart

Senior Management



Management Experience and Background

PRESIDENT
Michael Speller

Michael Speller is a seasoned and experienced casino executive with 36 years experience in both domestic and international gaming jurisdictions and has held key positions with large Corporate and Native American gaming operators. Mr. Speller has extensive senior management experience in the management and operation of existing casino facilities and the development and opening of new casino facilities.

Mr. Speller served as President of Foxwoods and MGM Grand at Foxwood Resort Casino from December 2008 through June 2010. During his tenure he directed and repositioned the largest Casino Resort in the U.S. to respond to the challenges of the largest economic contraction in recent history. He developed and implemented significant and sustainable cost saving strategies in every division while increasing efficiency and improving customer service at every level. Mr. Speller successfully created and implemented multi faceted business and marketing strategies designed to capture more market share and increase gaming revenues on a sustainable basis. Foxwoods is the largest Resort Casino in the U.S. comprising of 6.7 million sq ft with four hotels, 2200 rooms, 340,000 sq ft of gaming space, 7100 slots, 460 table games, 34 restaurants, 26 retail outlets, 2 showrooms, 2 spas, two golf courses and 10,000 employees.

From July 1999 to June 2002, Mr. Speller assisted the Seneca Nation of Indians in the development of their casino operation. He consulted on this project for three years before joining the company in 2002. He became Corporate SVP in 2004 responsible for the development, and operation of the major revenue producing divisions of the company. The Table Games Division included 125 Table Games, Slot Division of 6500 Slots, and two Poker Rooms. Mr. Speller was extensively involved in the design, and completion of two new Casino Hotels and a third Casino Hotel in design phase. In 2005 he assumed the responsibility of corporate oversight for construction management for a new 600 room Casino and Hotel in Niagara Falls N.Y. which opened in December 2005 and a new 212 room Casino and Hotel in Salamanca N.Y. opened in late 2006. F.Y. 2007 Gross Gambling Revenue: 596 Million.

Mr. Speller was recruited from Foxwoods by Genting Corporation of Malaysia to serve as Senior Vice President of Casino Operations & Chief Operating Officer for Manhattan Cruises in New York City from October 1997 to July 1999. He reported directly to the President & CEO.

From January 1997 to October 1997, Mr. Speller was assigned as acting Chief Operating Officer to oversee daily operations and new project development for Foxwoods Management Company. Foxwoods Management Company was a subsidiary of Foxwoods engaged solely in the development of external native gaming projects.

In March of 1996, Mr. Speller was assigned to serve as Chief Executive Officer for Little Creek Casino in Shelton, Washington, a Native American casino, designed, built and operated by Foxwoods Management Company. He remained in that capacity until January 1997.

In October 1993, at the request of Genting Bhd in Malaysia, Mr. Speller was assigned from Foxwoods to join them in starting up a new casino company in Singapore catering to the top 5000 players in Asia. He served as the Senior Vice President of Operations for Star Cruises until October 1995. He was responsible for developing all gaming operations for the company, which included the casino design, construction and hiring of the senior management team. At the completion of his two year contract agreements he returned to Foxwoods.

Between February 1992 and October 1993, Mr. Speller served as a Casino Gaming Manager for Foxwoods Resort Casino. His responsibilities included the general overall management of the gaming floor and compliance in all internal controls and regulations. He oversaw 250 Tables and 3500 Slots, including over 3000 personnel.

Mr. Speller began his career in 1973 at Crockfords Casino in London. In 1977 he joined Paradise Island Casino and from 1981 to 1986 he worked for the Tropicana in Atlantic City. He joined Genting International in the Bahamas in 1986 and went on to become General Manager of casinos in Antigua and Turks & Caicos.

CHIEF LEGAL OFFICER
Barry Hoffman

Barry Hoffman is a Director and General Counsel of Genting New York, LLC. Between 1993 and 1997 and since 2004, Mr. Hoffman provided legal, regulatory, project development and financing advice to the Genting Group as both external counsel and most recently as a member of the senior management team responsible for Genting's energy businesses.

From 1998 through 2004, Mr. Hoffman was Deputy General Counsel and Managing Director of Business Development for a Los Angeles based Fortune 500 energy resources company with operations around the globe. Mr. Hoffman spent the first ten years of his legal career in private practice. In 1986, he joined the New York based law firm, Skadden Arps, where he advised, and negotiated on behalf of, corporate clients involved in complex project development, mergers and acquisitions, financings and cross-border investment until his departure in 1995.

A native of Massachusetts, Mr. Hoffman earned his law degree from Georgetown University in 1985 and completed his undergraduate studies in political science and economics at the University of Chicago and Connecticut College.

Mr. Speller has worked with many management and operational executives that have extensive gaming experience in the Northeast. We have identified some of those personnel below and will add to this compendium of experienced management if Genting New York LLC is selected to operate the Aqueduct facility.

ADVISOR
Justin Leong

Dato' Justin Leong (32 years old), is the Head of Strategic Investments and Corporate Affairs of the Genting Group. His responsibilities include identifying, evaluating, and driving new strategic investments for the Group. He is also responsible for the Group's corporate communications and investor relations' functions. He is a Director of several of the Group's subsidiaries including Genting Overseas Holdings Ltd and Genting UK plc.

He started his career at Goldman Sachs in London where he was an Analyst in the M&A division and an Associate in Global Technology Equity Sales.

He holds an MA and BA in Geography from Oxford University, Oriel College where he was awarded a scholarship.

Dato' Leong was Chairman of the Malaysian Investor Relations Association from 2007-2009. He is a Board Member of the British-Malaysian Chamber of Commerce. Dato' Leong was featured on the front cover of Forbes Asia's May 2008 issue. In 2008, he was conferred the title of "Dato'" by the Head of State of Negeri Sembilan.

ADVISOR
G. Michael Brown

Mickey Brown is a veteran of the gaming industry and is widely considered a leading expert in the design, development, construction and operation of gaming enterprises. Mickey served as President and Chief Executive Officer of Foxwoods Resort and Casinos from January 1993 through June 1997. During his tenure Foxwoods evolved into the largest and most successful casino resort in the world. His leadership and vision produced annual gross gaming revenue that exceeded $800 million annually in 1996.

Mr. Brown served as President and C.E.O. of Seneca Gaming Corporation from September 2002 to April 2005. Under his leadership, the Seneca Niagara Casino in Niagara Falls, NY became operational within 100 days of commencing construction, featuring over 2,700 slot machines and 97 table games. Mr. Brown successfully secured $300 million in bond financing for an additional expansion the culminated in the opening of a 600 room luxury spa hotel on December 31, 2005. In addition to the Seneca Niagara Casino, Mickey was directly responsible for the development and opening of the Seneca Allegany Casino on May 1, 2004.

In November 2006, Mr. Brown completed an engagement in which he participated in the refurbishment of two historic hotels and new construction of a casino, event center and parking garage that opened on November 3, 2006 as French Lick Resort Casino. Between March 2007 and July 2008 Mr. Brown has served as the Casino Project Manager of the Downstream Casino Resort in Quapaw, Oklahoma. The $300 million project included the construction and development of a new casino resort, which features 225 hotel rooms, a casino, a upscale steakhouse, a buffet, a sports bar, meeting space and a health club with an outdoor pool. It was

completed in 10 months and 27 days. The casino has 70,000 s/f of gaming space including 2000 slot machines, 30 table games and a 15 table poker room. The casino is owned and operated by the Quapaw Tribe of Oklahoma and opened in July 2008.

Over the past 25 years, Mr. Brown's firm has served as counsel to various entities including Tribal Nations, foreign governments and gaming corporations. Before his operational involvement with various casinos and resort projects around the world, Mr. Brown served as Director of the New Jersey Division of Gaming Enforcement. He was also a Deputy Attorney General, Chief Trial attorney and Deputy Director of the New Jersey Division of Criminal Justice. Mr. Brown is currently licensed by the New York State Division of Lottery and the New York State Racing and Wagering Board.

ADVISOR
Au Fook Yew (Colin Au)

Colin has over 30 years of international history in the gaming and hospitality industry and approximately 20 years of involvement in the United States, commencing with portfolio investments and the Foxwoods Resort Casino.

He was a Director of the companies which financed the startup of the Foxwoods Resort Casino in 1991/92 and an Executive Director of the Genting Group from 1979 to 2000. Colin rejoined the Genting Group to advice on gaming opportunities in the United States and is currently a Director of Empire Resorts, a company with a racetrack in Monticello, New York and is currently licensed by the New York State Lottery.

Colin is currently an advisor to a number of companies including being the Strategic Advisor to Foxwoods Resort Casino from March 2009 to March 2010.

He graduated with a Bachelor of Science (Hons) in Chemical Engineering from the University of Birmingham, United Kingdom in 1972, and a Masters of Business Administration from the Harvard Business School in 1974.

OPERATIONS
Christian P. Goode

Christian Goode has substantial casino management experience having served in various casino operations management capacities for the past seven years. Drawing on his joint masters of business administration and juris doctor and bachelor of science in finance degrees, Christian has served as controller and director of legal compliance for casinos prior to his current position as a gaming specialist consultant. From 2003 to 2006, Christian served as Casino Controller for Seneca Gaming Corporation and then Penn National Gaming, Inc. During his tenure with Penn National Gaming, Inc., he played an important role in the opening of the Bangor Raceway located in Bangor, Maine.

In his role as Casino Controller for Seneca Gaming Corporation and Penn National Gaming, Inc., Christian managed compliance staff, prepared, ensured and monitored compliance with Internal Revenue Service and Securities and Exchange Commission regulations. He was also responsible for preparation of daily and monthly ledger entries and filing of all applicable gaming tax returns.

In 2006, Christian became the Director of Legal Compliance for Seneca Gaming Corporation. In this role, his daily responsibilities included maintaining compliance with applicable regulations including the Nation-State Compact, National Indian Gaming Commission Regulations and the Tribal Employment Rights Ordinance.

In his current position as Gaming Specialist Consultant with G. Michael Brown & Associates, Christian provides gaming clients counsel and advice for proposed gaming opportunities, personnel, operational and financial evaluations of current operations to increase economic returns and increase internal efficiencies and develops processes and internal controls to ensure his clients comply with applicable regulations.

SURVEILLANCE AND SECURITY
John Medolla

John Medolla offers twenty-seven years of operational and regulatory gaming experience enhanced by his twenty year career with the New Jersey State Police, eleven of which John served with the Casino Gaming Section as head of the Special Investigation Unit. In connection with his service with the Special Investigation Unit, John coordinated investigations and prosecutions of casino cheating scams and conducted operational compliance audits of all 12 Atlantic City casinos. John has worked as Executive Director of Security and Surveillance with Carnival Cruise Lines (Crystal Palace Casino) where he oversaw 135 employees in the security department and was responsible for 30,000 square feet of casino operations. John then became Corporate Director of Security and Surveillance for Carnival Resorts & Casinos, he was tasked with oversight of operations, maintenance, procurement, staffing, training and business relations with third party suppliers for all casino properties in the Carnival Resorts & Casinos portfolio. John went on to become Director of Surveillance for Penn National Gaming, Inc. and was responsible for the entire security department and casino operations consisting of 2500 video lottery terminals and 123 table games. After leaving Penn National Gaming, Inc. in 2002, John became Executive Director for Seneca Gaming Authority with direct management of a staff of 135 employees and a budget of $10,000,000. In 2008, John acted as a surveillance consultant to the Quapaw Tribal Gaming Agency for the Downstream Casino Resort providing technical support and advice in the planning and execution of the regulatory oversights to support the expansion of then current gaming operations.

FOOD AND BEVERAGE
Robert A. Zitto

Robert A. Zitto has extensive experience in food and beverage design and management for casinos around the country. From September 2007 to September 2009, Mr. Zitto served as the Executive Vice President of Food and Beverage for Gomes/Cordish Gaming in Atlantic City, New Jersey. He was responsible for the design, build, opening and operation of Indiana Live Casino in Shelbyville, Indiana, receiving the "Live Market 2009 concept design award for casino hotel", as well as overseeing planning, design and construction for all new Cordish gaming and entertainment projects, including the Kansas City Power and Light District, Louisville Live, NASCAR Sports grille, and Kansas City Speedway Casino.

While at Caesars Entertainment Pairs / Bally's / Flamingo Hilton in Las Vegas between September 1998 and April 2007, Mr. Zitto became the Senior Vice President of Food and Beverage, responsible for over $320 million in food and beverage sales with an average profit margin of 16.5%. He undertook the implementation of a corporate consolidated purchasing plan which brought an overall savings of $15 million in the first year. Under Mr. Zitto's stewardship, the Paris Buffet was named "Best Buffet in Las Vegas" and among the *New York Times* Top 10 buffets in the United States.

Between July 1993 and September 1998, Mr. Zitto served as the Vice President of Food and Beverage at Foxwoods Resort Casino, where he was also a member of the operating management committee and executive marketing committee for the resort. While at Foxwoods, Mr. Zitto served as the sole liquor licensee for the whole gaming enterprise and oversaw the design, build, opening and operation of 39 food and beverage operation, with a staff of 4,000 employees serving 42,000 meals daily, yielding annual food and beverage revenue of over $130 million.

While Mr. Zitto was Vice President of Food and Beverage at the Golden Nugget in Las Vegas from August 1984 to April 1991, food & beverage operations generated $40 million annually through six full service restaurants, room service, three full service bars, seven service bars, banquet and convention facilities and a headliner showroom.

INFORMATION TECHNOLOGY
Chad Mostats

Chad Mostats has an extensive background in Executive IT Management, Program Management, and Helpdesk Management at enterprise levels, successfully opening twelve Casino Resorts, three spas and three golf courses on time and on budget. He has consistently led the Hospitality Industry with new technology, and has been publicly recognized for doing so.

Since 2008, Mr. Mostats has been the Assistant Vice President of Information Technology for Tropicana Resort and Casino in Atlantic City, where he has improved efficiency by reducing IT operating expenses and overtime and managed the installation new technology as well as upgrading players' card technology.

From 2007 to 2008, Mr. Mostats was Vice President of IT at the Downstream Casino in Quapaw, Oklahoma, where he was directly responsible for the IT CAP budget of over $12 million and was the IT, Slots, Surveillance Project Manager for the casino opening. From 2005 to 2007, Mr. Mostats served as the Vice President of IT at Benchmark Management in Indiana and served as part of the executive team for the casino resort opening. At Benchmark Management, his team brought the first series of server based gaming to the state and was directly responsible for the IT CAP budget of over $11 million. Mr. Mostats has also worked as the director of IT operations at Trump Casinos, Inc., Kenda Systems and Boyd Gaming Corp.

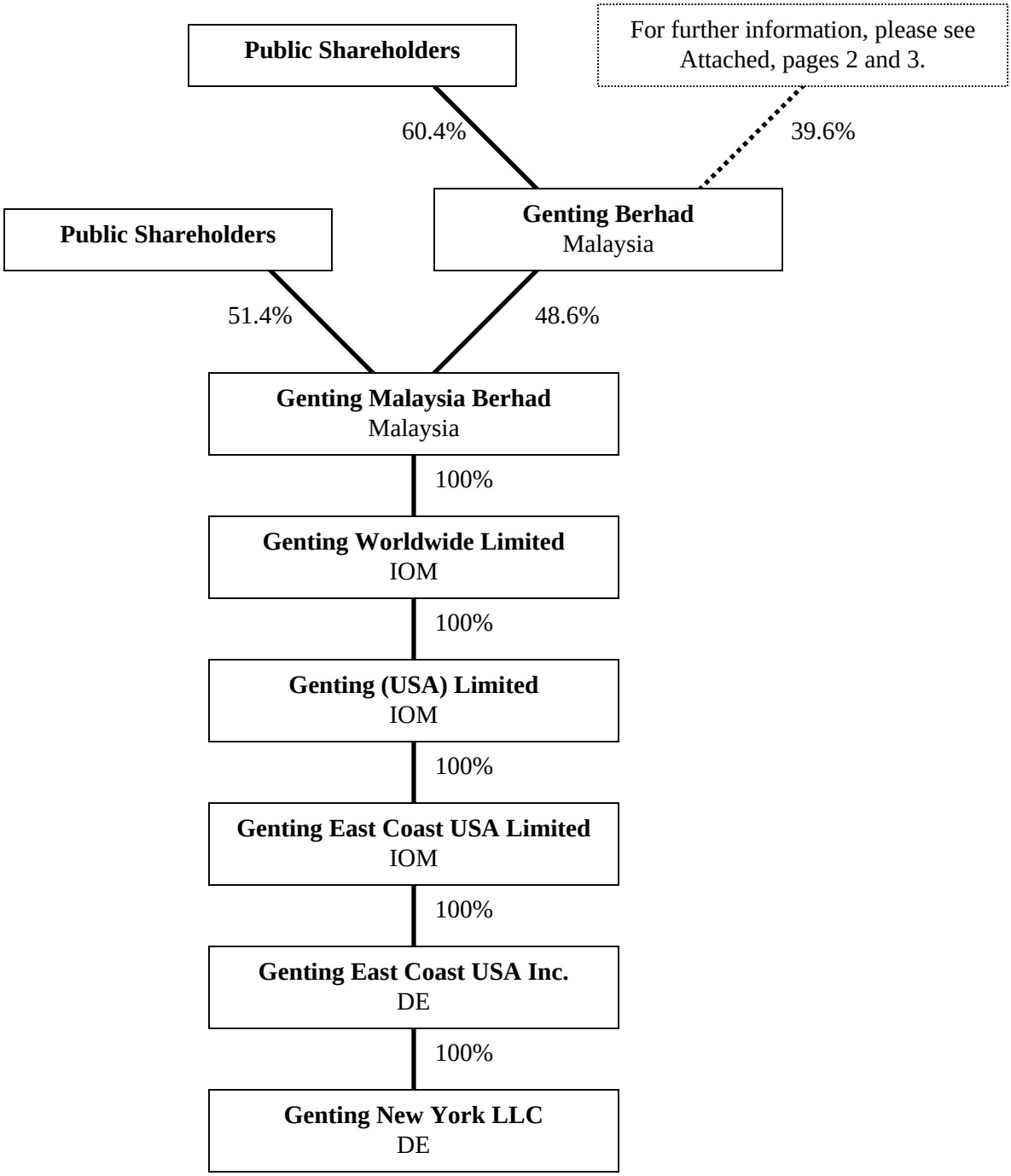
Tab 5.D.ii.:

Decision Making Control: Person/Entity

Names of All Officers, Directors, Board Members, Partners, Principal Management Employees and Any Other Person/Entity to Exert Decision Making Control for the Vendor

- Michael Speller, President
- Lee Choong Yan, Director
- Barry Hoffman, Director
- See attached structure chart for names of entities exerting decision-making control for the Vendor.

Genting New York LLC
Structure Chart



REDACTED

(3 PAGES)

Tab 5.E.:

Capital Plan

Capital Plan

Genting New York LLC, operating as Resorts World New York, expects to construct a world-class facility with finishes and fixtures that compare to the most elite properties in Northeast US and Las Vegas. The gaming facility and the exciting food and beverage amenities coupled with the Resorts World Festival Commons that will hold up to 10,000 patrons and the Exhibition Hall and Showroom that will host premium entertainment acts, will result in an entertainment hub not currently offered in the New York MSA.

To maintain the facility at this high level, we expect to reinvest a minimum of 0.5% of gross gaming revenue in terms of maintenance capital expense. This amount will cover carpet replacement, normal wear items and the refitting of certain areas.

We expect to renovate certain areas periodically to keep the property fresh, modern and appealing to our current and potential patron base. Market demand will dictate the frequency and degree of change.

Projected Capital Expenditures Years 1 through 10:

Year 1	**$ 3,285,000**
Year 2	**$ 3,367,125**
Year 3	**$ 3,604,694**
Year 4	**$ 3,694,812**
Year 5	**$ 4,028,917**
Year 6	**$ 4,129,640**
Year 7	**$ 4,656,169**
Year 8	**$ 4,772,573**
Year 9	**$ 4,891,888**
Year 10	**$ 5,014,185**
	$41,445,003

In addition to our base development plan required by the RFP, RWNY has proposed a plan to renovate the lower grandstand area so that there is visual and physical connectivity to the apron area of the racetrack accessible from the first floor of the casino. This large grass area to be called “Festival Commons” would comprise an additional 100,000 square feet of development and would accommodate about 10,000 people for outdoor events. Subject to NYRA approval, this area would provide a secondary or extended venue for the musical, fashion, cultural and other festivals held in New York City.

We have also have included options which, if approved by the relevant authorities, will significantly increase the revenues and/or reduce expenses for the Lottery such as installing another 500 VLT's outside of the building facing Festival Commons, adding another 800 covered parking spaces and improvements to the MTA station. We are also prepared to be the test site of a server based system (similar program recently launched in City Center in Las Vegas) and other state-of-the-art gaming initiatives in conjunction with the Division of Lottery.

If approved by NYRA, the third floor of the building will be completed as a multi-function area to be called the “Events Center” which can be used for year-round indoor events such as

banquets, shows, cultural, community and other related events in order to increase patronage to RWNY. This multi-function area can also be used as a higher end neighborhood market during months when the outdoor equivalent cannot be held due to inclement weather.

As we describe throughout this letter, our Proposal is to develop and operate a facility that we believe exceeds the required quality of the facility required by the RFP but provides for a swift opening so as to maximize revenues to the State of New York. Notwithstanding our principal goal of opening the facility as described herein, we have taken the liberty of including a master plan which reflects our vision to make this facility a world class destination resort. This development will include three hotels of differing standards, shopping, spa, recreation and other resort facilities that will cost over $650 million bringing the total investment to US$1.3 billion (including the $300m minimum bid price and $350m for current phase). We appreciate that all of these additional facilities included in this master plan are subject to feasibility studies and approvals by all New York State agencies and the Division of Lottery. We hope to implement them in stages over time and will ensure that the master plan is designed so that there will be no interruption to the proposed VLT operations when future elements are constructed.

"Resorts World New York brings a vision to Aqueduct that reaches beyond the aspirations of competitive gaming operators and developers in the industry today."

There is no question that transforming and establishing Aqueduct into the premier gaming and entertainment attraction in the region is a primary and critical component of the Resorts World New York Vision - but this is merely the initial foundation upon which the grand vision is built. As one of the most innovative creators of vibrant, diverse, enormously successful world-class entertainment destinations on the planet, Resorts World New Yorks brings a vision to Aqueduct that reaches beyond the aspirations of competitive gaming operators and developers in the industry today.

As such, this team recognizes the value and benefit to all stakeholders in creating a larger, more diverse, more spectacular, fully integrated entertainment attraction than conceivable by others. Since the very inception of the Aqueduct vision, it has been a critical goal to succeed in attracting and securing a broader market share. To that end, the quality level of the initial product must clearly surpass that of its reference properties. Aqueduct must attain a level that far exceeds the narrow expectations of the convenience market. In addition to the first-class gaming facility and the full array of associated amenities, the entertainment complex and customer experience will be further complemented by a variety of other attractions and enhancements.

The Resorts World perspective recognizes great value and opportunities – commercially and experientially - in the race track grounds, stands and apron. As opposed to physically and visually segregating these areas, this plan encourages interaction among them. The proposed vision includes renovating, repositioning, and revitalizing these grounds into Resorts World "Festival Commons," in which large scale outdoor events are held. Mardi Gras, Oktoberfest, New Years, ethnic festivals, concerts, parades, and many other activities and celebrations will breathe new life into this historic space that has lain dormant and unproductive for too many years. It is the intent to work with the NYRA to incorporate large video

screens to further activate the environment and add to the festive experience.

In addition to the "Festival Commons" and consistent with this integrated entertainment destination vision, Resorts World sees significant value-added potential within the existing third floor of the grandstand building. This area currently represents approximately 103,000 square feet of un-utilized assets, destined to become the Resorts World "Events Center." The overall vision for the complex includes revitalization of this floor to accommodate a wide variety of indoor events and promotions throughout the year. Meetings, exhibits, fashion shows, community gatherings, auctions, private parties, banquets, corporate functions and many other activities will be accommodated within this space. Public access to the Resorts World "Events Center" occurs directly through the main entry atrium via escalators and elevators without crossing into gaming environments, thereby allowing patrons of all ages to participate. The existing kitchens in the Clubhouse will provide the primary food and beverage service for these activities, and the existing grandstands are refurbished to provide further opportunity for mutual and combined interaction between the Resorts World "Events Center" and the "Festival Commons."

Through their vast experience and strategic understanding of destination entertainment, Resorts World New York appreciates that when properly positioned and marketed - such as is currently envisioned for Aqueduct - the opportunities to build upon the synergies and momentum created by this kind of property are limited only by the infrastructure of the context itself - not by imagination or investment. The fully realized vision for the Aqueduct property includes a full master plan of entertainment–related complementary development. Hotels, water parks, destination retail, spas, recreation, amusements and attractions are all components of Resorts World models and success stories. It is a critical mass of energy, excitement and activity that will bring success to the development.

Resorts World New York does not envision simply another racino for the region,

"The opportunity to build upon the synergies and momentum created by this kind of property is limited only by the infrastructure of the context itself - not by imagination or investment."

Design Narrative - Table of Contents

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2. Develop a design that will be delivered **"Fastest to Market"**
3. Create design that is readily and **Immediately Expandable**

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A. THE DESIGN CHARGE

1. Design and build to attract a **Broader Market**
2. Develop a design that will be delivered **"Fastest to Market"**
3. Create design that is readily and **Immediately Expandable**

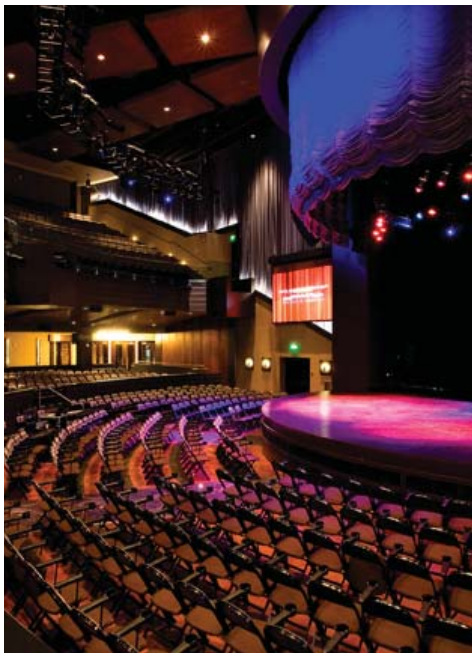
BROADER MARKET ATTRACTION

The design and construction team of Tutor Perini | JCJ Architecture are collectively responsible for many of the largest, most widely recognized and wildly successful casinos, racinos and entertainment complexes in the world. When faced with the challenges and opportunities presented by the Aqueduct proposal, the team was prepared to exceed expectations. Over the course of the rather elongated history of the Aqueduct initiative, the generally accepted design objective was to create a highly energetic, distinctive, convenient, safe and exciting gaming complex; and to make it both appropriate and appealing to this specific regional market, as demonstrated in other casinos and racinos within the State.

However, the design charge delivered by Resorts World was markedly different than that of previous proposals. Armed with invaluable national and international experience in creating the most exciting entertainment destinations within some of the most vibrant markets on the planet, the Owners clearly conveyed that to only ***meet*** the objectives and expectations of this market would be to forego a rare and extraordinary opportunity to create a world class entertainment destination wrapped around a racing and gaming environment.

Resorts World clearly recognized the "local" market patronage - their unique characteristics and expectations - and the necessity for this property to serve that market with a more attractive product than that offered at competing properties, both existing and anticipated. However, their level of expertise also provided an understanding of the broader market potential achievable within the New York City demographic.

Next to California, New Yorkers represent the largest visitor block to Las Vegas annually. Given an appropriate, upscale gaming and entertainment alternative to traveling out of state, these sophisticated patrons will prefer the proximity and accessibility of Aqueduct. Additionally, the New York tourist market (both domestic and international in excess of 50 million visitors annually) will be attracted to Aqueduct when the offering is designed to a higher level than the reference racinos. Product and service more closely reflecting a Vegas model will attract these lucrative patrons, retaining their associated gaming revenues within the state of New York. Accordingly, the design team was challenged to create the premier regional entertainment destination that will simultaneously appeal to multiple constituencies – the local convenience market; the upscale cosmopolitan demographic; and the national and international tourist market.



FASTEST TO MARKET

A second critical factor recognized by Resorts World are the enormous benefits to all stakeholders – the community, the state, the track, the operators and the patrons - that are realized by opening the facility quickly – ahead of any competition. The Owner and the Tutor Perini | JCJ team are not only recognized for the great success of their projects, but also for the incredible (nearly unbelievable) speed with which many have been delivered. Their collective experience in start-up facilities will allow decisions to be made quickly and accurately. Un-equaled in the industry, this team has a proven track record of creating innovative approaches to reduce design, construction and start-up time - without sacrificing product quality.

Therefore, the resulting charge to the team was to create a design solution that would expedite the opening beyond what other aggressive design and construction strategies and methods would allow. "Speed to market" – without compromising the quality of the patron experience - was immediately embraced as mantra for the design and construction innovators.

IMMEDIATELY EXPANDABLE

Though it is clearly understood that the proposed design shall be judged on the initial stage of development articulated in the RFP, the Owner charged the team with incorporating design and construction strategies for immediate expansion of market-driven entertainment opportunities into the initial design solution. Given the more encompassing marketing strategies and the broad demographic penetration expected to be generated by this concept, the Owner anticipates that the original entertainment offering will quickly require expansion, both quantitatively and qualitatively, in the very near future. The charge is that the facility design must be readily adaptable to accommodate such requirements.

B. THE DESIGN RESPONSE

1. Site Development – **The Arrival Experience**
2. Designed for **Multiple Constituencies**
3. Designed for **Expedited Opening**
4. Designed for **Rapid Expansion**
5. Responsible and **Sustainable Design**

The design solution created for the new gaming and entertainment destination at Aqueduct reflects compliance with all objectives outlined and defined in the RFP. It meets or exceeds all programmatic, operational, environmental and physical expectations, and will seamlessly coordinate with NYRA operations and requirements. Far beyond that, however, the design solution unveiled herein is an embodiment of Resorts World New York's vision to create not just a vibrant racino, but a multi-faceted, world-class gaming and entertainment destination with broad demographic appeal, and will allow Resorts World to bring the facility on line before other proposers, and be physically and operationally ready to accommodate immediate expansion.

THE ARRIVAL EXPERIENCE

You only make a first impression once. Consequently, the design carefully orchestrates the arrival sequence and guest experience to achieve the greatest impact and capture their attention, curiosity and willingness to stay (and spend) at the very outset. Patrons entering from Rockaway Boulevard will be greeted initially by a distinctively landscaped entry feature – one that both announces their arrival and prepares them for a truly unique experience within. Visitors meander along the graceful, sweeping Aqueduct Boulevard, and are, at last rewarded with a spectacular, signature water feature. The sense of anticipation heightens as guests proceed around the formal entry circle to arrive under a spacious porte cochere to what appears to be the ultimate destination – the main entry into the complex. However, upon crossing the threshold, guests' eyes and expectations are further elevated as they ascend to the main casino floor within a three-storey atrium that encircles an amazing dramatic presentation of digitally enhanced, moving water - a choreographed display of graphic projection, light, water and sound.

Frequently (and unfortunately) at casino properties, patrons arriving from parking garages are treated to a second-tier entry experience – as if unseen, via a back door. We have assured that there be no less "wow-factor" for these guests. Accordingly, our design ensures that guests arriving from the Parking Structure and/or the Bus Center have not only an extremely convenient but also an equally impressive entry. They are delivered into the heart of a two-storey promenade, flanked by tempting food venues and café seating areas with views directly focused upon the main casino features.

Patrons arriving from the south may take advantage of the current Clubhouse entry. To create an equally exciting arrival experience for these guests, the existing entry lobby receives enhanced finishes, wall treatments, lighting and detail in keeping with the design quality and character expressed throughout the property.

MULTIPLE CONSTITUENCIES

The Resorts World goal to broaden market appeal and penetration guided the design solution towards a multiple-level design configuration. The first level accommodates 3,200 machines and has finishes, spacing, denominations and amenities to attract and appeal to the convenience market player. Upon arrival, guests are greeted by grand vistas throughout the casino, and carefully orchestrated axial views of a two-level, highly dramatic entertainment bar and lounge. The casino is divided into several gaming "atmospheres" to provide a variety of experiences - from the high-energy interactive to the more quiet and intimate settings, thereby increasing length of stay and frequency of visitation through diversity of offerings. A full complement of fast food venues are provided specifically to appeal to this convenience market. This lower level casino affords opportunities for direct (but controlled) access to the Resorts World Festival Commons area for synergistic interaction with the wide variety of outdoor events scheduled for this venue. Whilst the primary goal of this area is convenience and speed of service, there is no less attention to detail here - the setting is completely aligned with the thematic design characteristics of the entire project.

The upper level, designed to accommodate 1,300 machines, is subtly but effectively tailored to meet the elevated expectations of the more traveled, cosmopolitan New York player, as well as the domestic and international tourist market, whose demands for environment, amenities and service are more upscale. Signature access to this floor is through the breath-taking entry atrium and culminates visually at the upper level of the feature/entertainment bar. The increased level of design sophistication, finish and atmosphere will rival any destination resort to which the experienced player is exposed – the type of environment not normally found at a racino. Also catering to the higher-end player, two full-service dining experiences are provided, featuring American and Chinese cuisines. Patrons of both restaurants are treated to views to the exterior landscapes and café seating immediately adjacent each venue. An exclusive admittance VIP lounge is strategically situated to provide both convenience and privacy for elite members, overlooking the Winner's Circle.

The third level of the complex houses the Resorts World New York "Events Center", with flexible facilities to accommodate complementary activities such as shows, meetings, functions, banquets, community gatherings and a host of other activities serving the needs and desires of the various constituencies that will become the greater Aqueduct market.

Design Narrative –The Design Response

EXPEDITED OPENING

In addition to appealing to a broader market spectrum, the building configuration is specifically designed to expedite construction, to advance Stage I public opening, and to begin the cash flow. There are numerous advantages to be exploited by locating a portion of the casino (1,621 machines) on the second level, including:

1. Demolition is complete on the second level.
2. Abatement is complete on this floor, allowing construction to commence immediately.
3. The Stage I casino can be fully completed in its final configuration and presentation without need for temporary separations from the remainder of the facility.
4. Mechanical, electrical, plumbing and other systems can be readily installed on this level in their entirety, with no need for temporary or partial installations as would be required for an advance partial opening of a single-level design.
5. The area between the Clubhouse and the new casino on this level will serve as a high volume, flexible food and beverage outlet (buffet) to serve the advanced opening of the upper level gaming operation (prior to the permanent food venues coming on line). Primary food preparation will occur in the expanded function NYRA kitchen and can be finished within the new food venue.
6. The existing NYRA Clubhouse entry, scheduled to receive new and enhanced finishes, will provide immediate public access to the expedited gaming floor.
7. Creating a casino on two levels allows construction trades to work simultaneously in two locations; a divide-and-conquer approach that reduces not only the initial speed-to-market, but advances the opening of the entire complex as well.

This design strategy, in conjunction with an extremely aggressive construction approach allows for the grand opening of the Stage I casino within six months of signed authorization. The remainder of the gaming and revenue generating facilities will be online within six months following, and the balance of all additional support facilities within two and half months thereafter

Design Narrative –The Design Response

Select examples of expedited design projects delivered by JCJ Architecture in the past include:

- **Seneca Niagara Resort & Casino**
  Design and construction of 220,000 square feet, $75 million of building shell and spectacular interior build-out in only 100 days.
- **Mohegan Sun at Pocono Downs**
  Documentation of 100,000 square feet, $37 million renovation and new construction in 3 months.
- **Wheeling Island Racetrack & Gaming Center**
  Design and construction of 300,000 square feet gaming, hotel and entertainment facility, $60 million expansion in 10 months.
- **Saratoga Gaming & Raceway**
  Design and construction for gaming and entertainment expansion, $14 million renovation and new construction in 8 months.
- **Seneca Allegany Resort & Casino**
  Design and construction of 125,000 square feet, $34 million new facility in 5 months.
- **Gila River Vee Quiva Resort & Casino**
  Design and construction of 70,000 square feet, $25 million new facility in 9 months.
- **Foxwoods Resort**
  Design and construction of Phase 4, $250 million casino and hotel in 15 months.

All of these projects were completed under expedited schedules and without sacrificing the level of design, documentation or the quality of construction. While they had different sets of requirements, each was completed within its established budget and has resulted in facilities that are currently outperforming their projected revenue and financial performance figures.

IMMEDIATE EXPANSION

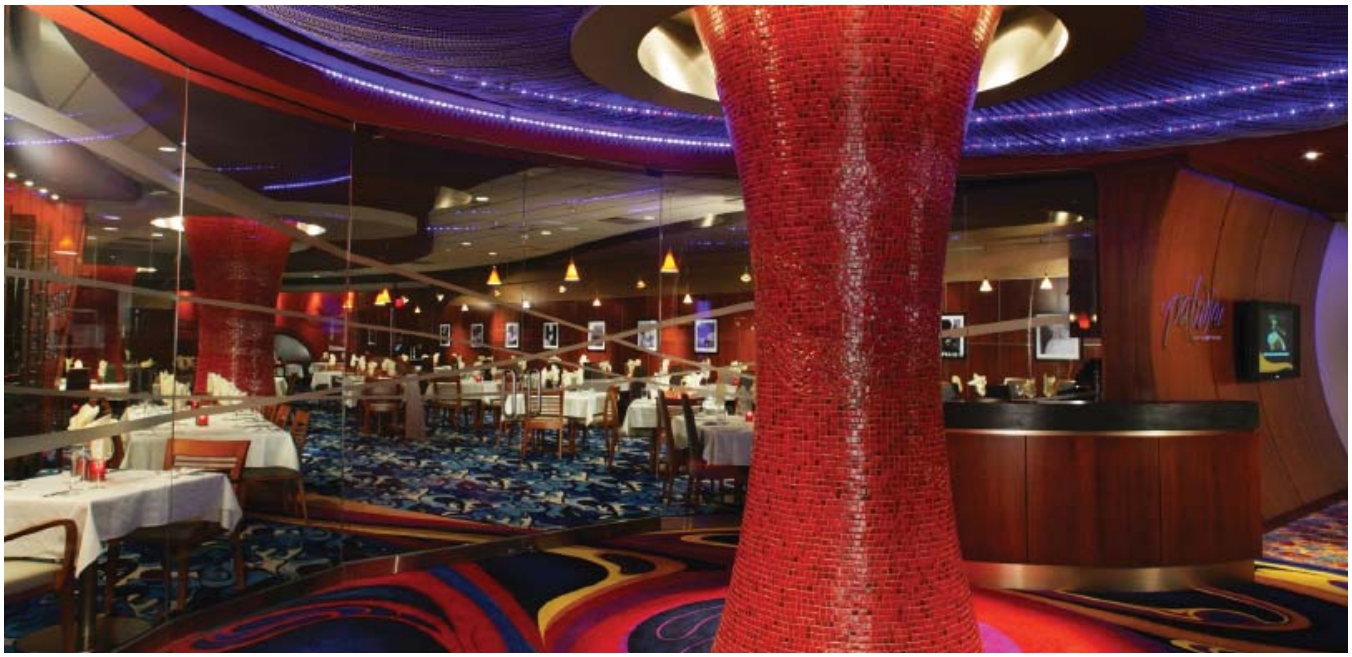
Resorts World's plans to design, market and position the property to attract an expanded market at Aqueduct demands that the facilities be designed to accommodate quick and easy expansion - without disruption to ongoing operations or compromising the patron experience. To respond to these objectives, the Tutor Perini | JCJ team design team has provided expansion opportunities in three strategic layers:

1. 34,000 square feet of floor area on the second level between the gaming floor and the Clubhouse has been designed to accommodate immediate expansion of amenities or gaming. Because the area will be used for temporary food & beverage and multi-purpose events during the expedited opening, all systems, access and egress, restrooms, etc. must be "camera ready" for immediate conversion to nearly any market-driven use.

2. The signature entry atrium and the vertical transportation core have been designed to include public and back-of-house access to level three. The intent is to immediately begin to market and promote complementary uses on that level, including, but not limited to meetings, shows, banquets or other entertainment related activities.

3. Beyond expansion contiguous to the gaming, racing and entertainment complex, the Resorts World vision and model offers a complete world-class destination experience. Key components include hotels, destination retail, resort amenities, water parks, large-scale entertainment – all features appealing to locals, families, New Yorkers, domestic tourists and international travelers and associated with the most successful signature properties in the world.

Design Narrative –The Design Response



"Re-using and revitalizing as much of the existing building and property as possible is the first step towards minimizing impact on the environment"

SUSTAINABLE DESIGN

Sustainability of our projects has always been a hallmark of our practice, but more recently, and in light of the ever growing awareness and importance of environmental responsibility, JCJ has become nationally recognized as a leader in developing and incorporating conservation and protection strategies into our work. All of our projects are environmentally responsible, and many have been recognized by the USGBC by attaining various levels of LEED™ certification. JCJ's design for the Daytona Beach Kennel Club is the first gaming facility in the nation to be LEED Gold Certified.

Re-using and revitalizing as much of the existing building and property as possible is the first step towards minimizing impact on the environment, and we will take full advantage of the existing embedded value at the facility. Throughout the design process, we will continue to exceed required standards. Our LEED™ approach involves a reliance on teamwork and a system that involves the Owner and contractor to the fullest possible extent. The entire Resorts World team remains deeply committed to meeting these critical environmental challenges and opportunities.

Design Narrative – Design Features at a Glance

DESIGN AT A GLANCE

The Resorts World unique and distinctive design features for the new Aqueduct include:

- **Water Feature:** The focal point of the arrival sequence is a 120 foot diameter, 75 foot tall, fully animated water feature.

- **Main Entry:** The signature entry is a dramatic, three-story entry atrium with a spectacular, digitally controlled water show penetrating all floors – ground through level three.

- **First Floor Casino:** A full service, 3,136 machine, beyond state-of-the-art slots casino designed specifically to attract and maintain the local convenience market.

- **Upper Level Casino:** A full service, 1,364 machine, beyond state-of-the-art casino tailored to appeal to and maintain the destination player and the national and international tourist market.

- **Stage I Casino:** A 1,621 machine expedited casino will be open to the public six months after signed authorization.

- **Entertainment Bar:** Located in the center of the first floor casino is a highly energetic and exciting entertainment bar with a hydraulically elevated performance stage visible from most areas of the casino. A large opening in the ceiling above visually connects this feature bar with the upper level bar and second floor casino. Lounge seating beyond the bar provides light dining, views to the tracks and access to an outdoor terrace.

- **Festival Food Court:** A 350 seat, two-story festive fast food promenade designed for popular appeal and high volume service is located on the lower casino level. Accommodating six different venues, the food court provides a diverse offering of quick serve options most highly desired by the convenience market patron. Escalators provide direct access to full service restaurants above.

- **Track Views:** From the first floor casino, views to the track are offered from the bar, the lounge, portions of the casino, and the VIP lounge.

- **Resorts World Festival Commons**: Direct access from the gaming floor to the exterior terraces, the track apron and all events associated with the Festival Commons venue.

- **Parking Garage Access:** Direct access to each gaming floor from the Parking Structure and Bus Center provides a 'grand entrance' experience and sense of arrival in keeping with that of the main entrance.

- **NYRA Access:** Direct access to each gaming floor from NYRA spaces, promoting energetic interaction and mutual benefit for each.

Design Narrative – Design Features at a Glance

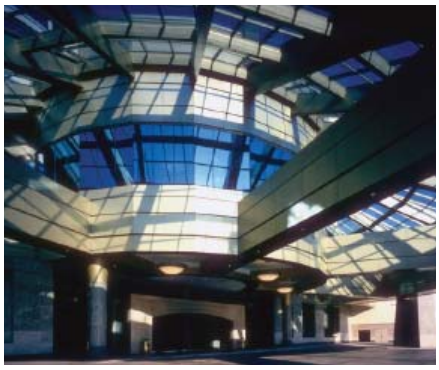
- **VIP Lounge:** A limited access VIP lounge overlooking the track and Winners Circle, catering to the high end players.

- **Signature Restaurant:** A 200-seat full service restaurant offering a sophisticated blend of american and european cuisines is designed to cater to the destination visitor, the higher-end player, and the tourist market. The restaurant features high visibility from the gaming floor, a private bar, exterior views to the track, café seating and display cooking/kitchen.

- **Chinese Restaurant:** Also on the second floor is a similarly positioned Chinese cuisine dining experience with bar, exterior views, café seating and display cooking. This restaurant accommodates up to 200 guests in a casual dining atmosphere and is also designed at a level to attract a higher-end patron. Featured in this restaurant are tanks in which seafood is displayed - a unique signature of all Resorts World properties.

- **Casino Bar:** A casino a bar and lounge adjacent to the central opening to the entertainment bar below offers the same conveniences as the first floor bar, but in a more intimate environment with a slightly elevated level of design and presentation sophistication expected by the higher-end player being catered to within the upper level casino.

- **Flexible events space:** Approximately 34,000 square feet of area on the second floor (upper gaming level), strategically situated between the casino and NYRA's space is programmed to provide multiple opportunities and flexible uses. During the expedited stage of the facility build-out, this area will serve as a high-volume food and beverage venue, a buffet that can be easily adapted in size and product for various programs, groups and markets on any given day. This space is designed to accommodate either large or small group meetings or social functions, catering to private and corporate clients alike. Ultimately, the space can be quickly converted to host a wide variety of market-driven activities or utilized as additional gaming space as may be required.



- **Parking Structure:** A 2,225 car Parking Structure with clear and easy access, egress and way finding specifically designed for this patronage. Access to the casino is simple, clear, and brings parkers into a naturally lighted elevator lobby that connects from each parking level to each gaming floor. State-of-the art security and surveillance systems are designed throughout. It is the desire of Resorts World to increase the number of spaces to 3,000 and if selected, they are prepared to enter into immediate discussions to implement this change.

- **Porte Cochere:** A grand, 6-lane fully covered porte cochere provides the type of arrival experience expected by the well traveled, sophisticated leisure patron. Complimentary valet service will be provided at this location on site.

Design Narrative – Design Features at a Glance

- **Bus Center:** Bus patrons will enter the site from the north or south entry and be met with a grand view of the focal water feature before entering the ground level of the parking garage, where six buses can be accommodated for loading and unloading in a fully weather-protected area. The Bus Lobby is immediately adjacent for the comfort of passengers, and is directly connected to the elevator lobbies to the casino levels.

- **Train Station:** The existing Aqueduct Train stop (MTA – A Line) is a critical component of the overall strategy to market the property to both commuter and destination traffic. The station shall be re-configured to once again allow access from both directions. A covered, elevated bridge will provide a safe, comfortable and inviting conveyance directly from the train to the gaming and racing complex. As the commuter's first interaction with Aqueduct, it is essential to establish a sense of anticipation here. This is underscored via a continuous looping, dynamic video and sound show projected onto inset screens, setting the stage for and hinting at the more spectacular experience to follow once on site.

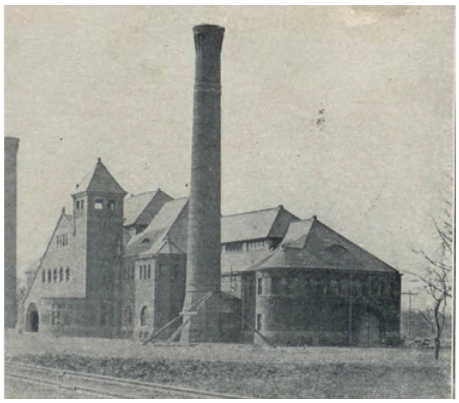
- **NYRA entry:** The existing NYRA Clubhouse entry will receive new finishes, lighting and enhancements elevating the quality of the space to align with the expectations of The Resorts World patron and the new gaming facilities design. It will also serve as the primary entry during the Stage I, expedited opening until the main entry and balance of the facility opens several months later.

- **Enhanced surface parking:** The existing parking lots are scheduled for paving, draining and lighting improvements. Resurfacing and re-configuration of the traffic flow is designed to provide efficient parking, access and safety for all patrons. Lighting is significantly increased to a level necessary to provide a complete sense of security and safety to all self-parkers.

- **Smoking Areas**: In order to provide convenient areas for guests who smoke to enjoy this activity, and without compromising those who do not, the design incorporates several outdoor terraces that are directly adjacent to, but completely separated from, the casino, some food and beverage amenities, and VIP lounges.

GENERAL DESIGN PROGRAM NOTES

- All support and service spaces required to be adjacent to the casino floors such as restrooms, service bars, electrical and data closets, redemption areas, promotions and players club facilities, etc. have provided along continuous locations.
- All public safety requirements such as emergency egress, building code and life safety standards have been considered and are resolved and incorporated or in process and will be resolved in due course an in accordance with recognized professional standards and practices.
- All support and service spaces not requiring adjacency to the public areas such as mechanical/electrical rooms, employees services (changing, EOR, etc.) administrative offices, warehousing, secure back-of-house, etc. are to be located on the ground floor in areas generally shown on the plans, but to be specifically determined in conjunction and coordination with NYRA operational requirements.



"The design for the new Resorts World Aqueduct Casino draws - as the etymology of the word itself illustrates - off water"

DESIGN CHARACTER STATEMENT

Aquēductus (L: aquae ductus)…a drawing off of water

As early as 691 BC with the first recorded aqueduct, architects and engineers understood that water was essential to all dimensions of life, and the conveyance of it critical to survival. Many centuries later, as architects and designers, we acknowledge this most basic element, and cultivate opportunities to celebrate its significance.

The design for the new Resorts World Aqueduct Casino draws - as the etymology of the word itself illustrates - off water. In an appropriate nod to the site and region's historic 19th century origins of the Ridgewood Reservoir and the Brooklyn Waterworks, the JCJ team has employed water, in both literal and figurative forms, as an integral part of the design vocabulary for the new development.

Just as the Brooklyn Waterworks was heralded as the most ambitious [Romanesque Revival] design of its time – "an extraordinary and beautiful structure" – the Resorts World team has created a design that will once again elevate this property to widespread acclaim and landmark status.

Interwoven throughout Aqueduct's history, one can find references to the power of three. The original design of the Waterworks included three basins. Aqueduct boasts three racing courses, and was the location of the only triple dead heat in history. Decades later, the three payout positions of Win, Place and Show each resulted in dead heats in three separate races. Appropriately, the design subtly employs this recurrent pattern, from the spectacular concentric ringed water feature and the three facades of the entry, to the sparkling tri-level chandelier, triplets of inset lighting and pools of water set amidst the grounds. Throughout, such subtle references unite the visitor with the sense of place and history that is uniquely Aqueduct.

Water is ever present - in myriad variations and forms – from the resplendent waterfall chandelier to the subtle shimmering and interplay of surface, light and texture. Everywhere we find metaphorical conduits, the entirety of the design mimics the fluidity – the ebb and flow – of water; conveying visitors, tourists and players alike from one area of the development unto another, and with each an unfolding experience unparalleled in the racino world.

Design Narrative – Design Quality and Patron Experience

DESIGN QUALITY AND PATRON EXPERIENCE

The reference projects identified throughout the proposed process have been The Empire Casino at Yonkers and Saratoga Casino and Raceway, and that the expected level of finish and quality should match those found at Saratoga. JCJ Architecture was both the Architect and Interior Designer for all phases of the Saratoga expansions. Therefore we are obviously intimately familiar with that reference project. However, based upon the strategic positioning being planned by Resorts World, the design team has been instructed, and has followed through with an elevated level of design sophistication and attraction to appeal to the broader spectrum of player described throughout this proposal. Aqueduct is designed to provide more excitement, more photo opportunities and a more memorable experience than anticipated by all.

June 28, 2010

Ms. Gail P. Thorpe, Contracting Officer
Ms. Deborah L. Martino, Finance Officer
New York State Division of the Lottery
Finance Office
One Broadway Center
Schenectady, NY 12305

RE: Development and Operation of a Video Lottery Facility at Aqueduct Racetrack

Dear Mss. Thorpe and Martino,

Tutor Perini Corporation is proud to be the builder on the Genting New York LLC team. Having built 68 casino projects in the United States, including 5 recently completed racinos in the region, we believe our expertise in this market is exemplary. Tutor Perini is consistently recognized as the nation's #1 builder in the hospitality and gaming market by *Engineering News Record* and other industry publications. As you may recall, we were the builder who enabled Saratoga Gaming and Raceway to become the first facility in the State of New York to open for gaming.

We have reviewed the RFP documentation in detail and have prepared a strong analysis of both cost and schedule in conjunction with our team. We will construct the gaming associated with Stage 1 of the project within six months of the State's award to the Genting team, and will complete Stage 2, containing the remainder of the gaming, as well as the parking structure, within six months thereafter.

To realize "Speed to Market," our preconstruction efforts began upon the State's issuance of the RFP, and will continue through the State's review process, notification of award, and our commencement of work on site. Our planning efforts are well underway.

The quality of the facility which our team is presenting to you stands at the top of comparable projects we have constructed and, coupled with its aggressive schedule, Resorts World Aqueduct is right in the strike zone of what Tutor Perini Corporation does best. We build facilities such as this for a living and are eager to illustrate our knowledge to you.

Our organization is committed to this project, and is confident that our substantial experience will have a direct bearing on the State's vision for success.

Sincerely,

Bradley W. B. Statler
President
Keating Building Company
As Authorized Agent for Tutor Perini Corporation

REDACTED

TOTAL PROJECT COST (78 PAGES)

PROJECT LIBERTY

DESIGN ©2010 JCJ ARCHITECTURE

AREA LOCATION MAP

Resorts World AQUEDUCT NEW YORK

PROJECT LIBERTY **SITE ACCESS**

DESIGN ©2010 JCJ ARCHITECTURE

Resorts World AQUEDUCT NEW YORK

PROJECT LIBERTY **SITE PLAN**

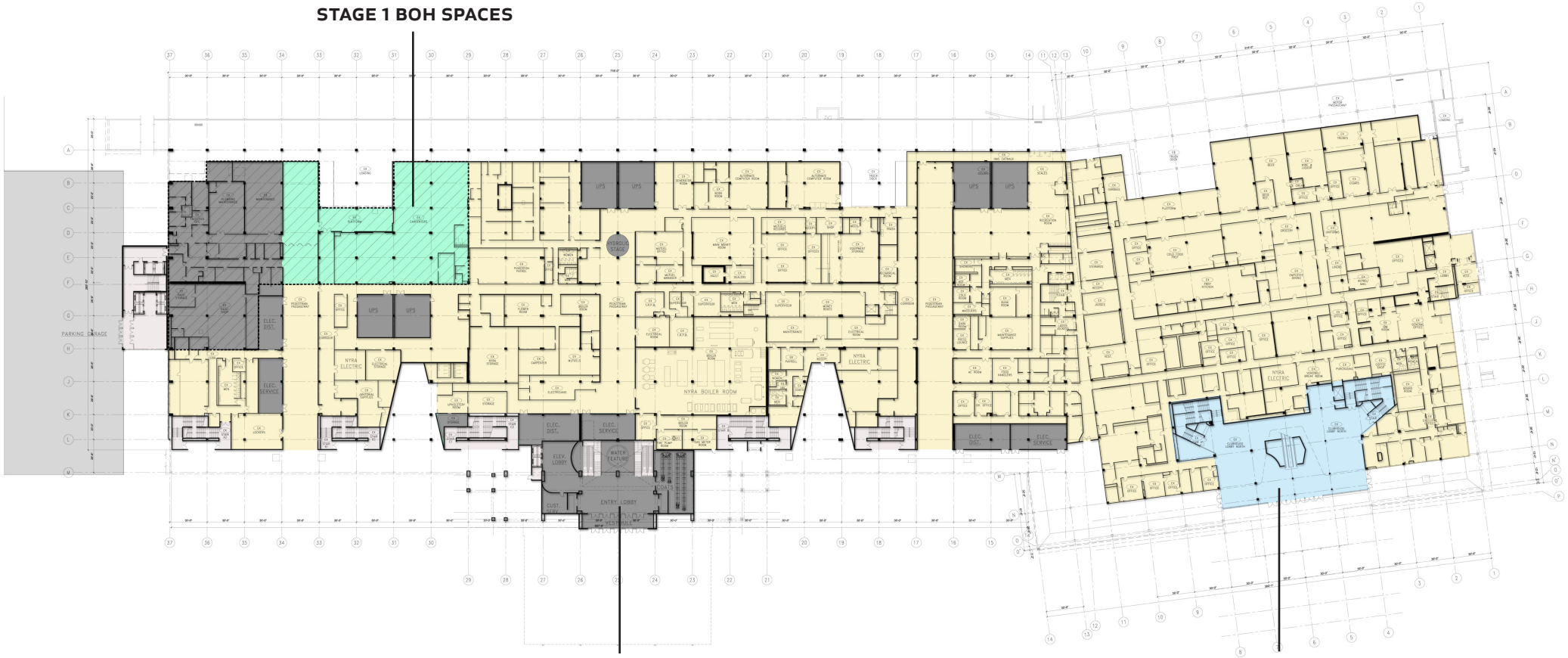
DESIGN ©2010 JCJ ARCHITECTURE

Resorts World
AQUEDUCT
NEW YORK

PROJECT LIBERTY **AERIAL PERSPECTIVE**

DESIGN ©2010 JCJ ARCHITECTURE

Resorts World
AQUEDUCT
NEW YORK

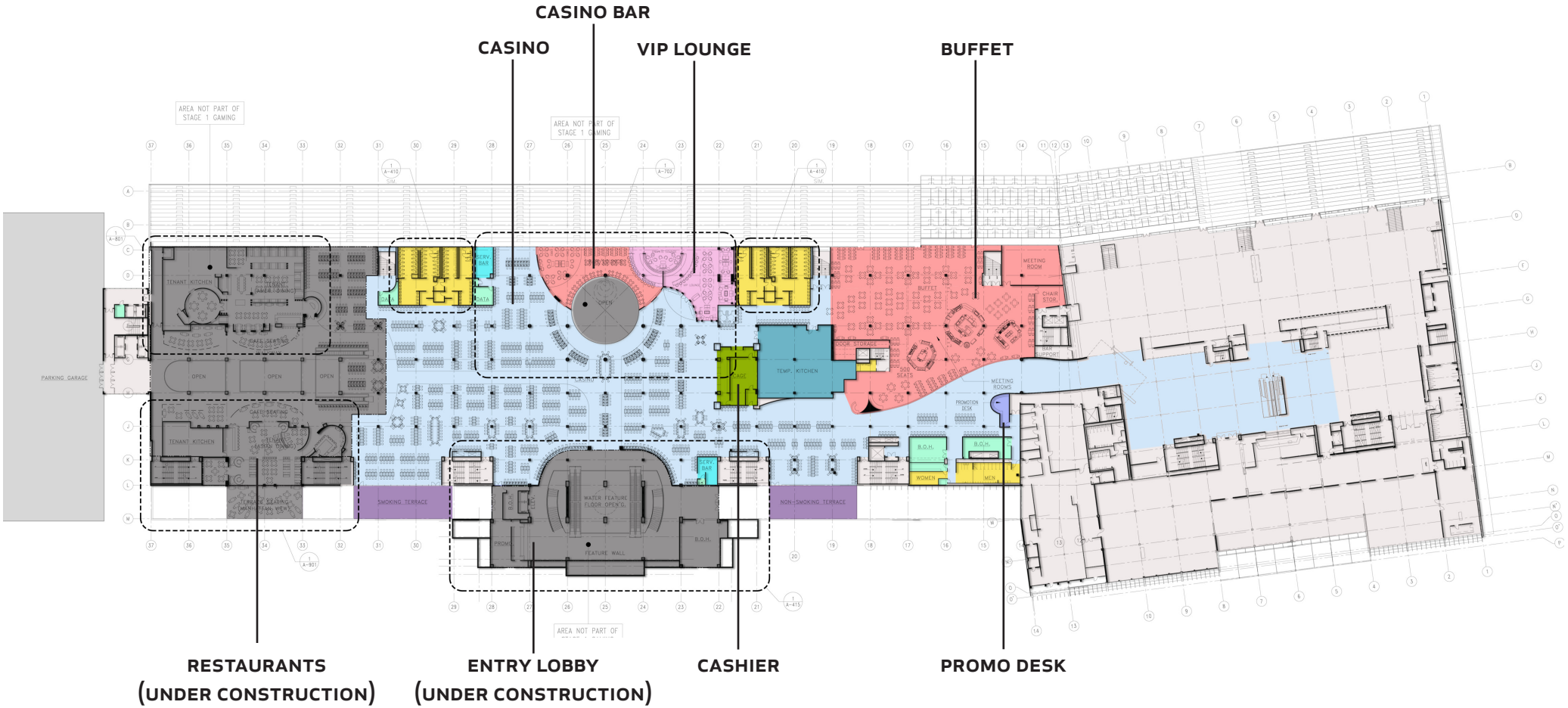


= STAGE 2 AREAS UNDER CONSTRUCTION

PROJECT LIBERTY LOWER LEVEL - STAGE 1

DESIGN ©2010 JCJ ARCHITECTURE

Resorts World AQUEDUCT NEW YORK



RESTAURANTS (UNDER CONSTRUCTION)

ENTRY LOBBY (UNDER CONSTRUCTION)

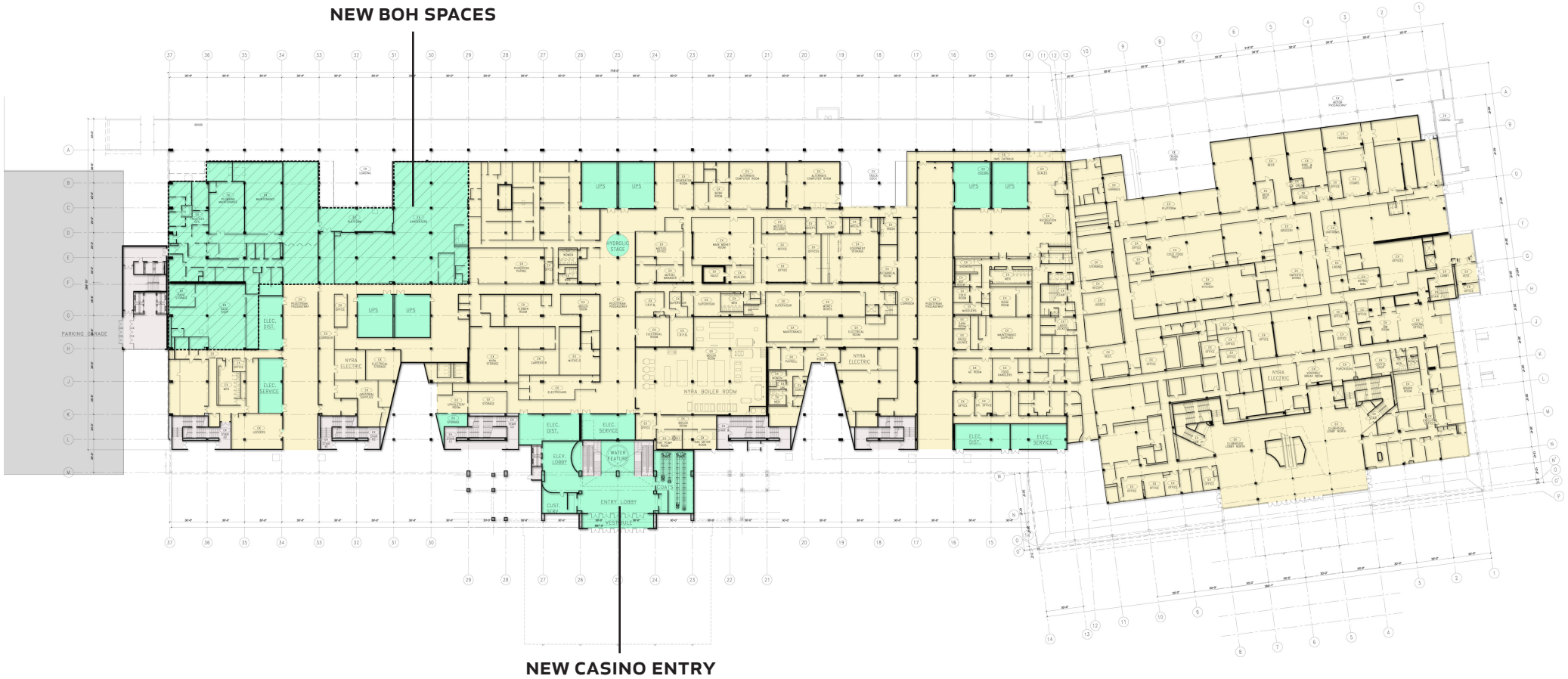
CASHIER

PROMO DESK

PROJECT LIBERTY SECOND FLOOR - STAGE 1

DESIGN ©2010 JCJ ARCHITECTURE

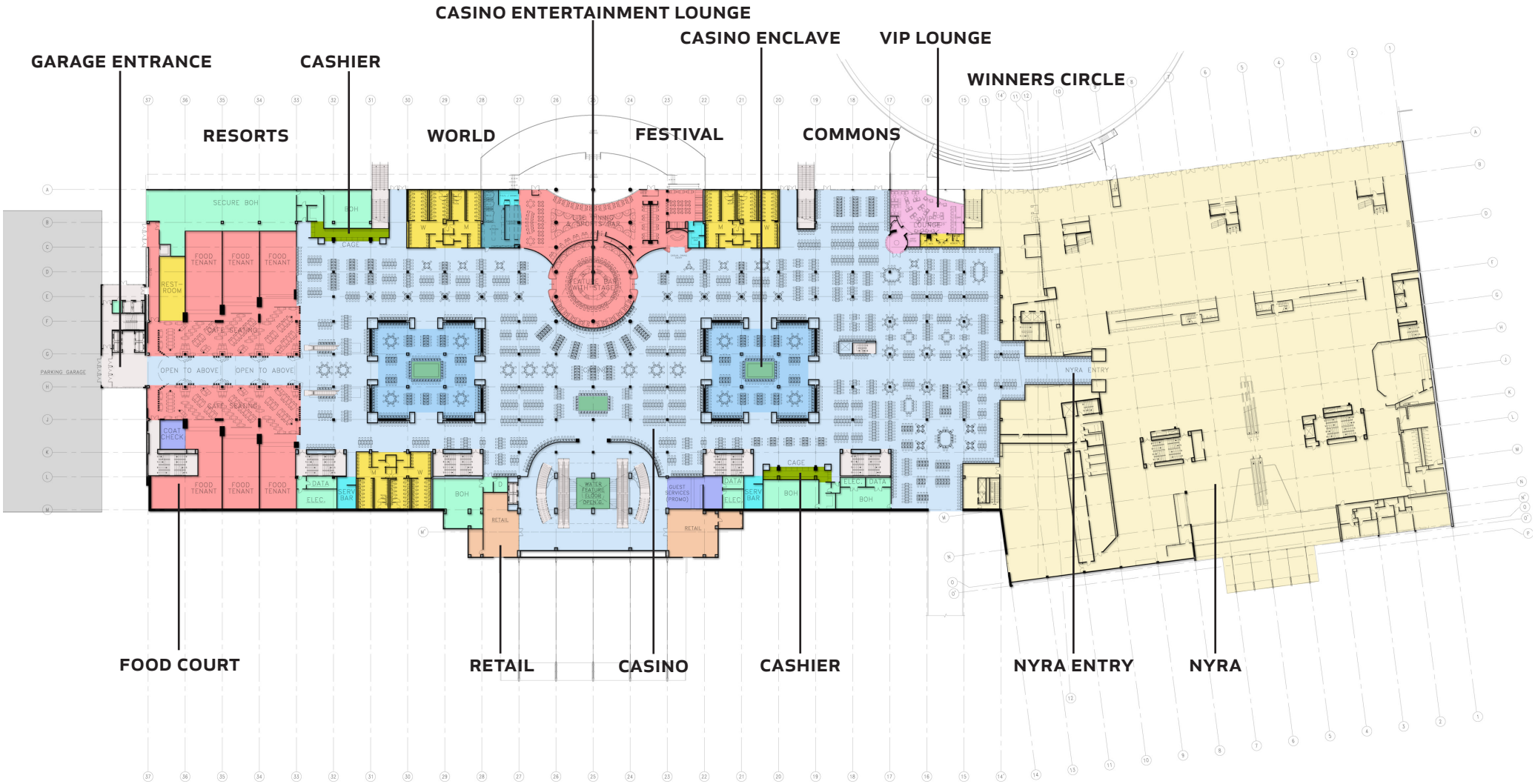
Resorts World AQUEDUCT NEW YORK



PROJECT LIBERTY **LOWER LEVEL - STAGE 2**

DESIGN ©2010 JCJ ARCHITECTURE

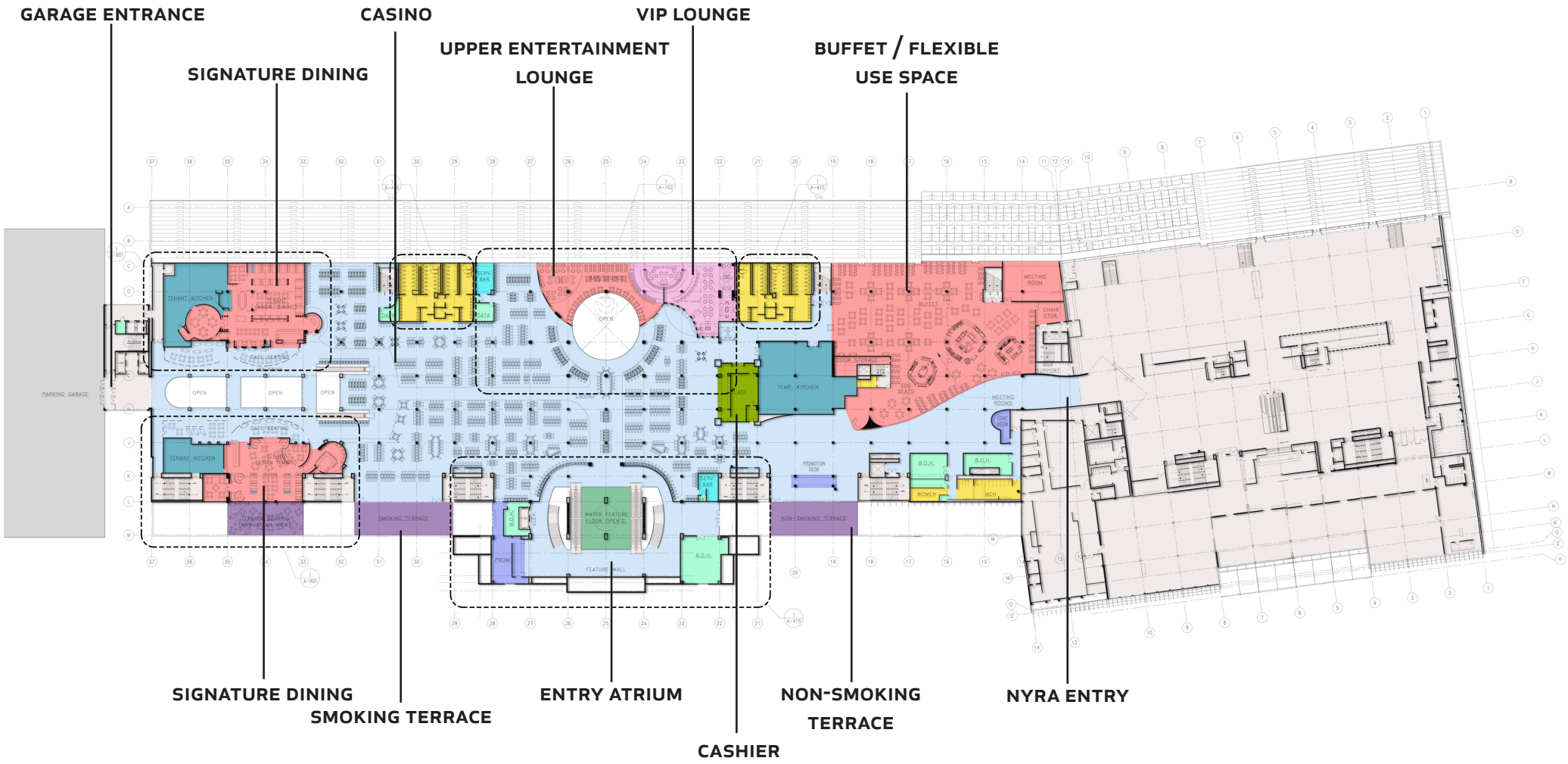
Resorts World AQUEDUCT NEW YORK



PROJECT LIBERTY FIRST FLOOR - STAGE 2

DESIGN ©2010 JCJ ARCHITECTURE

Resorts World AQUEDUCT NEW YORK



PROJECT LIBERTY SECOND FLOOR - STAGE 2

DESIGN ©2010 JCJ ARCHITECTURE

Resorts World AQUEDUCT NEW YORK

PROJECT LIBERTY **BUILDING SECTION**

DESIGN ©2010 JCJ ARCHITECTURE

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PROJECT LIBERTY **CASINO FLOOR**

DESIGN ©2010 JCJ ARCHITECTURE

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PROJECT LIBERTY

DESIGN ©2010 JCJ ARCHITECTURE

CASINO ENTERTAINMENT LOUNGE

Resorts World
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NEW YORK

PROJECT LIBERTY **FOOD COURT**

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PROJECT LIBERTY

DESIGN ©2010 JCJ ARCHITECTURE

RENOVATED RACING ENTRY - STAGE 3

Resorts World
AQUEDUCT
NEW YORK

REDACTED

CAPITAL PLAN (940 PAGES)

Tab 5.E.i.:

Construction Schedule

REDACTED

CONSTRUCTION SCHEDULE (15 PAGES)

Tab 5.F.:

Marketing Plan

Redacted

MARKETING PLAN (44 pages)

MARKETING PLAN

GREAT PLACE. GREAT FUN.

Branding – Resorts World

"Resorts World" is synonymous with great experiences. Wherever you find Resorts World, you'll find entertainment, excitement and fun.

Resorts World creates destinations of choice that promise the richest experiences to last a lifetime. Every Resorts World property is created with the premise of optimizing the character of the local environment and community. This ensures that the product created is something the local community will be proud of and will visit frequently. Resorts World has a solid track record of making its destinations a "must-visit" attraction for all. Resorts World has successfully developed several such destinations around the world.

Resorts World Sentosa in Singapore offers "A Million Moments. One World.", with a grand spectrum of world-class entertainment and events, a wide array of shopping and dining options, six themed hotels, casino, and Universal Studios Singapore®, all in one single resort destination with a total cost of construction exceeding US$4 billion.

Resorts World Genting in Malaysia is the "Fun City Above the Clouds", comprised of over 10,000 hotel rooms and offering the coolest family fun with roller coaster rides, spectacular shows, exquisite world cuisine, and an exceptional gaming experience. Over 20 million visitors each year flock to this integrated resort that's set in the lush greenery of the tropical rainforest more than 6,000 feet above sea level, where climate ranges from sixty degrees to seventy five degrees. At that altitude it equates eight five degrees to ninety five degrees at sea level.

Resorts World Manila in the Philippines is "The Place To Play". Located in the vibrant Metro Manila business district and within two miles of the airport, this integrated entertainment facility caters to those with discerning taste, featuring the country's first luxury suites, modern casino, a premium shopping mall, cinema complex, and performing arts theater.

With Resorts World, the possibilities are endless. No two developments are identical – every Resorts World destination offers unique and rich experiences, customized to encompass the characteristics of the local environment, providing a myriad of entertainment options to enhance the lives of the local residents, as well as attract tourists to the area.

As for the historic Aqueduct Racetrack, Resorts World New York ("RWNY") will present a premier entertainment hub providing the ultimate gaming and entertainment experience, offering 4,500 casino slot games, live shows and events, and culinary delights – all within the historic Aqueduct Race Track. RWNY will create an outdoor venue, to be called "Festival Commons", that will allow for larger events. The indoor event center will host live shows and entertainment as well banquet functions. We envision a property that is full of patrons and energy 365 days a year.

RWNY will preserve the essence of Aqueduct, New York while providing superior products and services in a clean, safe and fun environment. By combining world-class amenities with first-class customer service, guests will have a memorable experience, synonymous with the Resorts World brand.

Overall Strategy

To provide our guests with world class gaming entertainment, exquisite dining and a unique entertainment experience, RWNY will provide superior entertainment and amenities, staffed by respectful and professional team members, in a safe and hospitable atmosphere while consistently striving to exceed our guests' expectations.

RWNY will become the region's premiere destination casino, exceeding each and every guest's expectations, so that every visitor to RWNY becomes an ambassador of our entertainment destination.

At RWNY, our customers and our employees will determine our success. While both are equally important in the sum of our vision, our customers are the primary reason for our growth. We will endeavor to know our customers personally and our goal is to anticipate and exceed their expectations. We will strive to provide an experience that makes our customers and players want to return and refer their friends, family and colleagues to us. We believe that "word of mouth" marketing and personal recommendations are the most powerful. The totality of friendly service, superior gaming value, excellent hospitality, quality food and exciting entertainment is the keystone upon which a memorable and friendly experience can be built.

RWNY values its employees so they will in turn value our guests. The main reason a customer returns to a business is because of an established relationship with members of the staff. By valuing its employees, RWNY reinforces the strength of these relationships. Employee retention and appreciation are important components of our vision and management style.

By offering competitive wages and benefits and a commitment to service by providing our employees with the required technology, tools, and continued training in a fun, clean and safe work environment, we are well on our way to fostering employee loyalty and longevity. Communication with employees on a regular basis keeps them informed of casino events and promotions and empowers them to do their jobs to the best of their ability.

RWNY is committed to employing a diverse and unique labor force, one that reflects our belief that everyone counts and everyone should have the opportunity to contribute, without regard for age, race, gender, sexual orientation, disability, religion or other reason. We believe that our workforce should be as diverse as the community we serve, to that end RWNY has established an Equal Employment Opportunity Policy that will provide added value to our organization, our guests and the greater Queens and New York City communities.

RWNY will offer its guests a unique experience by combining world-class amenities, with unmatched gaming action and first class customer service.

We will support this position, with these foundational and fundamental tenets, as core to our mission:

- Provide our guests a clean, safe, fun environment.
- Appreciate our guests and the relationships they allow us to build with them.
- Value the time our guests choose to spend with us.
- Pride ourselves in providing quality, value-priced and service-driven dining and entertainment experiences.
- Respect and value our employees, so they in turn value our guests.
- Strive and expect to be the regional employer of choice.

RWNY will compete in and share the market with more established properties - some bigger, some smaller but certainly none will be more attentive and responsive to customers' needs. RWNY will be recognized by locals, tourists and employees, as providing a more exciting, engaging, value-driven and fun gaming experience than any other casino. Any customer who walks through our doors is identified as a potentially loyal RWNY customer. We will strive for no less.

Market Analysis

We carefully studied the PFM reported dated August 2009 and have used a similar methodology as a back drop for our win per unit estimations. Although our analysis produced some results that deviated from their findings, in general we have concluded that the report was extremely accurate.

RWNY is centrally located in the New York metropolitan area and will become the new entertainment hub for the City featuring 4,500 slot machines, a variety of established brand name food and beverage offerings, as well as endless other entertainment offerings. RWNY will compete directly for the New York MSA market that is currently served by Empire City Casino and the established East Coast casinos in Connecticut, New Jersey, Philadelphia, Delaware and Rhode Island.

RWNY intends to leverage its accessibility, especially via the Subway, as the latest in gaming and entertainment designed for New Yorkers coupled with the strong Aqueduct branding to initially acquire a substantial local customer base.

In an effort to estimate the potential return to the NYS Lottery and RWNY, the following is an analysis of the potential market size, broken down into three categories, Primary (Queens & Long Island), Secondary (Greater NYC including northern New Jersey and Southwest Connecticut) and Regional (all other within 2 hour drive).

Primary market

The primary geographic market for Resorts World Aqueduct is the New York metropolitan area, also known as Metropolitan New York, Greater New York, or the Tri-State Region/Area. It is the most populous metropolitan area in the United States and is also one of the most populous in the world. The metropolitan area is defined by the U.S. Office of Management and Budget as the New York-Northern New Jersey-Long Island, New York-New Jersey-Pennsylvania Metropolitan Statistical Area (MSA), with an estimated population of 19,069,796 (roughly 1 in 16 Americans) as of 2009.

The MSA is further subdivided into four metropolitan divisions. The 23-county metropolitan area includes ten counties in New York State (those coinciding with the five boroughs of New York City, the two counties of Long Island, and three counties in the lower Hudson Valley); twelve counties in Northern and Central New Jersey; and one county in northeastern Pennsylvania.

Components of the metropolitan area

New York-Northern New Jersey-Long Island, NY-NJ-PA Metropolitan Statistical Area (19,069,796)

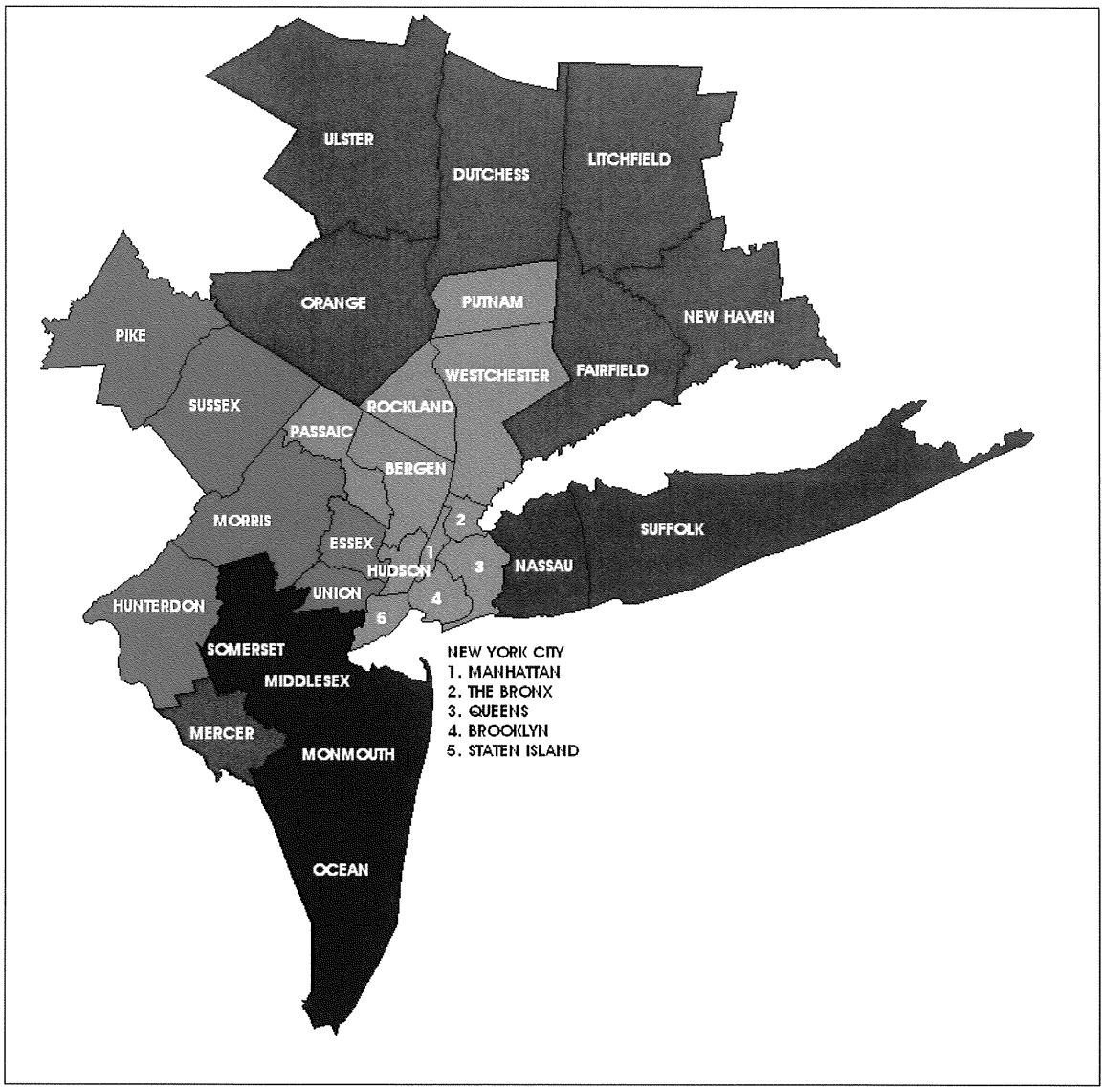
- New York-White Plains-Wayne, NY-NJ Metropolitan Division (11,732,233)
    - Kings County (Brooklyn), NY
    - Queens County, NY
    - New York County (Manhattan), NY

    - Bronx County, NY
    - Richmond County (Staten Island), NY
    - Westchester County, NY
    - Bergen County, NJ
    - Hudson County, NJ
    - Passaic County, NJ
    - Rockland County, NY
    - Putnam County, NY

- Nassau-Suffolk, NY Metropolitan Division (2,875,904)
    - Suffolk County
    - Nassau County

- Edison-New Brunswick, NJ Metropolitan Division (2,335,390)
    - Middlesex County
    - Monmouth County
    - Ocean County
    - Somerset County

- Newark-Union, NJ-PA Metropolitan Division (2,126,269)
    - Essex County, NJ
    - Union County, NJ
    - Morris County, NJ
    - Sussex County, NJ
    - Hunterdon County, NJ
    - Pike County, PA



Geographic Market Segments

The geographic area can be segmented into the following markets:

Estimation of Gross Gaming Revenues for Geographic Market Segments using the following methodology:

- Calculate the adult population for every county within the perimeter encompassing the New York MSA.
- Derive the propensity factor for each county taking into consideration the travel time and competing gaming properties around the vicinity of each county.

- Estimate a general visit frequency per year to a Queens/NYC gaming facility for each county based on distance/travel time. (1-2 hrs – 5x, ½ -1 hrs – 10x, 0- ½ hr – 15x)
- Calculate the total gamer visit from the product of the above.
- Derive the win per visitor per visit at each county level taking into consideration distance/travel time (1-2 hrs – $120, ½ -1 hrs – $100, 0- ½ hr – $80) and then adjusted based on average median household income in that county.

Primary Market – Queens, Nassau and Suffolk counties

- Population – 5.25 million residents
- 74% of the population over the age of 18
- Median Household income exceeds $55,000 in all counties
- Major sports complexes (Citi Field, National Tennis Center) in close proximity
- Easy access via public transportation (MTA station stop)

Total Market Potential – Gaming Dollars				
	30 minutes	1 hour	2 hours	TOTAL $ Million
Queens	$645			
Nassau	$324	$223		$547
Suffolk	$326	$224		$550
TOTAL	**$1,295**	**$447**		**$1,742**

**Assumes that every point in Queens county is 30 minutes from facility*

Ozone Park, Queens

Neighborhood surrounding the Aqueduct location with residents from middle-class and working class families.

- Population: 52,275
  - 48% White
  - 5.3% Black
  - 33.6% Hispanic
  - 13.9% Asian
- Diverse neighborhood within walking distance of Aqueduct

Jamaica, Queens

- Previously known as one of the predominantly African American neighborhoods in the borough of Queens, Jamaica in recent years has been undergoing a sharp influx of other ethnicities.
- Substantial concentration of West Indian immigrants, Indians, Arabs, Russians, Puerto Ricans, Dominicans as well as many long-established African American families.
- Population: 52,275
    - 14.9% White
    - 58.2% Black
    - 17.1% Hispanic
    - 10.5% Asian
- Located 2 miles from Aqueduct allowing people on subway to take a bus direct to Resorts World.
- Casino shuttle buses will run from Jamaica to and from all JFK terminals.

Howard Beach, Queens

- Suburban neighborhood with a large Italian-American population and high median income of $82,800.
- Population: 28,121
    - 87.5% White
    - 1.0% Black
    - 10.1% Hispanic
    - 2.1% Asian
- High disposable income and close proximity to Aqueduct.

Flushing Chinatown, Queens

- Fastest growing enclave of ethnic Chinese outside Asia.
- Population: 84,840 (66% Asian), 59% foreign born
- 57% of the residents in Flushing Chinatown have limited English proficiency, the vast majority being adults and the elderly.
- Advertising campaigns should consider local language.
- 20 minute drive to Aqueduct.

Bayside, Queens

- Upper middle class suburban neighborhood with high median income in the northeast of Queens.
- Population: 29,206 (65.6% White, 22.7% Asian)
- Median Age: 38.3
- 20-minute drive to Aqueduct

Forest Hills, Queens

- Upper middle class, family-oriented community with strong education and a high standard of living.
- Population: 70,204 (71.3% White, 20.3% Asian)
- Median Age: 41.5
- Median Household Income: $63,814
- 5 miles from Aqueduct

Garden City, Long Island

- Wealthy enclave in Long Island with large amounts of disposable income.
- Population: 22,275 (92.0% White)
- Median Household Income: $137,805
- Located on the LIRR
- 25 minute drive or 50 minute subway commute to Aqueduct.

Five Towns, Nassau County, Long Island

- Informal grouping of villages and hamlets in Nassau County with a heavy Orthodox Jewish population.
- High median household incomes that far exceed national average (anywhere from $80,000 to over $200,000 depending on the specific area).
- Located on the LIRR train line.
- As close as a 10 minute drive to Aqueduct.

Jones Beach, Long Island

- Local and tourist destination for concerts, shows, beach activities and general entertainment.
- Attracts large numbers of people for events, such as the New York Air Show in 2006 which attracted 403,000 people over two-days.
- 30-40 minute drive to Aqueduct.

Nassau County, Long Island

- This will undoubtedly be a major market for the casino given the general high income of the region and the ease of commute. Within Nassau County are many smaller areas and regions, most of which are demographically similar.
- Population: 1,357,429
    - 68.5% White
    - 11.3% Black
    - 12.8% Hispanic
    - 7% Asian
- Median Household Income: $94,856
- Mean Travel Time to Work: 35 minutes

- 86.7% high school graduates.

Citi Field / US Open

- Prime demographics for gambling- young and old people looking to spend disposable income on entertainment
- Attracts large numbers of people to sports events.
- Over 3 million people attend Mets games each year (stadium holds over 40,000 people at once)
- 720,000 people attended the 2008 US Open Tennis Tournament
- 15-30 minute drive to Aqueduct.

Secondary Market - New York, Kings, Richmond and Bronx County

- Population – 6.1 million residents
- 70% of the population over the age of 18
- Average Median Household income exceeds $54,000 for market
- Can reach Aqueduct racetrack by New York City transit system (subway, bus)

Total Market Potential – Gaming Dollars				
	30 minutes	1 hour	2 hours	TOTAL $ Million
New York	$203	$145		$348
Kings	$559			$559
Richmond	$90	$61		$151
Bronx	$108	$65		$173
TOTAL	**$960**	**$271**		**$1,231**

Penn Station / MSG

- Busiest commuter hub in New York (and Western Hemisphere) with dense traffic year round.
- Entrance to New York City from Newark Airport and New Jersey.
- Hub for passengers on the LIRR, NJ Transit and Metro North.
- MSG sports events.
- 45 minutes by train to Aqueduct.

Regional Market – New York, New Jersey counties adjoining NYC

- Population – 7.8 million residents
- Average Median Household income for the 6 counties exceeds $70,000
- Lower priority for Aqueduct because residents have multiple gaming alternatives based on driving distances. The casinos also provide motor coach pickup/delivery services
    - Atlantic City (11 casinos offering slots and table games)
    - Pennsylvania (9 casinos offering slots and table games)
    - New York racinos (Monticello, Saratoga, Empire City)

Conclusions

Total Market Potential – Gaming Dollars				
	30 minutes	1 hour	2 hours	TOTAL $ Million
Primary	$1,295	$447		$1,742
Secondary	$959	$271		$1,230
Regional		$685	$474	$1,159
TOTAL	**$2,254**	**$1,402**		**$4,131**

- Our primary market has gross gaming revenue potential aggregating $1.7 billion (42% of the $4.13 billion potential for the New York MSA)

- Queens alone (with all points within 30 minutes) accounts for $645 million of potential GGR

- Long Island market with GGR potential of $1.1 billion is 27% of the $4.13 billion total for market

- Points within 30 minutes of Aqueduct will account for $2.255 billion (55%) of potential GGR

International Travellers/Tourists Segment

- Visitors (international and domestic) to New York City in 2008: 47.0 million. International visitors in 2008: 9.5 million.
- Visitor spending (international and domestic) in 2008: $32.1 billion.
- For twelve months (period ending April 2010), JFK International Airport moved 45.4 million passenger. Of this total, 22 million were international passengers (inbound and outbound)

- La Guardia Airport moved 22.7 million passengers – of which approximately 1 million were international.
- The passenger traffic at both JFK and LGA would be an important market segment. More specifically the Transpacific traffic given the prominent market position of Resorts World in Asia Pacific
- The breakdown on international passengers:

Region	Passenger Totals (JFK)	Passenger Totals (LGA)
Transatlantic	12,985,854	
Caribbean & Bermuda	3,974,034	16,388
Transpacific	2,216,438	
Central & South America	1,804,260	
Mexico	735,232	
Canada	341,582	978,986
TOTAL	**22,057,400**	**995,374**

The geographical analysis highlighted the primary markets being Queens County, Long Island-Nassau and Suffolk Counties. The secondary market consists of the Boroughs of New York City (excluding Queens). The Regional or non-core market consists of both the international (9.5 million) and domestic visitors (47 million) to New York totalling 56.5m in 2008 with visitor spending of $32.1 Billion. For the 12-month period ending April 2010, JFK International Airport moved 45.4 million passengers of which 22 million were international passenger (inbound and outbound).

The secondary competitors are the casinos in the North East and Atlantic City. Again, RWNY will ensure that all customers visiting this area will include RWNY as one of their stops. All other casino customer rewards program club members will be offered immediate membership on a comparable tier basis. Tier status will be maintained, upgraded or given the opportunity to demonstrate the need for its continuity after 3 months.

We believe that this transient tourist market is not currently captured and is therefore underserved. If each visitor is worth $25 per trip, the market potential could be worth over $1 billion annually. With the proper marketing framework we believe we can significantly add revenues to New York State that our competitors will not be able to capture.

Tab 5.G.:

Financing Plan

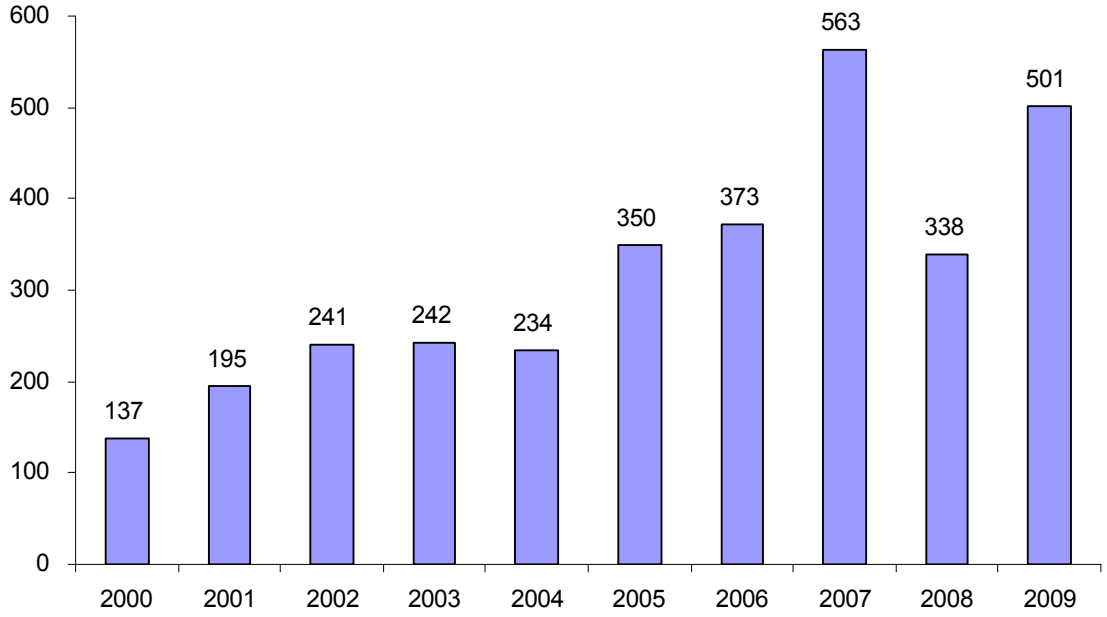
Background

Genting New York LLC ("GENY"), is a wholly owned subsidiary of Genting Malaysia Berhad ("GENM"). GENM is listed on the Malaysian Stock Exchange with a market capitalization of approximately US$5.25 billion.

GENM has been registering a strong and consistent profit track record with an operating profit CAGR of 14% in the last 10 years.

Over the last 3 years, GENM generated an average annual turnover of US$1.4 billion and average annual EBITDA of US$467 million.

GENM Operating Profit Over The Past 10 Years (US$ million)

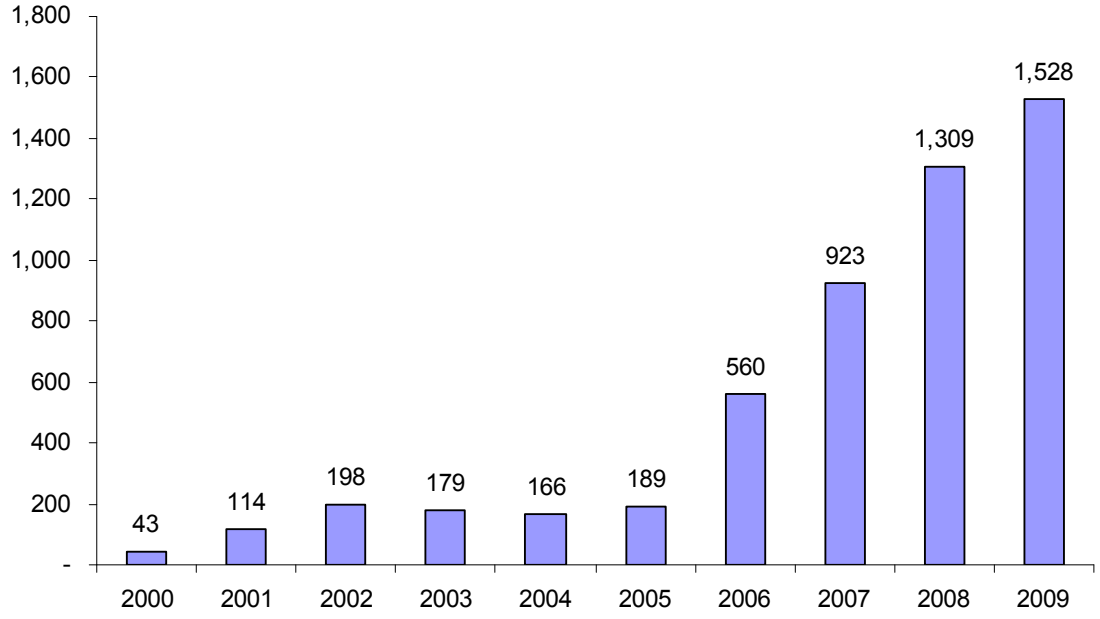


Source: GENM Annual Report

Available Liquidity

As at 31 March 2010, GENM has approximately US$1.6 billion of cash on its balance sheet and no debt.

GENM Year End Cash Position Over The Past 10 Years (US$ million)



Source: GENM Annual Report

Financial backing

With its profit record and strong free cash flow generation, GENM has been able to build up a strong cash position and with no debt. GENY should be in an excellent position to cover the financing needs for the Video Lottery Facility at Aqueduct.

GENY's bid is not subject to any financing contingency.

It is anticipated that GENY will finance the project using a mixture of equity and debt. The proportion of equity and debt has not been finalized as it will depend on the ultimate project cost and financing terms to be negotiated with lenders. GENY should be able to obtain funding support from its panel of international bankers should the need arise. We are pleased to enclose letters from HSBC, The Royal Bank of Scotland and JP Morgan, which demonstrate the bank's ability and willingness to support the project.

Although not required by the RFP, GENY will make available the complete financial forecast upon request.

Appendix

GENTING MALAYSIA BERHAD (formerly known as RESORTS WORLD BHD)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2010

	Unaudited As at 31.03.2010 RM'000	Audited As at 31.12.2009 RM'000 (Restated)
ASSETS		
Non-current assets		
Property, plant and equipment	**3,531,883**	3,561,473
Land held for property development	**181,534**	181,534
Investment properties	**335,680**	337,206
Intangible asset	**11,576**	11,576
Jointly controlled entity	**1,452**	1,460
Available-for-sale financial assets	**1,368,391**	1,270,128
Other long term investments	-	410,714
Long term receivables	**32,864**	34,004
Deferred tax assets	**96**	133
	5,463,476	5,808,228
Current assets		
Inventories	**65,212**	62,026
Trade and other receivables	**176,252**	186,003
Amount due from other related companies	**21,772**	18,111
Amount due from jointly controlled entity	**20**	20
Financial assets at fair value through profit or loss	**23,901**	-
Available-for-sale financial asset	**250,442**	-
Short term investments	-	20,605
Cash and cash equivalents	**5,272,672**	5,251,039
	5,810,271	5,537,804
TOTAL ASSETS	**11,273,747**	11,346,032

EQUITY AND LIABILITIES		
Equity attributable to equity holders of the Company		
Share capital	**590,592**	590,479
Reserves	**10,213,199**	10,254,277
Treasury shares	**-707,497**	-707,497
	10,096,294	10,137,259
Minority interests	**6,818**	6,920
TOTAL EQUITY	**10,103,112**	10,144,179
Non-current liabilities		
Other long term liabilities	**103,819**	104,418
Deferred tax liabilities	**256,612**	262,419
	360,431	366,837
Current liabilities		
Trade and other payables	**548,946**	635,300
Amount due to holding company	**14,743**	14,152
Amount due to other related companies	**79,557**	54,125
Taxation	**166,958**	131,439
	810,204	835,016
TOTAL LIABILITIES	**1,170,635**	1,201,853
TOTAL EQUITY AND LIABILITIES	**11,273,747**	11,346,032
NET ASSETS PER SHARE (RM)	**1.77**	1.78

REDACTED

LETTERS OF SUPPORT (3 PAGES)

Tab 5.H.i.:

Genting Equal Employment Opportunity Policy Statement

Equal Employment Opportunity Policy

Effective Date June 29, 2010

Genting New York LLC ("Genting New York") is an equal opportunity employer and strongly supports and complies the policies established by the State of New York and the Human Rights Commission of New York City with respect to covered employment matters.

We provide equal employment opportunity in conformance with all applicable laws and regulations to individuals who are qualified to perform job requirements. Genting New York provides and will provide such opportunities regardless of race, color, creed, age, national origin, alienage or citizenship status, gender (including gender identity and sexual harassment), sexual orientation, disability, arrest or conviction record, marital status, partnership status, or status as a veteran, victim of domestic violence or any other protected status. We administer our personnel policies, programs, and practices in a nondiscriminatory manner in all aspects of the employment relationship, including compensation, benefits, recruitment, placement, promotion, training, transfer, retention, hiring, work assignment, termination, wage and salary administration, and selection for training.

Our managers and supervisors are held accountable and responsible for implementing and administering this policy, for maintaining a work environment free from unlawful discrimination, and for promptly identifying and resolving any problems arising out of our equal employment opportunity policy.

In addition to providing equal employment opportunity, it is our continuing policy to undertake special efforts to:

- develop and support educational programs and recruiting sources and practices that facilitate employment of minorities and women;

- develop and offer work arrangements that help to meet the needs of the diverse workforce in balancing work and family obligations;

- establish company training and developmental efforts, practices and programs that support diversity in the workforce and enhance the representation of minorities and women throughout its workforce;

- foster a work environment free from sexual, racial, or other harassment;

- make reasonable accommodations that enable qualified disabled individuals to perform the essential functions of their jobs; and

- emphasize management responsibility in these matters at every level of our organization.

Individuals who believe they have observed or been subjected to prohibited discrimination should immediately report the incident to their supervisors, higher management, or their designated Human Resources Department contacts.

Individuals will not be subjected to harassment, intimidation, threats, coercion, discrimination, or retaliation for opposing any unlawful act or practice, or making a complaint, assisting or participating in an investigation or any other proceeding, or otherwise exercising any of the rights protected by this policy or any Federal, state or local equal employment opportunity laws, including the Vietnam Veterans' Readjustment Assistance Act of 1974 and Section 503 of the Rehabilitation Act of 1973 as amended, and any Federal, state, or local laws requiring equal opportunity for disabled persons, special disabled veterans or veterans of the Vietnam era.

Tab 5.H.ii.:

Equal Opportunity Staffing Plan

WORK FORCE EMPLOYMENT STAFFING PLAN

Project/RFP Title Development & Operation of a Video Lottery Facility at Aqueduct Racetrack

Location of Contract Queens (County) 11420 (Zip)

Contractor/Firm Name Genting New York LLC

Address c/o Steve Wilner, 1 Liberty Plaza NY (State) 10006 (Zip)

Check applicable categories (1) Staff Estimates include: Contract/Project Staff __ Total Work Force X Subcontractors __

(2) Type of Contract: Construction Counsultants __ Commodities __ Services/Consultants __

Federal Occupational Category	Total Number of Employees		Black (Not of Hispanic Origin)		Hispanic		Asian or Pacific Islander		Native American/ Alaskan Native		Total Percent Minority Employees	Total Percent Female Employees
	Male	Female	Male	Female	Male	Female	Male	Female	Male	Female		
Officials/Admin	46	46	12	11	12	11	4	4			59	50
Professionals	16	14	3	4	3	4	1	2			56	47
Technicians	85	85	21	21	21	21	8	8			59	50
Sales Workers												
Office & Clerical												
Craft Workers												
Operatives	70	70	18	17	18	17	7	7			60	50
Laborers												
Service Workers	180	218	40	60	40	60	15	25			60	55
TOTALS	387	423	94	113	94	113	35	46			60	52

Company Official's Name Genting New York LLC

Title Barry Hoffman, Director

Company Official's Signature

Date

Telephone Number 1 323 962 8438

Tab 5.H.iii.:

Equal Employment Opportunity Evidence

EQUAL EMPLOYMENT OPPORTUNITY & AFFIRMATIVE ACTION

Pursuant to section 2.9 A (4) of the Request for Proposal, the following section provides documentary evidence of Tutor Perini's experience and history of successful Equal Employment Opportunity and Affirmative Action programs.

AirTrain Terminal at Jamaica Station – Jamaica, NY
Owner: The Port Authority of New York & New Jersey
Contract No.: LRS 284.401
Attached is a *Monthly Employment Utilization Report*, submitted to The Port Authority of New York & New Jersey on June 15, 2007. Please note that the current monthly activity is limited, however at the bottom of the report it does show to-date percentages for craft (skilled) and labor (non-skilled). Project completion was May 2008.

Pennsylvania Convention Center Expansion (Superstructure) - Philadelphia, PA
Owner: The Pennsylvania Convention Center Authority
Contract No.: Contract 1 - Superstructure
Attached is a *Certified Payroll Summary Sheet by Workforce and Manhours* through May 2010 for Contract 1 - Superstructure. This report is submitted monthly to the Pennsylvania Convention Center Authority and the Philadelphia Greater Urban Affairs Coalition.

Pennsylvania Convention Center Expansion (General Construction) - Philadelphia, PA
Owner: The Pennsylvania Convention Center Authority
Contract No.: Contract 2 – General Construction
Attached is a *Certified Payroll Summary Sheet by Workforce and Manhours* through June 2010 for Contract 2 - General Construction). This report is submitted monthly to the Pennsylvania Convention Center Authority and the Philadelphia Greater Urban Affairs Coalition.

CityCenter – Las Vegas, NV
Owner: A joint venture between MGM MIRAGE and Infinity World Development Corp, a subsidiary of Dubai World
Contract No.: n/a
Attached is a document entitled *EEO Utilization Analysis* which provides quarterly equal employment achievements. The data contained in this report was submitted quarterly to the projects' owner.

As evidenced from the above work force documentation, Tutor Perini Corporation has significantly exceeded twenty-rive percent (25%) minority and female workforce participation on each of these projects, and will work to exceed the overall goal of twenty-rive percent (25%) minority and female participation for the construction work force at the Aqueduct Racetrack.

THE PORT AUTHORITY OF NY NJ
MONTHLY EMPLOYMENT UTILIZATION REPORT

USER INSTRUCTIONS:
1. Please read reverse side of this form for detailed instructions.
2. Complete all applicable information, leave shaded boxes blank.
3. If more than 1 page is used, complete all information for "TOTAL THIS MONTH" and "GRAND TOTAL TO DATE" ON LAST PAGE ONLY.
4. ALL PRIMES NOTE: This form should reflect an aggregate of your work force and all subcontractors.

THIS FORM SUBMITTED W/PAYMENT APPL #_____

LIST SUBCONTRACTORS INCLUDED IN THIS REPORT (IF ANY)
1 COMPOSITE
2
3 including all active
4 subcontractors
5
6
7

FOR R.E. OFFICE USE ONLY
DATE RECEIVED:

PAGE _____ OF _____

PROJECT TITLE: AIRTRAIN TERMINAL @ JAMAICA STATION
CONTRACT #: LRS-284-401
LOCATION: JAMAICA, NEW YORK

PRIME CONTRACTORS NAME: PERINI / TUTOR-SALIBA JV
ADDRESS: 148-23 94th STREET JAMAICA, NY 11435
PHONE: (718) 206-9087
PREPARED BY: CHRISTINE BUSEY DATE: 15-Jun-07

REPORTING PERIOD: FROM: 5/1/2007 TO: 7/30/2007
% OF COMPLETION

CONTRACT GOALS
MINORITY
Skilled 30%
Laborer 40%
FEMALE
Skilled Laborer 6.9%

ACTUAL START DATE
PROJECTED COMPLETION DATE

#1 CONSTRUCTION TRADE	#2 CLASSIFICATION	#3 TOTAL ALL EMPLOYEES HOURS		#4 SUM OF ALL EMPLOYEES HOURS	#5 BLACK		#6 HISPANIC		#7 ASIAN		#8 NATIVE AMERICAN		#9 TOTAL MINORITY HOURS	#10 % MINORITY HOURS	#11 % FEMALE HOURS	#12 TOTAL NUMBER OF EMPLOYEES		#13 TOTAL NUMBER OF MINORITY EMPLOYEES	
		WORK HOURS OF EMPLOYEES														NUMBER OF EMPLOYEES			
		M	F		M	F	M	F	M	F	M	F	(ADD 5 - 8)	(9 DIV 4)	(3 DIV 4)	M	F	M	F
OPERATING	JOURNEY WORKER			0.0									0.0						
ENGINEER (15)	APPRENTICE			0.0									0.0						
(UAD, JCI,TRIBEC, RISA)	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
SURVEYORS (15D)	JOURNEY WORKER			0.0									0.0						
	APPRENTICE			0.0									0.0						
	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
TEAMSTERS (282)	JOURNEY WORKER			0.0									0.0						
(YORK)	APPRENTICE			0.0									0.0						
	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
IRONWORKERS (361/40)	JOURNEY WORKER			0.0									0.0						
(RECON, MOMETAL,	APPRENTICE			0.0									0.0						
PAZ 46, JCI, PALADIN)	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
OPERATING	JOURNEY WORKER			0.0									0.0						
ENGINEERS BLDG. (14)	APPRENTICE			0.0									0.0						
(INC. ELEV. OPER.)	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
NY CARPENTER	JOURNEY WORKER			0.0									0.0						
(NEC, YORK, PALADIN,	APPRENTICE			0.0									0.0						
PAZ, DAG, JCI, UNITED)	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
DOCKBUILDERS (1456)	JOURNEY WORKER			0.0									0.0						
	APPRENTICE			0.0									0.0						
	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
ELECTRICIANS (3)	JOURNEY WORKER			0.0									0.0						
(RWKS, TEC, ANGEL	APPRENTICE			0.0									0.0						
WALTON, S&R)	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
PLUMBERS (100)	JOURNEY WORKER	34.0		34.0									0.0			2	0	0	0
(RAILWORKS, TEC)	APPRENTICE			0.0									0.0						
	SUBTOTAL	34.0	0.0	34.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.00%	0.00%	2	0	0	0

THE PORT AUTHORITY OF NY NJ
MONTHLY EMPLOYMENT UTILIZATION REPORT

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PROJECT TITLE: AIRTRAIN TERMINAL @ JAMAICA STATION
CONTRACT #: LRS-284-401
LOCATION: JAMAICA, NEW YORK

PRIME CONTRACTORS NAME: PERINI / TUTOR-SALIBA JV
ADDRESS: 148-23 94th STREET JAMAICA, NY 11435
PHONE: (718) 206-9087
PREPARED BY: CHRISTINE BUSEY DATE: 15-Jun-07

REPORTING PERIOD: FROM: 5/1/2007 TO: 7/30/2007
% OF COMPLETION

CONTRACT GOALS
MINORITY
Skilled 30%
Laborer 40%
FEMALE
Skilled Laborer 6.9%

ACTUAL START DATE
PROJECTED COMPLETION DATE

#1 CONSTRUCTION TRADE	#2 CLASSIFICATION	#3 TOTAL ALL EMPLOYEES HOURS (WORK HOURS OF EMPLOYEES)		#4 SUM OF ALL EMPLOYEES HOURS	#5 BLACK		#6 HISPANIC		#7 ASIAN		#8 NATIVE AMERICAN		#9 TOTAL MINORITY HOURS	#10 % MINORITY HOURS	#11 % FEMALE HOURS	#12 TOTAL NUMBER OF EMPLOYEES (NUMBER OF EMPLOYEES)		#13 TOTAL NUMBER OF MINORITY EMPLOYEES	
		M	F		M	F	M	F	M	F	M	F	(ADD 5 - 8)	(9 DIV 4)	(3 DIV 4)	M	F	M	F
STEAMFITTER-MECH.	JOURNEY WORKER			0.0									0.0						
(CLEMENT MECH.,	APPRENTICE			0.0									0.0						
PRIDE HTG.)	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
EXTERMINATOR	JOURNEY WORKER			0.0									0.0						
(INTERNATIONAL PEST)	APPRENTICE			0.0									0.0						
	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
PAINTER	JOURNEY WORKER			0.0									0.0						
(FINE)	APPRENTICE			0.0									0.0						
	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
ROOFERS	JOURNEY WORKER			0.0									0.0						
(KJC, EAGLE ONE,	APPRENTICE			0.0									0.0						
TUCKAHOE)	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
NY CEMENT MASONS	JOURNEY WORKER			0.0									0.0						
(780)	APPRENTICE			0.0									0.0						
(JJC, OLIVEIRA, JCI)	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
BRICKLAYERS (1)	JOURNEY WORKER			0.0									0.0						
(JJC, VIVA VICTORIA,	APPRENTICE			0.0									0.0						
BOOM)	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
MASON TENDERS (79)	JOURNEY WORKER			0.0									0.0						
(JJC , VIVA VICTORIA,	APPRENTICE			0.0									0.0						
BOOM, YORK)	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
IRONWORKERS (580)	JOURNEY WORKER			0.0									0.0						
(GENETECH, HERA,	APPRENTICE			0.0									0.0						
LOLONG, AIRFLEX,UAD)	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0

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PRIME CONTRACTORS NAME: PERINI / TUTOR-SALIBA JV
ADDRESS: 148-23 94th STREET JAMAICA, NY 11435
PHONE: (718) 206-9087
PREPARED BY: CHRISTINE BUSEY DATE: 15-Jun-07

REPORTING PERIOD: FROM: 5/1/2007 TO: 7/30/2007
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CONTRACT GOALS
MINORITY
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Laborer 40%
FEMALE
Skilled Laborer 6.9%

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#1 CONSTRUCTION TRADE	#2 CLASSIFICATION	#3 TOTAL ALL EMPLOYEES HOURS (WORK HOURS OF EMPLOYEES)		#4 SUM OF ALL EMPLOYEES HOURS	#5 BLACK		#6 HISPANIC		#7 ASIAN		#8 NATIVE AMERICAN		#9 TOTAL MINORITY HOURS	#10 % MINORITY HOURS	#11 % FEMALE HOURS	#12 TOTAL NUMBER OF EMPLOYEES (NUMBER OF EMPLOYEES)		#13 TOTAL NUMBER OF MINORITY EMPLOYEES	
		M	F		M	F	M	F	M	F	M	F	(ADD 5 - 8)	(9 DIV 4)	(3 DIV 4)	M	F	M	F
IRONWORKERS (40) (PALADIN, BUCCOO)	JOURNEY WORKER			0.0									0.0						
	APPRENTICE			0.0									0.0						
	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
ELEVATOR CONSTRUC. MECHANIC (KONE, WALTON)	JOURNEY WORKER			0.0									0.0						
	APPRENTICE			0.0									0.0						
	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
PLASTERERS (530) (ISLAND, NEW ENG.)	JOURNEY WORKER			0.0									0.0						
	APPRENTICE			0.0									0.0						
	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
INSULATORS (HAILEY)	JOURNEY WORKER			0.0									0.0						
	APPRENTICE			0.0									0.0						
	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
ADMINISTRATIVE (PTS)	JOURNEY WORKER	2,080.0		2,080.0					520.0				520.0			4	0	1	0
	APPRENTICE			0.0									0.0						
	SUBTOTAL	2,080.0	0.0	2,080.0	0.0	0.0	0.0	0.0	520.0	0.0	0.0	0.0	520.0	25.00%	0.00%	4	0	1	0
SIGNAGE (SIGNS & DECAL)	JOURNEY WORKER			0.0									0.0						
	APPRENTICE			0.0									0.0						
	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
MECHANICAL (SOEBKE & SONS)	JOURNEY WORKER			0.0									0.0						
	APPRENTICE			0.0									0.0						
	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
GLAZIER (PALADIN, ACA)	JOURNEY WORKER			0.0									0.0						
	APPRENTICE			0.0									0.0						
	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0

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		WORK HOURS OF EMPLOYEES														NUMBER OF EMPLOYEES			
		M	F		M	F	M	F	M	F	M	F	(ADD 5 - 8)	(9 DIV 4)	(3 DIV 4)	M	F	M	F
STONE MASON/SETTER	JOURNEY WORKER			0.0									0.0						
MARBLE SETR, PNTR.	APPRENTICE			0.0									0.0						
CAULKER (TRIBEC) 7	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
TILE SETTERS	JOURNEY WORKER			0.0									0.0						
(COMAX)	APPRENTICE			0.0									0.0						
	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
SHEET METAL (28)	JOURNEY WORKER			0.0									0.0						
(ANRON, AIRFLEX, ACA,	APPRENTICE			0.0									0.0						
(T'HOE, CUSTOM, HERA)	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
UNSKILLED																			
PAVERS 1010	JOURNEY WORKER			0.0									0.0						
(TRIBEC-LAB)	APPRENTICE			0.0									0.0						
	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
DRILLRUNNER 29	JOURNEY WORKER			0.0									0.0						
(MATTIOLA)	APPRENTICE			0.0									0.0						
	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
LABORERS 731	JOURNEY WORKER			0.0									0.0						
LABORERS 472	APPRENTICE			0.0									0.0						
LABORERS 79	SUBTOTAL	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0

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PREPARED BY: CHRISTINE BUSEY DATE: 15-Jun-07

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FEMALE
Skilled Laborer 6.9%

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		M	F		M	F	M	F	M	F	M	F	(ADD 5 - 8)	(9 DIV 4)	(3 DIV 4)	M	F	M	F
TOTAL THIS MONTH	TOTAL JOURNEY WORKER	2,114.0	0.0	2,114.0	0.0	0.0	0.0	0.0	520.0	0.0	0.0	0.0	520.0			6	0	1	0
	TOTAL APPRENTICE	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0			0	0	0	0
	TOTAL SKILLED TRADES	2,114.0	0.0	2,114.0	0.0	0.0	0.0	0.0	520.0	0.0	0.0	0.0	520.0	24.60%	0.00%	6	0	1	0
	LABORERS	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	#DIV/0!	#DIV/0!	0	0	0	0
GRAND TOTAL FROM LAST MONTH	SKILLED TRADES	1,806,214.5	62,573.5	1,868,788.0	261,381.0	25,301.5	143,122.8	3,784.3	38,089.5	1,304.0	9,737.0	202.5	482,922.5	25.84%	3.35%				
	LABORERS	293,330.5	14,052.5	307,383.0	47,886.0	41,389.0	40,557.5	4,632.0	4,013.0	0.0	24.5	0.0	138,502.0	45.06%	4.57%				
GRAND TOTAL TO DATE	SKILLED TRADES	1,808,328.5	62,573.5	1,870,902.0	261,381.0	25,301.5	143,122.8	3,784.3	38,609.5	1,304.0	9,737.0	202.5	483,442.5	25.84%	3.34%				
	LABORERS	293,330.5	14,052.5	307,383.0	47,886.0	41,389.0	40,557.5	4,632.0	4,013.0	0.0	24.5	0.0	138,502.0	45.06%	4.57%				

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ARE GOALS BEING MET? CIRCLE ONE

MINORITY		FEMALE	
YES	NO	YES	NO
YES	NO	YES	NO

COMPANY OFFICIAL'S SIGNATURE AND TITLE: _____
CHRISTINE A. BUSEY ENGINEER \ EEO COORD.

DATE SIGNED: June 15, 2007

PA-3847 OBJO REVISED 12/30/95

*SUPERINTENDENTS HOURS SHOULD NOT BE INCLUDED IN THIS FORM.

NOTE: THE MEUR MUST BE SUBMITTED WITHIN 5 BUSINESS DAYS OF MONTH END.

Pennsylvania Convention Center Expansion Renovation - Contract 1 - Superstructure
Owner: The Pennsylvania Convention Center Authority

Monthly Compliance by Manhours

Month /Year	Total Hours	10%	Women	25%	African American	10%	Hispanic American	5%	Asian American	50%	Local
Jul-08	354	0%	0	29%	104	0%	0	0%	0	18%	64
Aug-08	5015.5	3%	148	28%	1404	10%	496	0%	0	31%	1535
Sep-08	13879	5%	686	33%	4640	5%	634	0%	0	43%	6024
Oct-10	22788	4%	859	37%	8449	4%	911	0%	48	50%	11401
Nov-08	34730.75	4%	1293	34%	11821	4%	1342	1%	392	51%	17676
Dec-08	31816.5	4%	1206	33%	10369	4%	1397	1%	399	49%	15743
Jan-09	37477	4%	1332	27%	10264	4%	1489	2%	638	46%	17383
Feb-09	33517	3%	876	28%	9411	4%	1366	2%	560	46%	15403
Mar-09	41361.45	3%	1048	28%	11716	7%	2746	2%	759	44%	18333
Apr-09	37205.5	2%	564	28%	10578	5%	1842	2%	644	44%	16444
May-09	54345.5	2%	941	31%	16997	4%	2260	1%	769	46%	25115
Jun-09	47226	3%	1216	29%	13753	4%	1790	1%	665	44%	20954
Jul-09	48140	3%	1598	29%	14131	4%	1727	2%	745	45%	21583
Aug-09	63133.5	2%	1469	29%	18386	3%	1782	2%	963	43%	27207
Sep-09	31769.5	1%	392	28%	9040	4%	1154	2%	656	41%	13142
Oct-09	29949.5	1%	299	28%	8254	3%	983	2%	495	42%	12685
Nov-09	35286.5	1%	262	29%	10324	3%	1104	2%	553	41%	14580
Dec-09	24686	1%	131	29%	7064	4%	914	2%	392	40%	9942
Jan-10	25646	1%	195	30%	7690	3%	837	1%	384	42%	10733
Feb-10	12863.5	1%	120	32%	4089	4%	458	0%	0	39%	5069
Mar-10	9838.5	0%	0	26%	2603	3%	335	0%	40	36%	3564
Apr-10	4084.5	0%	0	25%	1039	4%	162	0%	0	20%	832
May-10	3028	0%	0	38%	1136	5%	160	0%	0	28%	848
Jun-10	0	#####	0	#####	0	#####	0	#####	0	#####	0
Totals	648141.7	2%	14629	30%	193256	4%	25883	1%	9099	44%	286256

Total Minority 37%

Pennsylvania Convention Center Expansion Renovation - Contract 1 - Superstructure
Owner: The Pennsylvania Convention Center Authority

Monthly Compliance by Workforce

Month /Year	Total Manpower on Site	10%	Women	25%	African Americans	10%	Hispanic Americans	5%	Asian Americans	50%	Local
Jul-08	19	0%	0	16%	3	0%	0	0%	0	16%	3
Aug-08	170	2%	4	29%	49	9%	16	0%	0	31%	53
Sep-08	360	6%	20	34%	123	6%	22	0%	0	44%	159
Oct-08	627	4%	22	35%	221	4%	28	0%	2	50%	312
Nov-08	978	3%	33	34%	330	4%	43	1%	12	50%	489
Dec-08	896	4%	35	31%	282	5%	43	1%	11	50%	447
Jan-09	958	4%	36	26%	253	4%	42	2%	16	49%	467
Feb-09	895	3%	30	28%	252	4%	39	2%	15	47%	418
Mar-09	1105	3%	31	28%	313	5%	52	2%	19	44%	486
Apr-09	1114	2%	22	27%	300	5%	54	1%	16	41%	456
May-09	1469	2%	29	30%	441	5%	67	1%	20	45%	662
Jun-09	1200	3%	37	29%	349	5%	57	1%	16	45%	536
Jul-09	1203	4%	45	29%	347	4%	52	2%	19	46%	553
Aug-09	1522	3%	42	28%	429	4%	54	1%	19	45%	680
Sep-09	900	2%	14	29%	265	4%	34	2%	15	39%	353
Oct-09	843	1%	11	26%	220	3%	27	1%	12	41%	344
Nov-09	1000	1%	11	28%	283	3%	33	1%	14	41%	405
Dec-09	726	1%	5	27%	197	4%	27	1%	10	40%	287
Jan-10	765	1%	5	30%	227	3%	26	1%	9	40%	307
Feb-10	422	1%	4	31%	129	4%	15	0%	0	39%	166
Mar-10	345	0%	0	24%	84	3%	11	0%	1	33%	115
Apr-10	131	0%	0	27%	35	3%	4	0%	0	22%	29
May-10	108	0%	0	34%	37	5%	5	0%	0	30%	32
Jun-10	0	#####	0	####	0	#####	0	#####	0	#####	0
Totals	17756	2%	436	29%	5169	4%	751	1%	226	44%	7759

Total Minority 37%

Pennsylvania Convention Center Expansion Renovation - Contract 2 - General Construction

Owner: The Pennsylvania Convention Center Authority

Monthly Compliance by Workforce

Month /Year	Total Manpower on Site	10%	Women	25%	African Americans	10%	Hispanic Americans	5%	Asian Americans	50%	Local
Nov-08	2	0%	0	0%	0	0%	0	0%	0	0%	0
Dec-08	12	0%	0	0%	0	0%	0	0%	0	0%	0
Jan-09	15	0%	0	20%	3	0%	0	0%	0	27%	4
Feb-09	21	10%	2	19%	4	0%	0	0%	0	33%	7
Mar-09	32	16%	5	16%	5	0%	0	0%	0	72%	23
Apr-09	49	12%	6	18%	9	0%	0	0%	0	37%	18
May-09	170	10%	17	33%	56	1%	2	1%	1	38%	65
Jun-09	339	4%	15	34%	114	3%	11	0%	0	40%	137
Jul-09	730	5%	36	32%	233	5%	37	0%	2	42%	304
Aug-09	1050	5%	52	2%	26	6%	65	1%	8	41%	430
Sep-09	1290	5%	68	28%	361	6%	80	1%	7	39%	499
Oct-09	1577	5%	79	28%	436	6%	89	1%	8	39%	622
Nov-09	2056	5%	99	27%	553	7%	138	1%	13	39%	794
Dec-09	1602	5%	76	26%	419	6%	90	1%	18	38%	611
Jan-10	1990	5%	98	25%	505	5%	95	1%	11	36%	724
Feb-10	1701	5%	79	24%	400	6%	99	0%	8	36%	619
Mar-10	1954	4%	83	26%	513	5%	103	0%	6	38%	734
Apr-10	2211	3%	70	27%	607	6%	128	0%	5	40%	877
May-10	2813	3%	96	27%	764	6%	168	0%	8	39%	1095
Jun-10	365	4%	13	26%	96	7%	27	0%	1	42%	154
Jul-10		#####		####		#####		#####		#####	
Aug-10		#####		####		#####		#####		#####	
Sep-10		#####		####		#####		#####		#####	
Oct-10		#####		####		#####		#####		#####	
Nov-10		#####		####		#####		#####		#####	
Dec-10		#####		####		#####		#####		#####	
Jan-11		#####		####		#####		#####		#####	
Feb-11		#####		####		#####		#####		#####	
Mar-11		#####		####		#####		#####		#####	
Apr-11		#####		####		#####		#####		#####	
May-11		#####		####		#####		#####		#####	
Jun-11		#####		####		#####		#####		#####	
Totals	19979	4%	894	26%	5104	6%	1132	0%	96	39%	7717
									Total Minority	36%	

Pennsylvania Convention Center Expansion Renovation - Contract 2 - General Construction

Owner: The Pennsylvania Convention Center Authority

Monthly Compliance by Manhours

Month /Year	Total Hours	10%	Women	25%	African Americans	10%	Hispanic Americans	5%	Asian Americans	50%	Local
Nov-08	37	0%	0	0%	0	0%	0	0%	0	0%	0
Dec-08	281	0%	0	0%	0	0%	0	0%	0	23%	64
Jan-09	716.5	0%	0	8%	60	0%	0	0%	0	13%	96
Feb-09	1012.5	8%	81	8%	80	0%	0	0%	0	23%	236
Mar-09	1563.5	12%	183	13%	200	0%	0	0%	0	55%	864
Apr-09	1696	11%	194	18%	311	0%	0	0%	0	36%	615
May-09	5612.75	10%	561	33%	1879	1%	64	0%	8	37%	2075
Jun-09	11207.75	5%	608	36%	3984	3%	317	0%	32	38%	4239
Jul-09	24989	5%	1208	32%	7898	5%	1130	0%	66	41%	10290
Aug-09	43772.5	5%	2162	29%	12612	7%	2869	1%	345	40%	17634
Sep-09	43919	5%	2242	29%	12550	6%	2702	1%	240	39%	16994
Oct-09	55457.75	6%	3352	34%	18904	7%	4096	1%	382	49%	27031
Nov-09	68563	4%	2621	22%	14864	5%	3716	1%	365	30%	20906
Dec-09	53424.5	5%	2728	26%	14068	6%	3137	1%	336	38%	20397
Jan-10	68002.75	5%	3593	25%	17145	5%	3306	1%	384	36%	24443
Feb-10	55536.5	5%	2778	24%	13243	8%	4515	0%	275	36%	20227
Mar-10	69488	4%	3127	25%	17415	5%	3584	0%	232	37%	25801
Apr-10	78119.25	3%	2658	28%	21635	6%	4438	0%	181	40%	31497
May-10	99831.5	4%	3592	27%	26576	6%	5783	0%	286	39%	39254
Jun-10	10875.5	4%	406	25%	2769	7%	736	1%	64	41%	4485
Jul-10		#####		####		#####		#####		#####	
Aug-10		#####		####		#####		#####		#####	
Sep-10		#####		####		#####		#####		#####	
Oct-10		#####		####		#####		#####		#####	
Nov-10		#####		####		#####		#####		#####	
Dec-10		#####		####		#####		#####		#####	
Jan-11		#####		####		#####		#####		#####	
Feb-11		#####		####		#####		#####		#####	
Mar-11		#####		####		#####		#####		#####	
Apr-11		#####		####		#####		#####		#####	
May-11		#####		####		#####		#####		#####	
Jun-11		#####		####		#####		#####		#####	
Totals	694106.25	5%	32092	27%	186190	6%	40390	0%	3195	38%	267148

Total Minority 38%

EEO Utilization Analysis

CityCenter Achievements:

Beginning of Period: ***January 1, 2007***

End of Period: ***March 31, 2007***

EEO Category	Job Group		White	Black	Hispanic	Asian	Nat Am	Sub Total	M / F Minority	Emp Totals	Minority Totals	Minority %	Female Totals	Female %	Black Yearly Totals	Hispanic Yearly Totals	Female Yearly Totals
1	Officials & Managers	Male	71	3	5	1	1	81	10	105	34	32.4%	24	22.9%	5	7	24
		Female	18	2	2	2	-	24	24								
2	Professionals	Male	94	5	10	11	1	121	27	177	83	46.9%	56	31.6%	13	15	56
		Female	37	8	5	3	3	56	56								
3	Technican	Male	8	1	1	1	-	11	3	31	23	74.2%	20	64.5%	4	4	20
		Female	11	3	3	1	2	20	20								
4	Sales Workers	Male	-	-	1	-	-	1	1	1	1	100.0%	-	0.0%	-	1	-
		Female	-	-	-	-	-	-	-								
5	Office & Clerical	Male	3	-	-	-	-	3	-	27	24	88.9%	24	88.9%	1	2	24
		Female	17	1	2	3	1	24	24								
6	Skilled (Craft)	Male	326	30	248	15	45	664	338	678	352	51.9%	14	2.1%	31	249	14
		Female	12	1	1	-	-	14	14								
7	Semi-skilled (Operatives)	Male	71	3	5	-	-	79	8	82	11	13.4%	3	3.7%	3	5	3
		Female	3	-	-	-	-	3	3								
8	Laborers	Male	56	18	92	6	5	177	121	207	151	72.9%	30	14.5%	22	104	30
		Female	13	4	12	-	1	30	30								
9	Service Workers	Male	-	-	-	-	-	-	-	-	-	0.0%	-	0.0%	-	-	-
		Female	-	-	-	-	-	-	-								
	Quarterly Totals		740	79	387	43	59	1,308		1,308	679	51.9%	171	13.1%	79	387	171

JCJ Architecture

Please see evidence of JCJ's Equal Employment Opportunity evidence in Tab 5.H.iv.

Tab 5.H.iv.:

Genting MBE/WBE Plan Summary

MINORITY BUSINESS ENTERPRISE & WOMEN-OWNED BUSINESS PARTICIPATION

Genting New York is a newly christened corporate citizen of New York. As part of a business group with over 50 years of operating experience around the world our senior management has operated in a multitude of diverse cultures. As such we have a keen understanding of and appreciation for the basis and objectives of U.S. and New York government policy with respect to encouraging the development and growth of Minority and Women Business Enterprises. Our senior management will actively and sincerely strive to engage Minority and Women Owned Enterprises at participation levels that exceed the 25% objective thresholds set forth in Section 2.9(b) of the RFP and State guidelines.

Genting New York has adopted policies that fully commit us to providing meaningful and substantial participation opportunities for Minority and Women Business Enterprises in the construction and operation of the Aqueduct VLT (and all other related businesses it may be allowed to undertake at the Aqueduct site). Genting New York intends to take all measures necessary to give Minority Business Enterprise (MBE) and Women Business Enterprise (WBE) firms the maximum opportunity to participate in providing services and supplies to development of the project. To this end, Genting New York has selected the general contractor and architectural design firms for the Aqueduct VLT project based on their respective outstanding records of engaging with MBE and WBE firms in their day to day work and project assignments across the country. Further, during the operation and maintenance stages of the development of the Aqueduct VLT, Genting New York will endeavor to have more minority and women employees in its full and part time workforces than just the 25% targeted by the RFP and State guidelines.

Genting New York appreciates that its ultimate success depends in large measure on its identification and engagement with the diverse populations and business establishments that make Queens and New York City their home. Such identification and engagement naturally requires Genting New York to steadfastly dedicate itself to fostering the development of economic opportunities for minority and woman-owned business enterprises.

Genting New York's Minority Business Enterprise and Women Business Enterprise Policies are and will continue to be designed to at least comply with the requirements set forth in Section 2.9 (B) of the RFP. As noted above, we will go further than Section 2.9(b) requires by striving to not only meet but exceed the 25% threshold set forth therein for MBE / WBE participation and workforce representation.

Genting New York will use the following tools and methods (among others) to achieve the established participation goal of greater than twenty-five (25) percent:

Vendor Identification

The process begins by identifying potential vendors. A number or websites and online databases were used to research local and state certified minority and women business enterprises. These included, but are not limited to http://www.empire.state.ny.us and New York City's Online

Directory of Certified Minority & Women-owned Businesses at http://mtprawvwsbswtp1-1.nyc.gov/.

Advertisements & Solicitations

Invitations to Bid will be advertised in minority/women business focused media that target subcontracting and supplier opportunities. Publications will include the *Jamaica Times* and *Queens Village Times*.

Additionally, Genting New York will work with the following minority associations to engage their members: the National Association of Minority Contractors (NAMC), the Jamaica Business Resource Center (JBRC) and the Association of Minority Enterprises of New York (AMENY).

We will encourage bidder participation in the recruitment of MBE/WBE form through direct solicitation during subcontractor bid preparation. Bid packages will be prepared and divided in a manner that maximizes the utilization of minority and women business enterprises and diversity opportunity will be ensured across all trades.

Job Fairs & Events

Genting New York intends to sponsor and conduct Job Fairs when and as appropriate as part of our outreach efforts. We will also host community and local government sponsored functions, including but not limited to: various state agency seminars and networking events involving minority and women-owned firms, The Blue Book GC Showcase and the Annual Competitive Edge Conference for Minority, Women-owned Business Enterprises.

Vendor Support & Assistance

Genting New York will offer to assist MBE/WBEs that could be more competitive by combining resources with other similarly situated businesses in the development of joint ventures.

Second Tier Subcontracting

Many of the majority subcontractors will be utilizing minority and women business concerns within their trades. While majority contractors may receive the initial awards for major components of the project, Genting New York's team will work with these firms to maximize participation by MBE and WBE subcontractors on a "second tier" basis.

Record Keeping

Once identified, MBE/WBE firms will be pre-qualified by area of expertise, similar experience, track record and financial capability. New information will be entered into our database, and records will be checked periodically.

Pursuant to section 2.9 of the RFP, a completed Utilization Plan will be submitted within fourteen (14) days of notification of award for review and acceptance by the Lottery. The designated officer responsible for monitoring the MBE/WBE program for this contract will be

provided at that time. Any modifications or changes to the agreed upon plan shall be reported on a revised Utilization Plan. Genting New York will submit Quarterly Activity Reports to the Lottery depicting the minority and women-owned businesses working on the contract pursuant to the requirements set forth in the RFP.

Support for M/WBE

It is JCJ's intention to work with Genting New York LLC in achieving the defined goal for participation on the design team by allocating a portion of the design services to M/WBE consultant firms. We have successfully collaborated with various M/WBE firms on past projects and will do so for the Resorts World Aqueduct as well if awarded the project. For purposes of the Resorts World Aqueduct, JCJ has assigned William Dow, to serve in the capacity of M/WBE administrator.

EQUAL EMPLOYMENT OPPORTUNITY CONSOLIDATED REPORT ANALYSIS FOR 2007 - 2009

	Hispanic or Latino		Male						Female						
	Male	Female	White	Black or African American	Native Hawaiian or Pacific Islander	Asian	American Indian or Alaskan Native	Two or more Races	White	Black or African American	Native Hawaiian or Pacific Islander	Asian	American Indian or Alaskan Native	Two or more Races	TOTALS
2007 Stats	5	4	99	5	2	6	0	0	69	2	0	7	0	0	199
2007 % of Total	2.51%	2.01%	49.75%	2.51%	1.01%	3.02%	0.00%	0.00%	34.67%	1.01%	0.00%	3.52%	0.00%	0.00%	100.00%
2008 Stats	3	3	98	2	2	8	0	0	73	2	0	6	0	0	197
2008 % of Total	1.52%	1.52%	49.75%	1.02%	1.02%	4.06%	0.00%	0.00%	37.06%	1.02%	0.00%	3.05%	0.00%	0.00%	100.00%
2009 Stats	3	1	46	0	1	4	0	0	30	2	0	2	0	0	89
2009 % of Total	3.37%	1.12%	51.69%	0.00%	1.12%	4.49%	0.00%	0.00%	33.71%	2.25%	0.00%	2.25%	0.00%	0.00%	100.00%

EQUAL EMPLOYMENT OPPORTUNITY AND AFFIRMATIVE ACTION STATEMENT

JCJ Architecture, Inc. (the "Firm") is an equal opportunity and affirmative action employer, dedicated to complying with all state and federal laws and regulations that prohibit discrimination in employment on the basis of any legally protected status. It is the Firm's policy to provide equal employment and advancement opportunities to all individuals without regard to age, sex, race, color, religion, national origin, marital status, veterans' status, disability, sexual orientation or any other legally protected status, and to maintain an environment free from discrimination or harassment based upon these grounds.

The Firm is committed to providing equal opportunities in terms of its recruiting and practices, including without limitation, by notifying its recruitment sources of the Firm's nondiscrimination policies and by placing "help-wanted" advertisements containing the phrase "An Equal Opportunity Employer." The Firm is also committed to providing equal opportunities to its employees in all of its employment practices. As such, all personnel decisions will be made on the basis of the needs of the Firm and an individual's job-related skills, ability and merit. The Firm further pledges its strong commitment to ensure that all contractors and subcontractors and others who do business with the Firm provide equal opportunities in employment to all qualified persons solely on the basis of job-related skills, ability and merit. The Firm is further committed to supporting community and internal activities and programs which provide opportunities for minorities and women in business, and many JCJ staff members are involved in local mentoring and job shadowing programs that encourage young people of all backgrounds to explore a career path in professional services.

The Firm further applies affirmative action to employ and advance in employment employees and applicants for employment who are qualified females, minorities, individuals with disabilities or who are qualified special disabled veterans, veterans of the Vietnam era, other protected veterans who served on active duty during a war or in a campaign or expedition for which a campaign badge has been authorized and recently separated veterans.

All managerial, administrative and supervisory personnel are advised that an important part of their responsibilities for which they will be held accountable will be to apply affirmative action to such employment practices as: recruitment, hiring, compensation, benefits, transfers, promotions, discipline, leaves of absence, layoffs, recalls from layoffs, terminations, Firm-sponsored training, education, tuition assistance and social and recreational programs.

Employees and applicants shall not be subjected to harassment, intimidation, threats, coercion or discrimination because they have engaged in or may engage in any of the following activities: (1) filing a complaint; (2) assisting or participating in an investigation, compliance evaluation, hearing, or any other activity related to the administration of the affirmative action provisions of Executive Order 11246, as amended, the Vietnam Era Veterans' Readjustment Assistance Act of 1974, as amended (VEVRAA) or any other federal, state or local law requiring equal opportunity for special disabled veterans, veterans of the Vietnam era, other protected veterans who served on active duty during a war or in a campaign or expedition for which a campaign badge has been authorized and recently separated veterans, or related to the administration of the affirmative action provisions of the Rehabilitation Act of 1973, as amended ("Section 503"), or any other federal, state or local law requiring equal opportunity for qualified individuals with disabilities; (3) opposing any act or practice made unlawful by Executive Order 11246, VEVRAA or Section 503 or their respective implementing regulations in this part or any other federal, state or local law requiring equal opportunity for qualified individuals with disabilities and qualified veterans; or (4) exercising any other right protected by Executive Order 11246, VEVRAA or Section 503 or their implementing regulations in this part.

In furtherance of the Firm's commitment regarding Affirmative Action and Equal Employment Opportunity, the Firm will maintain a written Affirmative Action Program which sets forth the polices, practices and procedures which the Firm will apply in order to ensure that non-discrimination and affirmative action for qualified females, minorities, individuals with disabilities and qualified veterans is accomplished. The objective of these policies and programs is to attract and promote individuals who are qualified and/or trainable for available positions by virtue of job related standards or education, training and personal qualifications.

This commitment has the full backing and support of management and the cooperation and support of all employees is expected. Kimberly Trimble, Human Resources Generalist, has been appointed Equal Employment Opportunity and Affirmative Action Coordinator. As the EEO/AA Coordinator, Ms. Trimble shall, among other things, annually review and examine the effectiveness of the Firm's affirmative action program and its compliance with Executive Order 11246, the VEVRAA and with Section 503.

The Firm will take prompt action upon the receipt of a complaint of unlawful discrimination and will take appropriate corrective action, including disciplinary measures if necessary, to remedy any discriminatory conduct. Complaints should be referred to Ms. Trimble. Alternatively, employees may submit complaints to any management representative in their chain of command.

Peter N. Stevens, President

JCJ Architecture, Inc.
January 29, 2010

Tab 5.H.v.:

Minority and Women-Owned Business Enterprise Program

MINORITY BUSINESS ENTERPRISE & WOMEN-OWNED BUSINESS PARTICIPATION

Tutor Perini Corporation is fully committed to providing meaningful and substantial participation opportunities for Minority and Women Business Enterprises in the construction of the Video Lottery Facility at Aqueduct. Tutor Perini Corporation intends to take all measures necessary to ensure that Minority Business Enterprise (MBE) and Women Business Enterprise (WBE) firms are afforded the maximum opportunity to participate in the construction of this project. Tutor Perini is dedicated to fostering the development of economic opportunities to minority and woman-owned business enterprises. Our efforts in securing participation have been instrumental in assisting MBE/WBE business entities in becoming successful in an increasingly competitive market and in participating in the construction activities associated with large-scale projects throughout the country.

Tutor Perini Corporation's Minority Business Enterprise and Women Business Enterprise Plan is designed in accordance with the requirements set forth in Section 2.9 (B) of the Request For Proposal. The following **Utilization Plan** outlines the efforts that Tutor Perini Corporation will make to achieve the greatest extent of participation feasible from Minority Business Enterprises (MBE) and Women Business Enterprises (WBE).

Tutor Perini Corporation's steps to achieve the established participation goal of twenty-five (25) percent are as follows:

Vendor Identification
The process begins by identifying potential vendors. A number or websites and online databases are available for researching local and state certified minority and women business enterprises. These include, but aren't limited to http://www.empire.state.ny.us and New York City's Online Directory of Certified Minority & Women-owned Businesses at http://mtprawvwsbswtp1-1.nyc.gov/.

Advertisements & Solicitations
Invitations to Bid will be advertised in trade association publications such as the McGraw Hill Construction News and CDC News, and in minority/women business focused media that target subcontracting and supplier opportunities. Publications will include the *Jamaica Times* and *Queens Village Times*.

Additionally, Tutor Perini will work with the following minority associations to engage their members: the National Association of Minority Contractors (NAMC), the Jamaica Business Resource Center (JBRC) and the Association of Minority Enterprises of New York (AMENY).

We will encourage bidder participation in the recruitment of MBE/WBE form through direct solicitation during subcontractor bid preparation. Bid packages will be prepared and divided in a manner that maximizes the utilization of minority and women business enterprises and diversity opportunity will be ensured across all trades.

Job Fairs & Events
Tutor Perini intends to sponsor and conduct Job Fairs as part of our outreach efforts. We will also attend industry functions, including but not limited to: various state agency seminars and networking events involving minority and women-owned firms, The Blue Book GC Showcase and the Annual Competitive Edge Conference for Minority, Women-owned Business Enterprises.

Vendor Support & Assistance
Tutor Perini will assist in the development of joint ventures between MBE/WBEs and non-MBE/WBE subcontractors.

Second Tier Subcontracting
Many of the majority subcontractors will be utilizing minority and women business concerns within their trades. While majority contractors may receive the initial awards for major components of the project, Tutor Perini's team will work with these firms maximize participation by MBE and WBE subcontractors on a "second tier" basis.

Record Keeping
Once identified, MBE/WBE firms will be pre-qualified by area of expertise, similar experience, track record and financial capability. New information will be entered into our database, and records will be checked periodically. Good Faith Efforts will be documented during the bidding and procurement process, and those records will be maintained in a central location.

Pursuant to section 2.9 of the RFP, a completed Utilization Plan will be submitted within fourteen (14) days of notification of award for review and acceptance by the Lottery. The designated officer responsible for monitoring the MBE/WBE program for this contract will be provided at that time. Any modifications or changes to the agreed upon plan shall be reported on a revised Utilization Plan. Tutor Perini will submit Quarterly Activity Reports to the Lottery depicting the minority and women-owned businesses working on the contract pursuant to the requirements set forth in the RFP.

POTENTIAL MINORITY AND WOMEN BUSINESS ENTERPRISE PARTICIPATION

A representative sampling of potential subcontractors that Tutor Perini is considering for this project is included at the end of this section. As the project progresses, more names will be added to this list to include as many qualified MBE/WBE subcontractors as possible. It is Tutor Perini Corporation's intention to pursue MBE/WBE participation across all trades and services, as each trade is being bid.

The estimated value of payment over the term of this contract will be approximately sixty-five million dollars ($65,000,000.00).

DOCUMENTATION OF SUCCESSFUL MINORITY AND WOMEN BUSINESS ENTERPRISE UTILIZATION

Pursuant to section 2.9 (B) of the RFP, the following section provides documentary evidence of Tutor Perini's experience and history of successful Minority Business Enterprise and Women Business Enterprises.

AirTrain Terminal at Jamaica Station – Jamaica, NY
Owner: The Port Authority of New York & New Jersey
Contract No.: LRS 284.401
Attached is the Final *Monthly Oversight Committee Meeting Report* (Executive Summary) for the period of September 2005 to July 2006.

Runway 13R-31L Reconstruction & Access Improvements at JFK International Airport, NY
Owner: The Port Authority of New York & New Jersey
Contract No.: JFK-1020
Attached is the *Construction MBE/WBE/DBE Participation Plan*, dated August 3, 2009

Pennsylvania Convention Center Expansion (Superstructure) - Philadelphia, PA
Owner: The Pennsylvania Convention Center Authority
Contract No.: Contract 1 - Superstructure
Attached is the MBE & WBE Subcontractor Payments Report for Contract 1 – Superstructure, dated June 17, 2010.

Pennsylvania Convention Center Expansion (General Construction) - Philadelphia, PA
Owner: The Pennsylvania Convention Center Authority
Contract No.: Contract 2 – General Construction
Attached is the MBE & WBE Subcontractor Payments Report for Contract 2 – General Construction, dated June 17, 2010.

* Project name, location, names of M/WBEs involved, the nature of M/WBE participation and the financial value of M/WBE participation are provided in the reports.

AIRTRAIN TERMINAL @ JAMAICA STATION
CONTRACT NO. LRS 284.401

FINAL Monthly Oversight Committee Meeting

Date:

Location: Port Authority AIRTRAIN Office
148-15 Archer Avenue

Time:

Reporting Period: Sept. 2005 - July 2006

AIRTRAIN TERMINAL AT JAMAICA STATION
M/WBE MONTHLY STATUS - *EXECUTIVE SUMMARY*
Report for Period Sept. 2005 - July 2006

PTS DIRECT SUBCONTRACTS:				PAYMENT INFORMATION:			
Total Project Budget	$	257,124,131		PTS Payment Received	$	310,126,358	(thru 8/31/04)
Total Subcontracts Awarded To-Date*	$	172,834,872	67.22% *				
Total Purchase Orders Awarded To-Date*	$	30,173,829	11.74% *	Direct Payments M\WBE's	$	33,641,213	10.85%
Total Purchased To-Date	$	203,008,701	78.95%	Indirect Payments M\WBE's	$	24,214,807	9.42%
Total Amount of Approved Net Cost Changes	$	34,913,035		Total Payments M\WBE's	$	57,856,020	22.50%

	Previous Month $	Previous Month %	Current Month $	Current Month %	Total To-Date $	Total To-Date %
DIRECT PARTICIPATION BY PTS TO M\WBEs (SUBCONTRACTS)	**$ 27,791,840**	**16.08% ****	**$ 60,767**	**0.04% ****	**$ 27,852,607**	**16.12% ****
MBE Prime Contract Awards Total	$ 21,253,166	12.30%	$ 45,225		$ 21,298,391	
M\LBE Prime Contract Awards Total	$ 3,017,622	1.75%	$ -		$ 3,017,622	
	$ 24,270,788		$ 45,225		$ 24,316,013	
WBE Prime Contract Awards Total	$ 1,014,585	0.59%	$ -		$ 1,014,585	
W\LBE Prime Contract Awards Total	$ 2,506,467	1.45%	$ 15,542		$ 2,522,009	
	$ 3,521,052		$ 15,542		$ 3,536,594	
DIRECT PARTICIPATION BY PTS TO M\WBEs (VENDORS AND PURCHASE ORDERS)	**$ 1,870,745**	**6.20% ****	**$ -**	**0.00% ****	**$ 1,870,745**	**6.20% ****
MBE Prime Purchase Order Awards Total	$ 811,148		$ -		$ 811,148	
M\LBE Prime Purchase Order Awards Total	$ 132,755		$ -		$ 132,755	
	$ 943,902		$ -		$ 943,902	
WBE Prime Purchase Order Awards Total	$ 823,074		$ -		$ 823,074	
W\LBE Prime Purchase Order Awards Total	$ 103,769		$ -		$ 103,769	
	$ 926,843		$ -		$ 926,843	
DIRECT PARTICIPATION BY PTS TO M\WBEs (NET COST CHANGES)	**$ 7,256,889**	**20.79%**	**$ 140,941**	**0.40%**	**$ 7,397,830**	**21.19%**
MBE Prime Net Cost Change Awards Total	$ 6,981,765		$ 140,941		$ 7,122,706	
M\LBE Prime Net Cost Change Awards Total	$ 275,124		$ -		$ 275,124	
	$ 7,256,889		$ 140,941		$ 7,397,830	
WBE Prime Net Cost Change Awards Total	$ -		$ -		$ -	
W\LBE Prime Net Cost Change Awards Total	$ -		$ -		$ -	
	$ -		$ -		$ -	
TOTAL AMOUNT OF DIRECT PARTICIPATION TO M\WBE'S BY PTS						
MBE Awards Total	$ 29,046,079		$ 186,166		$ 29,232,245	
M\LBE Awards Total	$ 3,425,501		$ -		$ 3,425,501	
	$ 32,471,579		$ 186,166		$ 32,657,745	
WBE Awards Total	$ 1,837,659		$ -		$ 1,837,659	
W\LBE Awards Total	$ 2,610,236		$ 15,542		$ 2,625,778	
	$ 4,447,895		$ 15,542		$ 4,463,437	
TOTAL PTS DIRECT PARTICIPATION	**$ 36,919,474**		**$ 201,708**		**$ 37,121,182**	**14.44% ***
TOTAL LBE AWARDS (only M\LBE, W\LBE and LBE)						
LBE Direct Awards Total	**$ 22,253,114**		**$ 84,050**		**$ 22,337,165**	**8.69% ***
M\LBE Direct Awards Total	$ 3,425,501		$ -		$ 3,425,501	
W\LBE Direct Awards Total	$ 2,610,236		$ 15,542		$ 2,625,778	
M\W\LBE	**$ 28,288,851**		**$ 99,592**		**$ 28,388,443**	**11.04% ***

NET COST ITEMS **See Attached Sheet**

LBE AWARDS TO-DATE (See LBE Report) **$ 39,431,634** **19.42%** (Based on Total Purchased To-Date)

TOTAL PROJECTED M/WBE PARTICIPATION **$ 43,711,102**

TOTAL ESTIMATED NET COST M/WBE PARTICIPATION See Attached Sheet

NOTES: * Percentages based on Total Project Budget
**** Percentages based on Amount of Award in each category**
***** Estimated Costs**

AIRTRAIN TERMINAL AT JAMAICA STATION
M/WBE MONTHLY STATUS - *EXECUTIVE SUMMARY*
Report for Period Sept. 2005 - July 2006

	Previous Month $	Previous Month %	Current Month $	Current Month %	Total To-Date $	Total To-Date %
INDIRECT PARTICIPATION BY SUBCONTRACTORS/VENDORS TO M\WBEs						
MBE Secondary Contract Awards Total	$ 10,041,342		$ -		$ 10,041,342	
M\LBE Secondary Contract Awards Total	$ 4,365,304		$ -		$ 4,365,304	
	$ 14,406,646		$ -		$ 14,406,646	
WBE Secondary Contract Awards Total	$ 5,338,232		$ -		$ 5,338,232	
W\LBE Secondary Contract Awards Total	$ 310,000		$ -		$ 310,000	
	$ 5,648,232		$ -		$ 5,648,232	
TOTAL PARTICIPATION BY SUBCONTRACTORS	**$ 20,054,879**		$ -		**$ 20,054,879**	
INDIRECT PARTICIPATION BY SUBCONTRACTORS/VENDORS TO M\WBEs (NET COST CHANGES)						
MBE Secondary Contract Awards Total	$ 95,125		$ -		$ 95,125	
M\LBE Secondary Contract Awards Total	$ -		$ -		$ -	
	$ 95,125		$ -		$ 95,125	
WBE Secondary Contract Awards Total	$ -		$ -		$ -	
W\LBE Secondary Contract Awards Total	$ -		$ -		$ -	
	$ -		$ -		$ -	
TOTAL PARTICIPATION BY SUBCONTRACTORS (NET COST CHANGES)	**$ 95,125**		$ -		**$ 95,125**	
TOTAL AMOUNT OF INDIRECT PARTICIPATION TO M\WBE'S						
MBE Awards Total	$ 10,136,468		$ -		$ 10,136,468	
M\LBE Awards Total	$ 4,365,304		$ -		$ 4,365,304	
	$ 14,501,771		$ -		$ 14,501,771	
WBE Awards Total	$ 5,338,232		$ -		$ 5,338,232	
W\LBE Awards Total	$ 310,000		$ -		$ 310,000	
	$ 5,648,232		$ -		$ 5,648,232	
TOTAL INDIRECT PARTICIPATION	**$ 20,150,004**		$ -		**$ 20,150,004**	**71.23%**
LBE Indirect Awards Total	**$ 6,665,814**		$ -		**$ 6,665,814**	
M\LBE Indirect Awards Total	$ 4,365,304		$ -		$ 4,365,304	
W\LBE Indirect Awards Total	$ 310,000		$ -		$ 310,000	
TOTAL INDIRECT PARTICIPATION BY SUBS. (only M\LBE, W\LBE and LBE)	**$ 11,341,118**		$ -		**$ 11,341,118**	
TOTAL AMOUNT OF PARTICIPATION TO M\WBE'S (INCLUDING NCC)						
LBE Awards Total	**$ 29,002,978**		**$ 0**		**$ 29,002,979**	
MBE Awards Total	$ 39,182,546		$ 186,166		$ 39,368,712	
M\LBE Awards Total	$ 7,790,805		$ -		$ 7,790,805	
	$ 46,973,351		$ 186,166		$ 47,159,517	**18.34% ***
WBE Awards Total	$ 7,175,891		$ -		$ 7,175,891	
W\LBE Awards Total	$ 2,920,236		$ 15,542		$ 2,935,778	
	$ 10,096,127		$ 15,542		$ 10,111,669	**3.93% ***
TOTAL PARTICIPATION	**$ 57,069,478**		**$ 201,708**		**$ 57,271,186**	**22.27% ***
TOTAL LBE AWARDS TO-DATE (only M\LBE, W\LBE and LBE)	**$ 39,714,019**		**$ 15,542**		**$ 39,729,561**	

AIRTRAIN TERMINAL AT JAMAICA STATION
M/WBE MONTHLY STATUS - *EXECUTIVE SUMMARY*
Report for Period Sept. 2005 - July 2006

TOTAL AWARDS TO PTS MAJORITY SUB CONTRACTORS & THEIR PROJECTED M\WBE PARTICIPATION

	PTS SUBS CONTRACT VALUE	ANTICIPATED M/WBEs PARTICIPATION			AMOUNT OF COMMITTED PARTICIPATION TO-DATE	
Environmental Interiors	$ 2,108,675	$ 500,000	23.71%	PA approved 9/29/04	$ 362,979	17.21%
Tuckahoe Roofing	$ 6,070,117	$ 309,982	5.11%	PA approved 7/17/02	$ 1,352,896	22.29%
Railworks	$ 64,170,951	$ 10,909,062	17.00%	submitted 6/15/05 for approval	$ 13,212,863	20.59%
Tribec	$ 1,751,034	$ 180,000	10.28%	PA approved 12/6/02	$ -	0.00%
Mometal	$ 15,153,885	$ 400,000	2.64%	modified & PA approved11/6/02	$ 545,000	3.60%
Genetech	$ 14,872,338	$ 1,000,000	6.72%	PA approved 3/17/04	$ 1,232,560	8.29%
E. Oliveira	$ 3,850,000		0.00%	signed & submitted 9/13/01	$ -	0.00%
KONE	$ 9,595,205	$ 1,598,000	16.65%	mod. & sub. to sub 7/2/04	$ 1,834,739	19.12%
Traco	$ 1,221,687	$ 207,687	17.00%	mod. & sub. to sub 7/2/04	$ 264,000	21.61%
JJC Construction	$ 2,319,359	$ 394,291	17.00%	PA approved partial 1/22/03	$ 180,000	7.76%
Specialty Flooring Systems	$ 690,481	$ 117,382	17.00%	mod. & sub. to PA 8/9/04	$ 104,575	15.15%
Island International Industries	$ 1,030,625	$ 175,206	17.00%	PA approved 6/6/02	$ 63,750	6.19%
Airlfex Industries, Inc.	$ 8,625,264	$ 4,000,000	46.38%		$ 897,744	10.41%
National Carpet & Tile	$ 97,502	$ 35,000	35.90%	submitted 8/27/02, not approved		0.00%
New England Construction	MBE Firm - Participation does not count toward goal					
Soheil Mosun Limited	$ 2,400,000		0.00%	PA approved 10/13/04	$ 95,125	3.96%
	$ 131,557,124	$ 19,826,610	15.07%		$ 20,146,232	15.31%

Total Anticipated Participation from Subs.	$ 19,826,610	
Achieved To-Date	$ 20,146,232	
Balance	$ 319,623	OVERAGE

To-Date Participation

PTS DIRECT	**$ 29,723,352**		**TOTAL - Amt. of Goal:**	**$ 6,067,129**
SUBS	**$ 20,054,879**		**Remainder from Subs.**	
TOTAL	**$ 49,778,231**	**Does Not Include NC**	**Surplus**	**$ 6,067,129**
AMOUNT OF GOAL	**$ 43,711,102**			
% of Goal Reached based on Contract Budget		**19.4%**		

New Subcontracts Awarded during Months of Sept. - Dec. 2005

$ - M\WBE $ -

New Vendors / Suppliers Awarded during Months of Sept. - Dec. 2005

$ - Total MBE $ -

AIRTRAIN TERMINAL AT JAMAICA STATION
M/WBE MONTHLY STATUS - *EXECUTIVE SUMMARY*
Report for Period Sept. 2005 - July 2006

NOTES:

1. ALL MBE, M/LBE, WBE AND W/LBE VENDOR AWARDED AMOUNTS REFLECT THE 60% CREDIT AS AUTHORIZED BY THE PORT AUTHORITY. ALL PAID AMOUNTS REFLECT THE ACTUAL AMOUNT PAID, OR THE 100% VALUE OF THEIR PURCHASE ORDER OR PURCHASED AMOUNT.

2. Modified Participation Plans, for the following firms, have been submitted to the PA for approval:

DIRECT

		$	-
		$	-
		$	-
		$	-
		$	-
		$	-
		$	-
		$	-
		$	-
		$	-
		$	-
		$	-
$ -	Subtotal Direct	$	-

INDIRECT

		$	-
		$	-
		$	-
		$	-
		$	-
		$	-
		$	-
		$	-
		$	-
		$	-
		$	-
		$	-
		$	-
	Subtotal Direct	$	-
	Total M/W/LBE	$	-

3. Payments made by Perini/Tutor-Saliba to our Subcontractors are through the March 2005 payment requisition. Payments to suppliers/vendors are through December 31, 2005.

NET COST CHANGES

	Original M\WBE Goals	Revised M\WBE Goals (10/2/02)	Cost Range	Approx. PA Approved Value	M\W\LBE Dollars	Actual M\WBE Goal Achieved	Subcontractor	Minority Status	Comments
1 LIRR Station Platform Cabins	75.0%	25.0%	C	$ 4,610,000	$ 457,363	9.9%	New England, Risa Management	NA	11/12/03 Contract between Soheil and Risa has been terminated due to union problems. PA approved value includes PTS dollars.
2 Re-Clad LIRR Platform Freight Elevator Encl(	75.0%	75.0%	B	$ 1,500,000	$ 480,000	32.0%	New England	MBE	
3 Temporary Signs	85.0%	85.0%	B	$ 193,000	$ 193,972	100.5%	Signs & Decal	MBE	No PTS mark-up is included at this point. Purely Signs & Decal dollars
4 Permanent Signage & Information Systems	80.0%	5.0%	C	$ 3,691,649	$ 900,000	24.4%	Hera and Signs & Decal ($780,000)	MBE & WBE	Airflex and S&D will be splitting this NC.
4.A Electronic Sings									
5 Barrier Graphics	85.0%	85.0%	B						This NCC is no longer on-hold
6 Advertisement Displays	85.0%	5.0%	B	$ 163,000					Negotiated number does not include electrical, but contains PTS dollars.
7 Sutphin Re-Lifing (Refurbishment)	45.0%	60.0%	C						submitted budget # to PA on 7/9/02
8 VCB Ticket / Baggage Counter & Baggage Cart	35.0%	50.0%	C	$ 1,486,499	$ 627,252	42.2%	Environmental Energy	MBE	
8.A Baggage Scales							Environmental Energy	MBE	Included above in NCC 8
9 Environmental Design - Decorative Clock - CANCELED			B	--------	--------	--------	--------	--------	Submitted revised proposal to PA and number was approved. Awaiting formal documentation. This NC has been canceled.
10 Airtrain / LIRR Amenities	75.0%	75.0%	B	$ 440,000	$ 440,000	59.9%	UAD Group	MBE	
11 94th Landscape & LIRR Station Sitework - CANCELED			B						To be performed by others

NET COST CHANGES

	M\WBE Goals		Cost Range	PA Approved Value	M\W\LBE Price		Subcontractor	Minority Status	Comments
12 Security System - Structural Steel ONLY	0.0%	0.0%	C	$ 1,870,000	$ 486,000	26.0%	EDS	WBE	Partial approved number for structural steel only.
12A	0.0%	25.0%							
12B	0.0%	25.0%							
12C	0.0%	25.0%							
12D Delta Security Barrier	0.0%	25.0%							Submitted to PA on 11/18/02 $513,000.
13 Subway Mezzanine Renovation	25.0%	25.0%	C	$ 2,982,357	$ 554,802	18.6%	New England and Baybrent Tile	MBE	The Scope of Work pertaining to the MTA, has been deleted from the overall package.
14 Fit Out REO Office Space	75.0%	85.0%	B	$ 273,000	$ 273,470	100.2%	Long's Construction, H. Richardson, L&B	M\LBE	No PTS mark-up is included at this point. Purely costs by subcontractors.
15 Permanent Parking Lots - CANCELED									
16 LIRR Portal Enclosures Passanger Heating Enclosure	30.0%	30.0%	B	$ 347,245	$ 171,000	49.2%	New England	MBE	
17 Fire Separation - CANCELED									
18 Condition Survey & Noise / Vibration Monitoring	85.0%	85.0%	B	$ 326,736	$ 336,478	103.0%	EEA and Wang	MBE	
19 Partial Restoration of Jamaica Station Bldg.	20.0%	25.0%	B	$ 895,413	$ 185,500	20.7%	Aarris Architects and New England	M\LBE	No PTS mark-up is included at this point. Purely Aarris dollars
19A								LBE	
20 Temporary Bridge (Extension of ADA Bridge)	17.0%	5.0%	C	$ 935,000	$ 10,100	1.1%			
21 Westerly Bridge Roof, Platform Canopy	17.0%	17.0%	C	$ 14,904,825	$ 3,137,204	21.0%	New England / UAD Group / Hera / LoLong	MBE / MBE / WBE / MLBE	
				$ 34,913,035	$ 8,253,141				
Budget for Net Cost Items				$ 34,000,000					
Amount Awarded to M\WBEs				$ 8,253,141			$ 8,500,000	Estimated $'s to MWBE Firms (Based on Budget of $34,000,000)	
Percentage (based on awarded amount to-date)				23.6%			25.0%	PA Estimated Goal	

NET COST CHANGES

NOTES:
Values for each Net Cost Change will be determined as budgets are approved by PA
Shaded areas indicate items on-hold or cancelled by the PA.

Cost Range Parameters:
A up to $100,000
B $100,000 to $1,000,000
C greater than $1.000.000

Subcontractors Solicited:

1 Soheil Mosun, Carey Associates, Allied Bronze, ParKut, UAD Group, Hera Construction, RWKS, Tuckahoe, Advanced Protection Systems, Tuckahoe, Oliviera, Carabie, Environmental Interiors, Fine

2 Hyundai, KONE, UAD Group, Hera Construction, Carabie, RWKS, Soheil Mosun, Fine

3 Signs & Decal

4 RWKS, Andco Industries, ASI Sign, Broadway National, Going Sign, King Prod., Spectrum Sign, Jea Edman, Signs & Decal, MNP Signs, Visual Graphics, Tribec, UAD, Hera, Carabie, Mometal, Env. Interiors, Hyundai, JJC Construction, G-CAT, Villafane, Fine, York Signs, Serota Broadway Signs

5 T.L.F. Graphics, Jea Edman, Sign Designers, Signs & Decals, Walter Signs, Mega Media, Campanella, Long's

6 RWKS, Tribec, JJC Construction, Mometal, Hyundai

7 RWKS, Hera, UAD, Bird Master, Oliveira, Carabie, Lo Long Construction, Villafane, Fine

8 EEA, NKI Inc., Carabie, ACC Construction, G-CAT, Fine

9 Mometal, Railworks. KONE, Carabie, Fine

10 Railworks, Allied Bronze, Soheil Mosun, Carey Associates, UAD Group, Hera Construction, Advanced Protection Systems

11 TO BE PERFORMED BY OTHERS

12 Mometal, McNulty, RWKS, Recon

13 RWKS, Hera Construction, UAD Group, Carabie, Environmental Interiors, Hyundai, Mometal, Selco, JJC Construction, KONE, National Carptet & Tile,Oliveira, Tribec, Diversified Inch by Inch, ACC Construction, G-CAT, Villafane, Fine

14 Long's, Magnalux, Ablecraft, Arrow, Direct Access, Excel

16 RWKS, Carabie, Mometal, Fine

18 Wang, EEA

19 Deerpath Construction, Grenedier Corporation, Jablonski Berkowitz, Gaskin & Associates, Aaris Architects, Paris Construction, Integrated Conservadon Resources, Shelley Sass, Wiss Janney Elstner, Nicholson & Galloway, William Stivale, Li Saltzman Architects, Tuckahoe, Hyundai, Mometal, Carabie, Envrionmental Interiors, RWKS, JJC Construction, Oliveira, Altus Metal & Marble., Fine

20 Recon, Oliviera, Carabie, RWKS, Mometal, Selco Mfg., Glenridge, Torino Industrial, Jasper Steel, Watson Bowman, JJC Construction, Genetech, Acme Steel Door, Georal, Tuckahoe, Bill Morrison, Jordan Panel, KONE, Hera Construction, Fine

21 UAD Group, Hera Construction, Hyundai, Mometal, JJC Construction, Tuckahoe, Carabie, Epic Metals, Bird Master, Acme Door, Traco Skytech, Acudor, Fine

CONSTRUCTION
MBE/WBE/DBE PARTICIPATION PLAN

THE PORT AUTHORITY OF NY & NJ
Office of Business and Job Opportunity

Mod. # 1 August 3, 2009

NOTE: The Contractor is required to submit to the Engineering Dept. a MODIFIED PLAN for any changes to the original plan: i.e.; subcontractor, dollar amount or work performed.
If more than 1 page is used, complete totals on last page.

Contract Number: JFK-1020

Contractor Name: PERINI CORPORATION

Mailing Address: 1022 LOWER SOUTH STREET, PEEKSKILL, NY 10566

Telephone Number: (914) 739-1908

Contract Description: Runway 13R-31L Reconstruction and Access Improvements

Contract Amount: $ 204,000,000.00

Contract Goals: MBE _____ WBE _____ DBE 10.0%

Name, Address, Phone Number of PA Certified MBE/WBE/DBE subcontractor (including name of contact person)	Indicate MBE, WBE or DBE	Description of Work, Services to be provided. Where applicable, specify "supply" or "install" or both "supply" and "install"	Anticipated date work will start and finish	*Approximate $ Amount of M/W/DBE Subcontract	MBE/WBE/DBE % of Total Contract Amount
Atlantic Concrete Cutting, Inc. 396 N. Pemberton Road, P.O. Box 98 Mt. Holly, New Jersey 08060 (609) 261-7200 Stuart Fishman	DBE	Sawcutting, Sealing and Sawcut Grooving Subcontractor		$ 1,700,000.00	0.83%
Bel-Air Electric Construction, Inc. 30 Stewart Street Hewlett, New York 11557 (516) 593-6241 Miki Gal	DBE	Electrical Subcontractor		$ 18,500,000.00	9.07%
Blackridge Construction 115 East 112nd Street New York, New York 10035 (917) 972-1520 Greg Carroll	DBE	On/Off Site Trucking Subcontractor		$ 1,000,000.00	0.49%
Bohemia Garden Center, Inc. 1894 Lakeland Avenue Ronkonkoma, New York 11779 (631) 580-3140 Donna DeFrede	DBE	Landscaping Subcontractor		$ 1,500,000.00	0.74%
Florence Construction Corporation P.O. Box 195 St. James, New York 11780 (631) 584-4460 Florence Chilton	DBE	On/Off Site Trucking Subcontractor		$ 1,000,000.00	0.49%
Green Earth Solutions, Inc. 420 Paterson Plank Road, 2nd Floor Carlstadt, New Jersey 07022 (201) 488-3001 Michele Pierce	DBE	Non-Hazardous Disposal Subcontractor		$ 3,600,000.00	1.76%

Name, Address, Phone Number of PA Certified MBE/WBE/DBE subcontractor (including name of contact person)	Indicate MBE, WBE or DBE	Description of Work, Services to be provided. Where applicable, specify "supply" or "install" or both "supply" and "install"	Anticipated date work will start and finish	*Approximate $ Amount of M/W/DBE Subcontract	MBE/WBE/DBE % of Total Contract Amount
ISS Action, Inc. JFK Airport, Building 151, Suite 310A Jamaica, New York 11430 (718) 656-0936 Pamela Newman	DBE	Security Subcontractor		$ 8,000,000.00	3.92%
Redwood Contracting Corp, P.O. Box 564045 College Point, New York 11356 (917) 807-1934 Mary Iovino	DBE	On/Off Site Trucking Subcontractor		$ 500,000.00	0.25%
					0.00%
					0.00%
					0.00%
					0.00%
			TOTAL:	$ 35,800,000.00	17.55%

Signature of Contractor: _____

Print Name: Christine A. Busey

Title: Diversity Director Date: August 3, 2009

FOR OBJO USE ONLY

Contract Goals: Approved Waived Rejected

Reviewed By: _____

OBJO Business Development Representative

Pirnt Name: _____ Date: _____

Distribution: Origianl - OBJO; Copy 2 - Engineer of Construction; Copy 3 - Contractor; Copy 4 - Line Department

*Please Note: supplies, equipment and material men are only credited 60% towards the M/W/DBE goal. Please adjust calculations accordingly.

THE PORT AUTHORITY OF NY & NJ

STATEMENT OF PAYMENTS TO MINORITY SUBCONTRACTORS/LESSORS/SUPPLIERS

			From	To
Contract No	JFK-1020	**Reporting Period**	05/01/10	05/15/10
			(Example: 10/1/98 - 10/31/98)	
Contract Title	Runway 13R-31L Reconstruction and Access Improvements	**Payment No.**	15	
Contractor	Tutor Perini Corporation	**% Complete**	60.7%	

1.) Enter the minority subcontractor's name in the column titled *"SUBCONTRACTOR'S NAME"*
2.) Enter the subcontractor's Minority status. Choose Minority, Women or Disadvantage business.
3.) Under the section titled **Amounts Paid**, record the total of all reported payments up to, but not including the current payment in the column *"Total of All Prior Statements"*
4.) In the column *"Paid This Statement"*, record the amount being paid in the current period. The *"Cumulative To Date"* will total automatically.

SUBCONTRACTOR'S NAME	Minority Status	Estimated Subcontract Amount	Column A AMOUNTS PAID Total of All Prior Statements	+ Column B Paid This Statement	= Column C Cumulative To Date
Atlantic Concrete Cutting, Inc	Disadvantaged	1,700,000	170,311		170,311
Bel-Air Electric Construction, Inc	Disadvantaged	18,500,000	7,189,304		7,189,304
Blackridge Construction	Disadvantaged	1,800,000	2,423,071		2,423,071
Florence Construction Corporation	Disadvantaged	1,000,000	-		-
ISS Action, Inc.	Disadvantaged	8,000,000	1,122,321		1,122,321
Sweet Hollow Management (Landscaping)	Disadvantaged	1,603,660	209,701		209,701
Sweet Hollow Management (Trucking)	Disadvantaged	2,176,500	444,835	68,335	513,170
					-
					-
					-
					-
					-
					-
					-
					-
					-
					-
					-
					-
					-

1.) Enter the name of the minority supplier or lessor in the column provided below.
2.) Enter the subcontractor's Minority status. Choose Minority, Women or Disadvantage business. 3.) Under the section titled **Amounts Paid**, record the total of all reported payments up to, but not including the current payment in the column *"Total of All Prior Statements"*
4.) In the column *"Paid This Statement"*, record the amount being paid in the current period. The *"Cumulative To Date"* will total automatically.

Amounts Entered should reflect 100% Paid. The 60% credit to the program will be handled by the PA office.

SUPPLIERS / LESSORS	Minority Status	TOTAL AMOUNT SUPPLIER AGREEMENT	AMOUNTS PAID Prior Statement	This Statement	Cumulative To Date
Rizzo Associates	Disadvantaged	94,000	44,314		44,314
					-
					-
					-
					-
					-

Date Prepared: 5/19/2010

Prepared by: Fan-Kit Tsang

Title: Cost Engineer

Officer's Signature: Operations VP, Tutor Perini

Sworn to before me this 19th day of May, 2010
Monica Carroll McGough
MONICA CARROLL McGOUGH
Notary Public, State of New York
No. 01CA6085529
Qualified in Westchester County
Commission Expires 12/30/2010

The Port Authority of NY & NJ
Resident Engineer's Office

Date Received:

Reviewed By:

Title:

Keating
Pennsylvania Convention Center Expansion Renovation
Contract 1 - Superstructure
Job 710.002

MBE & WBE Subcontractor Payments

VENDOR OR SUBCONTRACTOR		Original Value	Amendments	Current Value	PACC Value	Paid to Date
Accord Mechanical	KJV	1,118,717.00	43,108.00	1,161,825.00	674,841.00	1,132,779.38
Advantage	Accord	252,000.00	28,827.00	280,827.00	280,827.00	280,827.00
Best Exterminating	KJV	30,000.00		30,000.00	30,000.00	29,250.00
Bond Construction	KJV	2,088,800.00	351,519.00	2,440,319.00	2,693,346.00	2,440,318.72
CE Franklin	Accord	14,000.00		14,000.00	14,000.00	14,000.00
CE Franklin	KJV	2,980,000.00	56,048.00	3,036,048.00	3,021,971.00	2,883,596.85
Decision	Rite-Way	926,898.00	(39,209.00)	887,689.00	532,613.40	887,689.00
DeSilvio & Co	Carney	2,344,840.00	(704,626.00)	1,640,214.00	1,640,214.00	1,640,214.00
Disposal Corp of America	KJV	104,000.00	7,280.00	111,280.00	111,280.00	111,280.00
Ferrick Construction	KJV	9,840.00	105,177.00	115,017.00	115,017.00	115,017.00
Hamada	KJV	264,424.00		264,424.00	264,424.00	258,205.55
Helcrist	Crescent	1,000,150.00		1,000,150.00	1,000,150.00	962,598.00
Helmark Steel	Grossi	15,445,150.00	617,956.00	16,063,106.00	16,063,106.00	15,925,430.00
Helmark Steel	Powell	2,949,850.00	329,990.41	3,279,840.41	3,235,645.60	3,234,978.41
Hispacnic Ventures	KJV	160,000.00	(122,794.00)	37,206.00	37,206.00	0.00
JR Burke	Carney	6,500,000.00	(9,265.06)	6,490,734.94	2,062,881.03	6,490,734.94
Manna Supply	Rite-Way	500,000.00	(225,600.50)	274,399.50	164,639.70	274,399.50
MB Construction	KJV	993,750.00	26,770.00	1,020,520.00	1,020,520.00	991,836.66
MB Construction	Carney	2,400,000.00	1,026,889.26	3,426,889.26	3,426,889.26	3,426,889.26
Merchant Construction	KJV	2,700,000.00	33,418.00	2,733,418.00	2,733,418.00	2,733,418.00
MJK Electrical	Rite-Way	500,000.00	(163,069.20)	336,930.80	336,930.80	320,080.76
New Age	Rite-Way	300,000.00		300,000.00	180,000.00	300,000.00
PBA Construction	Crescent	727,580.00		727,580.00	727,580.00	363,615.00
PBA Construction	Helcrist/Cres	487,990.00		487,990.00	487,990.00	449,240.00
Pioneer Contracting	KJV	775,000.00	(43,957.00)	731,043.00	731,043.00	298,325.93
Powell Steel	KJV	9,904,698.00	1,995,862.00	11,900,560.00	8,664,914.40	11,751,725.90
Scotlandyard Security Services	KJV	350,000.00		350,000.00	350,000.00	337,893.40
SJA Construction	Carney	692,514.00		692,514.00	692,514.00	692,514.29
SJA Construction	Burke/Carney			4,427,853.91	4,427,853.91	4,427,853.91
SJA Construction	Case/McK	1,563,000.00	105,348.39	1,668,348.39	1,668,348.39	1,668,348.39
Specialty Steel	Carney	49,513.43		49,513.43	29,708.06	49,513.43
US Lumber	Carney	547,357.12	138,679.12	686,036.24	411,621.74	686,036.24
YCP	Accord	170,000.00	22,157.00	192,157.00	192,157.00	184,620.00
		58,850,071.55	3,580,508.42	66,858,433.88	58,023,650.29	65,363,229.52

Supplier, 60%
Minus WMBE tier subs

Prepared by ABauer 6/22/2010

PA Convention Center Expansion Renovation				
Contract 1, Superstructure				
		Original		
Base Bid:	$ 154,893,000	**October 17, 2008**		
Current Contract Value	$ 165,719,495			
		MBE	**WBE**	**TOTAL**
Scotlandyard Security	KJV	$ 350,000		$ 350,000
Disposal Corp of America	KJV	$ 104,000		$ 104,000
Best Exterminating	KJV	$ 30,000		$ 30,000
DeSilvio	Carney		$ 6,000,000	$ 6,000,000
JR Burke	Carney	$ 6,500,000		$ 6,500,000
Helcrist Iron Works	KJV	$ 1,000,000		$ 1,000,000
Hamada	KJV	$ 280,000		$ 280,000
Helmark Steel	KJV		$ 15,445,150	$ 15,445,150
Powell Steel	KJV	$ 9,684,760		$ 9,684,760
Helcrist Iron Works	Grossi	$ 250,000		$ 250,000
Accord	KJV	$ 4,050,717		$ 4,050,717
Manna Supply	Riteway	$ 1,500,000		$ 1,500,000
Bond	KJV	$ 2,088,000		$ 2,088,000
Merchant	KJV	$ 2,700,000		$ 2,700,000
MJK Electrical	Riteway	$ 500,000		$ 500,000
Pioneer	KJV		$ 775,000	$ 775,000
		$ 29,037,477	$ 22,220,150	$ 51,257,627
% of base bid		18.75%	14.35%	33.09%

Prepared by ABauer 6/22/2010

PA Convention Center Expansion Renovation						
Contract 1, Superstructure						
				Current		
Base Bid:	$ 154,893,000			**June 22,2010**		
Current Contract Value	$ 165,719,495	Original Contract Value	Original Contract Value	Adjustments	WBE Current Contract Value	MBE Current Contract Value
		MBE	**WBE**		**TOTAL**	**TOTAL**
Scotlandyard Security	KJV	$ 350,000		$ -		$ 350,000
Disposal Corp of America	KJV	$ 104,000		$ 7,280		$ 111,280
Best Exterminating	KJV	$ 30,000		$ -		$ 30,000
DeSilvio	Carney		$ 2,344,840	$ (704,626)	$ 1,640,214	
JR Burke	Carney	$ 6,500,000		$ (9,265)		$ 6,490,735
Helcrist Iron Works	KJV	$ -		$ -		$ -
Hamada	KJV	$ 264,424		$ -		$ 264,424
Helmark Steel	KJV					$ -
Powell Steel	KJV	$ 9,904,698		$ 1,995,862		$ 11,900,560
Helcrist Iron Works	Grossi					$ -
Accord	KJV	$ 1,118,717		$ 43,108		$ 1,161,825
Manna Supply	Riteway	$ 500,000		$ (225,601)		$ 274,400
Bond	KJV	$ 2,088,800		$ 351,519		$ 2,440,319
Merchant	KJV	$ 2,700,000		$ 33,418		$ 2,733,418
MJK Electrical	Riteway	$ 500,000		$ (163,069)		$ 336,931
Pioneer	KJV		$ 775,000	$ (43,957)	$ 731,043	
		$ 24,060,639	$ 3,119,840	$ 1,284,669	$ 2,371,257	$ 26,093,891
% of base bid		14.52%	1.88%	0.78%	1.43%	15.75%
Additional Minority Subcontractors						
Advantage	Accord	252,000.00		28,827.00		280,827.00
CE Franklin	Accord	14,000.00		0.00		14,000.00
CE Franklin	KJV	2,980,000.00		56,048.00		3,036,048.00
Decision	Rite-Way	926,898.00		(39,209.00)		887,689.00
Ferrick Construction	KJV		9,840.00	105,177.00	115,017.00	
Helcrist	Crescent	1,000,150.00		0.00		1,000,150.00
Helmark Steel	Grossi		15,445,150.00	617,956.00	16,063,106.00	
Helmark Steel	Powell		2,949,850.00	329,990.41	3,279,840.41	
Hispacnic Ventures	KJV	160,000.00		(122,794.00)		37,206.00
MB Construction	KJV		993,750.00	26,770.00	1,020,520.00	
MB Construction	Carney		2,400,000.00	1,026,889.26	3,426,889.26	
New Age	Rite-Way		300,000.00	0.00		300,000.00
PBA Construction	Crescent		727,580.00	0.00	727,580.00	
PBA Construction	Helcrist/Crescent		487,990.00	0.00	487,990.00	
SJA Construction	Carney		692,514.00	0.00	692,514.00	
SJA Construction	Burke/Carney		4,427,853.91		4,427,853.91	
SJA Construction	Case/McK		1,563,000.00	105,348.39	1,668,348.39	
Specialty Steel	Carney		49,513.43	0.00		49,513.43
US Lumber	Carney	547,357.12		138,679.12		686,036.24
YCP	Accord		170,000.00	22,157.00	192,157.00	
Additional Subs		5,880,405.12	30,217,041.34	2,295,839.18	32,101,815.97	6,291,469.67
		3.55%	18.23%		19.37%	3.80%
Totals		29,941,044.12	33,336,881.34	3,580,508.42	34,473,072.97	32,385,360.91
			20.12%		20.80%	19.54%

Prepared by ABauer 6/22/2010

Keating
Pennsylvania Convention Center Expansion Renovation
Contract 2 - General Construction
Job 711.002

MBE & WBE Subcontractor Payments

VENDOR OR SUBCONTRACTOR		Original Value	Amendments	Current Value	PACC Value	Paid to Date
Advantage Contraction	AT Chadwick	14,107,000.00	555,033.00	14,662,033.00	14,662,033.00	11,297,243.04
Angkor	SA Comunale	1,123,000.00		1,123,000.00	1,123,000.00	429,087.60
Aubrey Green Electric	KJV	1,981,909.00		1,981,909.00	1,981,909.00	1,385,383.69
Baumgardner Floor Covering	KJV	2,500,000.00	(149,000.00)	2,351,000.00	2,351,000.00	437,331.70
Best Exterminating	KJV	15,000.00		15,000.00	15,000.00	0.00
Bittenbender	KJV	1,300,000.00		1,300,000.00	1,300,000.00	0.00
Brass Roots	AT Chadwick	1,750,000.00	107,980.94	1,857,980.94	1,857,980.94	818,303.00
CA Weiss	US Roofing	712,512.00		712,512.00	427,507.20	893,183.93
CNS	Mason	2,039,000.00		2,039,000.00	2,039,000.00	1,118,526.02
Delta/BJDS	AT Chadwick	350,000.00	33,782.80	383,782.80	383,782.80	370,578.50
Disposal Corp of America	KJV	714,000.00		714,000.00	714,000.00	459,492.00
Four Leaf	KJV	681,300.00	(153,929.00)	527,371.00	527,371.00	238,481.35
Hamada	KJV	1,027,000.00	10,179.00	1,037,179.00	1,037,179.00	498,858.76
Helcrist Iron Works	Crescent	150,000.00		150,000.00	150,000.00	420,443.00
Hispanic Ventures	KJV	1,935,000.00	(75,534.00)	1,859,466.00	1,859,466.00	297,208.00
Keystone Contractors	KJV	900,000.00	30,562.00	930,562.00	930,562.00	822,437.00
Labov Plumbing	AT Chadwick	110,000.00		110,000.00	66,000.00	87,223.80
Larry McCrae	KJV	8,558,328.00		8,558,328.00	8,558,328.00	8,558,328.00
Manna Supply	KJV	7,180,176.19		7,180,176.19	4,308,105.71	5,862,455.31
Merchant Construction	KJV	12,500,000.00	(538,685.00)	11,961,315.00	11,961,315.00	4,722,219.99
MFP Fire Protection	SA Comunale	600,500.00		600,500.00	600,500.00	305,812.40
MJK Electrical	Gordon	6,000,000.00	164,121.00	6,164,121.00	6,000,000.00	3,984,644.54
MJK Electrical	TCI/Siemens	534,000.00		534,000.00	534,000.00	154,976.71
New Age	Rite-Way	100,000.00		100,000.00	60,000.00	100,000.00
Old Philadelphia	Novingers	229,000.00	27,500.00	256,500.00	256,500.00	109,178.10
PBA Construction	Crescent	3,200,000.00		3,200,000.00	3,200,000.00	1,435,809.00
Poverty Ridge	Lepore	1,163,138.00	(51,804.00)	1,111,334.00	1,097,300.00	314,381.20
Ramos & Associates	KJV	2,900,000.00	(13,286.00)	2,886,714.00	2,886,714.00	148,711.84
S&E Sheet Metal	US Roofing	333,030.43		333,030.43	333,030.43	84,792.84
Scotlandyard Security	KJV	230,000.00		230,000.00	230,000.00	30,551.50
Stelwagon Roofing	US Roofing	400,000.00		400,000.00	240,000.00	194,533.53
Umoja Erectors	Crescent	150,000.00		150,000.00	150,000.00	33,387.00
US Glass and Mirror	KJV	12,755,000.00	536,763.00	13,291,763.00	13,291,763.00	6,537,235.23
		88,228,893.62	483,683.74	88,712,577.36	85,133,347.08	52,150,798.58

Supplier, 60%

PA Convention Center Expansion Renovation				
Contract 2, General Construction				
		Original		
Base Bid:	$ 294,499,000	**October 17, 2008**		
Current Contract Value	$ 308,322,212			
		MBE	**WBE**	**TOTAL**
Scotlandyard Security	KJV	$ 230,000		$ 230,000
Disposal Corp of America	KJV	$ 714,000		$ 714,000
Merchant	KJV	$ 12,500,000		$ 12,500,000
Bittenbender	KJV		$ 1,300,000	$ 1,300,000
Ramos & Associates	KJV	$ 3,100,000		$ 3,100,000
MT Martin	Lepore	$ 3,288,000		$ 3,288,000
Poverty Ridge	Lepore		$ 1,104,000	$ 1,104,000
Bittenbender	KJV		$ 1,464,000	$ 1,464,000
Helmark Steel	KJV		$ 400,000	$ 400,000
PBA Construction	Crescent		$ 1,200,000	$ 1,200,000
Helcrist Iron	Crescent	$ 150,000		$ 150,000
Umoja Erectors	Crescent	$ 150,000		$ 150,000
CA Weiss	US Roofing		$ 712,572	$ 712,572
Stelwagon	US Roofing		$ 445,819	$ 445,819
S&E Sheet Metal	US Roofing	$ 399,000		$ 399,000
Hamada	KJV	$ 1,027,000		$ 1,027,000
US Glass	KJV		$ 13,200,000	$ 13,200,000
CNS Construction	Mason	$ 2,039,000		$ 2,039,000
Four Leaf	KJV		$ 540,350	$ 540,350
Hispanic Ventures	KJV	$ 1,935,000		$ 1,935,000
Hispanic Ventures	KJV	$ 840,000		$ 840,000
Delta/BJDS	AT Chadwick		$ 2,100,000	$ 2,100,000
Advantage	AT Chadwick	$ 14,000,000		$ 14,000,000
Labov	AT Chadwick		$ 105,000	$ 105,000
Larry McCrae	KJV	$ 9,000,000		$ 9,000,000
Manna Supply	Riteway	$ 5,400,000		$ 5,400,000
MJK Electrical	Gordon	$ 6,000,000		$ 6,000,000
Aubrey Green	KJV		$ 2,300,000	$ 2,300,000
		$ 60,772,000	$ 24,871,741	$ 85,643,741
% of base bid		20.64%	8.45%	29.08%

Prepared by ABauer 6/22/2010

PA Convention Center Expansion Renovation						
Contract 2, General Construction						
		Current				
Base Bid:	$ 294,499,000	**June 22, 2010**				
Current Contract Value	$ 308,322,212	Original Contract Value	Original Contract Value	Adjustments	WBE Final Contract Value	MBE Final Contract Value
		MBE	**WBE**		**TOTAL**	**TOTAL**
Scotlandyard Security	KJV	$ 230,000		$ -		$ 230,000
Disposal Corp of America	KJV	$ 714,000		$ -		$ 714,000
Merchant	KJV	$ 12,500,000		$ (538,685)		$ 11,961,315
Bittenbender	KJV		$ 1,300,000	$ -	$ 1,300,000	
Ramos & Associates	KJV	$ 2,900,000		$ (13,286)		$ 2,886,714
MT Martin	Lepore				$ -	$ -
Poverty Ridge	Lepore		$ 1,163,138	$ (51,804)	$ 1,111,334	
Bittenbender	KJV		$ -	$ -	$ -	$ -
Helmark Steel	KJV		$ -	$ -	$ -	$ -
PBA Construction	Crescent		$ 3,200,000	$ -	$ 3,200,000	
Helcrist Iron	Crescent	$ 150,000		$ -		$ 150,000
Umoja Erectors	Crescent	$ 150,000		$ -		$ 150,000
CA Weiss	US Roofing		$ 712,512	$ -	$ 712,512	
Stelwagon	US Roofing		$ 400,000	$ -	$ 400,000	
S&E Sheet Metal	US Roofing	$ 333,030		$ -		$ 333,030
Hamada	KJV	$ 1,027,000		$ 10,179		$ 1,037,179
US Glass	KJV		$ 12,755,000	$ 536,763	$ 13,291,763	
CNS Construction	Mason	$ 2,039,000		$ -		$ 2,039,000
Four Leaf	KJV		$ 681,300	$ (153,929)	$ 527,371	
Hispanic Ventures	KJV	$ 1,935,000		$ (75,534)		$ 1,859,466
Hispanic Ventures	KJV				$ -	$ -
Delta/BJDS	AT Chadwick		$ 350,000	$ 33,783	$ 383,783	
Advantage	AT Chadwick	$ 14,107,000		$ 555,033		$ 14,662,033
Labov	AT Chadwick		$ 110,000	$ -	$ 110,000	
Larry McCrae	KJV	$ 8,558,328		$ -		$ 8,558,328
Manna Supply	Riteway	$ 7,180,176		$ -		$ 7,180,176
MJK Electrical	Gordon	$ 6,000,000		$ 164,121		$ 6,164,121
Aubrey Green	KJV		$ 1,981,909	$ -	$ 1,981,909	
		$ 57,823,535	$ 22,653,859	$ 466,641	$ 23,018,672	$ 57,925,363
% of base bid		18.75%	7.35%		7.47%	18.79%
Additional Minority Subcontractors		**MBE**	**WBE**		**WBE Total**	**MBE Total**
Angkor	SA Communale	1,123,000		-		1,123,000
Baumgardner	KJV		2,500,000	(149,000)	2,351,000	
Best Exterminating	KJV	15,000		-		15,000
Brass Roots	AT Chadwick	1,750,000		107,981		1,857,981
Keystone	KJV	900,000		30,562		930,562
New Age	Rite-Way	100,000		-		100,000
Old Philadelphia	Novingers	229,000		27,500		256,500
MFP Fire Protection	SA Communale	600,500		-		600,500
MJK Electrical	Siemens	534,000		-		534,000
Additional Subs		5,251,500.00	2,500,000.00	17,042.94	$ 2,351,000.00	$ 5,417,542.94
		1.70%	0.81%	0.01%	0.76%	1.76%
Totals		63,075,034.62	25,153,859.00	483,683.74	25,369,671.80	63,342,905.56
					8.23%	20.54%

Prepared by ABauer 6/22/2010

MINORITY BUSINESS ENTERPRISE & WOMEN-OWNED BUSINESS PARTICIPATION

DESIGN TEAM CONSULTANT PARTICIPATION

Contracted Design Team includes the following MBE & WOB Consultants:

Company Name	Service	Contact	Phone	Fax	
Cerami & Associates	Acoustical Consulting	John D. Longman	212.370.1776	212.370.1736	W
Desman Associates	Parking Garage Planning & Design	Norman L. Goldman	860.563.1117	860.563.1118	M
Gedeon GRC Engineering P.C.	Civil Engineering	Rudolf J. Gedeon	516.873.7010	516.873.7011	D
HLB Lighting	Lighting Consultant	Barbara Cianci Horton	212.674.5580	212.254.2712	W
JEM Associates	Food Service Design Consultant	John Egnor	609.645.2222	609.645.2262	S
SiteWorks Landscape Architecture	Landscape Architecture	Annette P. Wilkus	212.255.8350		W
JMV Associates	Permit Expeditor	Jacqueline Velez	718.631.0006		D

W - Woman, M - Minority, A-Disadvantaged, S-Small Business Enterprise, D - Dual

INTRODUCTION

Cerami & Associates is a team of acoustical, audiovisual, and IT design consultants – three areas of expertise working together as one team. Our collective expertise, experience and commitment are all focused on helping our clients make the best decisions for their jobs.

Our experience provides us with the background expertise needed to provide comprehensive acoustical, audiovisual, and IT consulting services on projects of any size or project type. The experience of our project team includes projects such as the Showboat Casino Hotel, Atlantic City, NJ; the Tropicana Casino Hotel, Atlantic City, NJ; the Conrad Casino and Hotel in Istanbul, Turkey, and the Venetian and Palazzo expansion in Las Vegas, NV and the Waterclub at the Borgata in Atlantic City, NJ. We are also currently providing full design services for the Revel Entertainment project in Atlantic City, NJ.

ACOUSTICAL CONSULTING

When the acoustics of a space are unnoticeable, our design is a success. For any type of project, our goal is to achieve a balance between the different factors of acoustical design. What varies, depending on the type of project, is which of these factors is most important to the design. By working with our clients to understand the intended use of the space, we are able to determine the driving factor. We can then provide an acoustical design that is consistent with the proposed use.

AUDIOVISUAL CONSULTING

As audiovisual designers, our responsibility is to lead the audiovisual planning, design and integration process and to be our client's advocate. We help our clients define their project goals, and then design the AV systems to reflect these goals. We incorporate an infrastructure into each project that will allow the system to be adapted to advancing technology. We neither sell equipment nor have affiliations with manufacturers, vendors or contractors. Our recommendations are objective, influenced only by the consideration of meeting our client's project goals.

Our work on a project is not complete until we have tested each system, and we are confident that the installation has been done according to our specifications. More importantly, we are not done until a client is comfortable using the AV systems. A project may be technically well designed, but it is only a success if the client is comfortable with the full functionality of the systems.

INFORMATION TECHNOLOGY

The pace of technological advancement dictates that we strive for maximum flexibility, capacity and standards compliance in all infrastructure design. From the schematic design phase through the construction administration phase and even move-in, Cerami's consulting team works closely with the project design team to achieve a thoroughly designed information technology infrastructure. Whether a client's business is situated in a modular space with a simple network or a multi-story skyscraper with an intricate system network, the same meticulous methodology to design is applied to designing cabling systems, network connections and quick access to wide area networks via broadband utilities.

RECENT HOSPITALITY & GAMING PROJECT EXPERIENCE

44th Street Hotel, New York, NY

Bally's Casino Addition, Atlantic City, NJ

Palazzo at the Venetian, Las Vegas, NV

Venetian Casino Resort and Spa, Las Vegas, NV

George Mason University: Hotel & Conference Center, Washington, DC

Waterclub at the Borgata, Atlantic City, NJ

Revel Resort Hotel & Casino, Atlantic City, NJ

Las Baulas Resort Hotel, Playa de Berwind, PR

Conrad Hotel & Casino, Istanbul, Turkey

Heights Casino, Trinidad, CA

Riverport Center Casino & Hotel, Maryland Heights, MO

Riverport Center Casino & Hotel, St. Louis, MO

Sands Hotel & Casino, Las Vegas, NV

Showboat Casino Hotel, Atlantic City, NJ

Showboat Casino Hotel: Guest Room Suites, Atlantic City, New Jersey

Tropicana Casino Hotel, Atlantic City, NJ

The Standard Hotel, Los Angeles, CA & New York, NY

Le Parker Meridian Hotel, New York, NY

Crosby Street Hotel, New York, NY

The Surrey Hotel, New York, NY

PROJECT
Waterclub at the Borgata
Atlantic City, NJ

ARCHITECT
Bower Lewis Thrower

Cerami provides full service consulting for new hotel tower

The Borgata Hotel Casino and Spa in Atlantic City is one of the largest casinos in the United States. Cerami & Associates recently provided Acoustical, Audiovisual, and IT consulting for the addition of a new 40 story hotel tower with a glass façade. The hotel contains 755 guestrooms and 45 suites, a Conference Center, three pool areas and spa, as well as a lobby retail area.

Our acoustical team provided consulting services to ensure adequate separation & privacy for the guestrooms and suites. In addition, we are detailed surface finish requirements for public spaces to achieve the correct balance between reflective and absorptive surfaces. This enables good speech projection and minimizes the build-up of unwanted noise. HVAC systems serving the new spaces were designed to achieve strict acoustical criteria.

Our audiovisual consultants were responsible for designing a background music system for all public areas, conferencing systems for the hotel's boardrooms and meeting spaces, as well as TV distribution and entertainment systems for all guestrooms and suites.

Finally, we provided an IT Infrastructure including voice, data, Wi/Fi, point of sale and TV system and coordinated the IT Infrastructure systems requirements for space, power, HVAC, fire suppression, empty conduit and grounding to be coordinated with the project architect and MEP engineer.

PROJECT
Venetian Casino Resort
Las Vegas, NV

ARCHITECT
The Stubbins Associates

Cerami and TSA work together to bring Venice to the Strip

In the summer of 2003, Cerami and TSA partnered for the transformation of the classic Las Vegas Sands Hotel and Casino into the new Venetian Casino Resort. The resort, which is comprised of two hotel towers, retail space, ballrooms, restaurants and casinos, is located directly on busy Las Vegas Boulevard, commonly known as the Strip. As such, Cerami provided acoustical design consulting services for the new spaces.

TSA and management at the Venetian identified the resort's new meeting rooms as spaces where a high acoustical standard would be necessary. To ensure that noise and vibration mitigation from surrounding spaces, such as the noise-generating casino and ballrooms, did not create disturbances to groups utilizing meeting space, Cerami worked closely with TSA to review the architectural design and provide specifications. At present, Cerami looks forward to providing further design consultancy to additional spaces at the resort.

We also worked with HKS and the Venetian Resorts in the design of the recently completed 7 million square foot hotel and casino addition.

PROJECT
Time Warner
New York, NY

ARCHITECT
Perkins & Will, Interiors
Kostow Greenwood, Broadcast Architects

Cerami's success at the crossroads of Columbus Circle

Cerami & Associates was selected for the acoustical and audiovisual design of the new Time Warner Center located at Columbus Circle, a building that has garnered national and international repute. The two mixed-use high-rise towers include retail stores and restaurants on the lower floors; offices for Time Warner, Turner Broadcast Sales, and CNN's New York studios in the middle of the tower; the Mandarin Hotel in the north tower; and high-end residential apartments at the top of both towers.

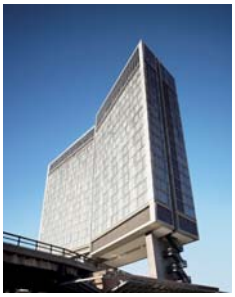
Cerami & Associates was the acoustical consultant for both the base building and the finish-out project. We guided the design of the base building to ensure appropriate sound control between floors. We also established the acoustical criteria for the noise levels from the mechanical systems serving the offices, and the air-conditioning units for the residences. In addition, the mechanical systems have been designed to ensure vibration isolation and minimum noise impact on the neighboring buildings.

For the acoustical finish-out of Time Warner's office space, Turner Broadcast Sales and CNN's New York Studios, Cerami & Associates worked to ensure appropriate noise isolation and speech privacy in offices and conference areas. We evaluated the interior acoustics for all spaces including boardrooms, screening rooms, and the newsroom. We reviewed details for partitions, doors, and ceilings and made recommendations so that these spaces have proper sound and vibration isolation and speech privacy.

The greatest audiovisual challenge in this project was ensuring that all Time Warner family department's rooms are customized according to each room's audiovisual needs, but that are similar enough such that the building as a whole is cohesive. This means that a person from one department can easily use the conference rooms in another department, because the design and control systems are similar.

Our design work included audiovisual systems for boardrooms, conference rooms, training rooms, screening rooms and executive office spaces. The major functionality in these spaces is videoconferencing. Some of the systems are dedicated, and others have portable systems. Whether dedicated or portable, videoconferencing systems enable people from across the globe to have face-to-face meetings, without the time and monetary cost of travel. In addition, the majority of the spaces have multimedia presentation capabilities, with plasma screen displays, and front or rear projection systems. Many of the rooms will also have electronic whiteboards. The notes taken on a whiteboard can be saved to a computer for future editing, either on computer, or on the whiteboard.

The challenge of creating cohesive audiovisual systems for the different departments was addressed through the use of touch screen control panels. These panels are easy to use, and look similar across departments. So even through the equipment may vary, they are controlled the same way.



PROJECT
The Standard Hotel
New York, NY

CLIENT
Polshek Partnership

Acoustical design for luxury hotel that spans the Highline

Cerami & Associates provided acoustical consulting for the Standard Hotel located in Manhattan's Meatpacking District. The hotel's unique design features guestrooms directly above, and the Lobby directly below the Highline, a New York City Park developed on a former elevated freight railroad. Our work encompassed Guestrooms, a Fitness Center, Night Club, Meeting Rooms, Administrative Offices, and support space.

Acoustical privacy between Guestrooms is always a concern in hotels, but especially in one of such luxury standards. We worked to ensure appropriate sound separation between the rooms by specifying a demising wall construction and by making sure that no noise was being emitted through the electrical outlets. Furthermore, the rooms feature floor-to-ceiling windows, and so we reviewed the curtain wall design and provided recommendations for isolating vibration and eliminating noise transmission from the street below. We specified particular details for Guestroom walls where they meet the curtain wall window mullion to ensure adequate room-to-room privacy.

The Fitness Center is located on the 17th floor of the hotel, with Guestrooms directly below. The impact generated from the treadmills, free weights, and weight stacks on strength machines posed a challenge. We faced this with a twofold solution: first, we suggested that rubber mats combined with additional neoprene mounts under the weight stacks be used, and more importantly, we specified a concrete "floating floor" be constructed to absorb the impact.

We recommended a floating floor for the hotel's Night Club as well, which also has Guestrooms directly below it. We ensured that all ceiling and wall mounted speakers and sub-woofers be isolated from the structure to eliminate structureborne noise, and conducted a series of tests with the sound system producing the bass-heavy kind of music to be expected at night.

We found that noise from the chillers was infiltrating the meeting rooms above, which we resolved with changes to the operating conditions, as well as attenuation and vibration isolation.

PROJECT
Hampton Roads Convention Center
Hampton, VA

ARCHITECT
Hellmuth, Obata + Kassabaum

Acoustical and audiovisual design for a flexible convention center

Cerami & Associates provided acoustic and audiovisual consulting services for the new 344,000 square foot Hampton Roads Convention Center in Virginia. The project involves a 91,000 square foot exhibit hall that is dividable into three rooms, two ballrooms, meeting rooms and a high-end boardroom.

For the acoustical design, there were two key issues – sound separation between spaces and control of reverberation time. We considered the variety of different uses and configurations for the rooms, and ensured that the rooms would provide an adequate level of privacy in any configuration. As with sound separation, the challenge in controlling reverberation time in a convention space is that the space is used for a variety of programs, each program with different criteria.

We reviewed the mechanical systems throughout the building, focusing on the equipment selection and location, and the layout of the ductwork. These noise and control solutions were coordinated with the engineering team during design phases.

The exhibition hall, pre-function areas and junior ballroom were designed with monaural ceiling speakers for speech reinforcement and background music. Each space was assigned a zone and treated as an individual presentation space with separate local audio/video controls. The audiovisual wall plates installed in each zone allow for line audio, video/VGA, CATV, and microphone input connections. This allows each space to be more flexible in accommodating almost any event.

The program called for a high-end boardroom, used for more formal meetings and presentations. The boardroom utilized a ceiling-mounted video/data projector. The sound emitted by the video projector is contained within the plenum mount housing. A drop down mirror the size of a 2’ x 2’ ceiling tile is the only part of the component that enters the room, and reflects the projected image onto a wall mounted lower/raise projection screen.

For the divisible meeting rooms, we specified ceiling speakers for speech reinforcement and background music. Recessed wall touch panels provide local control of ceiling speaker volume, microphone input select, line level select, and background music.

PROJECT
The Core Club
New York, NY

ARCHITECT
David J. Spector & Associates

High-end club requires top of the line design work

Cerami recently provided acoustical, audiovisual, IT and security design for the Core Club, a private, high-end club in Midtown Manhattan. The five-story building includes multiple restaurants, bars, and lounges, as well as a fitness center, arcade, Aqua Lounge, private dining room, and a screening room.

Our acoustical consultants were responsible for specifying appropriate background noise levels for all spaces, in addition to providing the construction details of walls and partitions to ensure that those noise levels were met. To remedy noise transmission from the club's kitchen to adjacent dining areas, we worked with the architect to move the kitchen to the first floor of the building. We made specifications for the building's HVAC system, a factor that is of particular importance in noise sensitive spaces. Our steps included adding a resiliently isolated drywall ceiling detail for the appropriate reverberation time to be achieved. This ceiling was mounted on spring hangers to mitigate vibration. Similar steps were taken in the Aqua Lounge, arcade and bars.

Our audiovisual consultants designed and specified a facility-wide high-end music distribution system and a television distribution system with multiple displays. In addition, we designed the private dining room to have presentation capabilities and tabletop audio conferencing. The screening room was equipped with digital video/data projection, surround sound and a remote control system.

Our IT designs included developing voice, data and security networks, racks, hardware, pathways, cabling and cabling infrastructure throughout the entire club. The controls for the IT system were located in the AV/IT technology room. Additionally, we detailed the wireless network system that services the club's computers, in addition to the security specifications required of a private club. This system includes surveillance cameras and video monitors, control systems and intrusion detection and alarm notification.

R E F E R E N C E S

Contact:	Mr. Frederick Schoenfeld The Borgata Hotel & Casino 1 Borgata Way Atlantic City, NJ 609.317.8075
Project:	Waterclub at the Borgata, Atlantic City, NJ Acoustical, Audiovisual, and Information Technology Design

Contact:	Ms. Marianne Gray Revel Entertainment mgray@revelentertainment.com 609.340.0003
Project:	Revel Casino Resort & Spa, Atlantic City, NJ
Services:	Acoustical, Audiovisual, and Information Technology Design

Contact:	Ms. Suzanne Musho Musho Architecture & Design 500 West 37th Street New York, NY 10018 212.560.9139
Project:	The Surrey Hotel, New York, NY
Services:	Audiovisual Technology Design

Empire State Development

March 26, 2010

Re: File Number: 960

Ms. Victoria Cerami
President
Cerami and Associates, Inc
404 Fifth Avenue
New York, NY 10018

Dear Ms. Cerami:

On behalf of New York State Department of Economic Development, Division of Minority and Women's Business Development (DMWBD) has completed its review of your application for State Certification as a Woman-Owned Business Enterprise and has determined that your firm meets eligibility requirements for certification, pursuant to Executive Law, Article 15-A..

We are pleased to inform you that the firm of **Cerami and Associates, Inc** has been granted status as **Woman-Owned Business Enterprise.** Your business will be listed in the State's Directory of Certified Businesses with the following list of principal products or services:

2209 – Engineering – Acoustical **2210 – Audio Visual Consulting**

Certification status is not intended to imply that the State of New York guarantees your company's capability to perform on state contracts, nor does it imply that your company is guaranteed any State business.

Be advised that your certification expires 3 years from the date of this letter or unless you are contacted by this Office for recertification.

Please remember that any changes in your company that affect ownership, managerial and/or operational control, must be reported to this Office within thirty (30) days of such changes; including changes to company name, business address, telephone numbers, principal products/services, and bonding capacity. At such time as it is necessary for your company to be recertified, you will be notified by this office.

If your certification is questioned by any public or private entity, please direct the inquiry to this Office for clarification.

New York State Department of Economic Development
633 Third Avenue New York New York 10017 Tel 212 803 3100
Web Site: www.empire.state.ny.us

Thank you for your cooperation. On behalf of the State of New York, I wish you lúck in your business endeavors, particularly those involving State agencies.

Sincerely,

Scott Munson
Associate Certification Analyst

Cc: Fran Genovesi
Veena Bathija
Raymond Emanuel

PROJECT LIBERTY AT AQUEDUCT

Queens, New York

QUALIFICATIONS

June 18, 2010

FIRM PROFILE

DeSimone Consulting Engineers provides world class structural engineering services to architects, owners and developers. We design some of the most challenging projects in the world's most competitive markets.

Founded in New York City in 1969, the firm has grown now to nine offices worldwide. Located in New York, Miami, San Francisco, New Haven, Las Vegas, Hong Kong, Abu Dhabi, Jeddah and Shanghai, our offices are organized to support our clients around the country and around the globe. To date, we have designed projects in 40 states and 18 countries.

Our firm's breadth and diversity are key strengths that have positioned us to best serve our client needs. DeSimone performs structural analysis and design for all types of buildings at all project phases. The firm has had tremendous success with clients who insist on personal attention and demand timely results.

We are known for creative thinking, for producing extremely efficient designs and for outright innovation. We combine cutting edge technology with seasoned experience to provide professional services unmatched in the industry.

Our approach is process driven, utilizing an open office, collaborative design environment. Communication and responsiveness are key strengths that facilitate our commitment to exceptional service and engender the creation of a better-built environment. Our projects demonstrate the firm's dedication to pursuing and developing superlative structures. DeSimone's desire to continually evolve is what separates and distinguishes the firm from our peers.

SERVICES

Dedicated to the successful execution of program design concepts and the optimization of structural systems, DeSimone has designed some of the world's most recognizable structures. We are interested in new challenges and industry advancement, thus we seek out opportunities that extend our capabilities and distinguish us from our peers. Our breadth of service demonstrates our ongoing commitment to superlative performance-based design. As consulting engineers, DeSimone performs a full-range of structural engineering services for all types of building projects including:

- Structural Design
- Construction Services
- Pre-Purchase/Due Diligence
- Feasibility Studies
- Forensic Engineering
- LEED/Sustainable Design
- Peer Review
- Base Isolation/Damping Consultation
- Performance-based Design
- Risk Assessment/Risk Integration
- Renovation/Preservation
- Specialty Structures

SELECT GAMING EXPERIENCE

Caesars Atlantic City	Atlantic City, New Jersey
Sands Casino Bethlehem	Bethlehem, Pennsylvania
Isle of Capri - Biloxi	Biloxi, Mississippi
Isle of Capri - Bossier	Bossier City, Louisiana
Seminole Coconut Creek Casino	Coconut Creek, Florida
Sycuan Casino	El Cajon, California
Seneca Niagara Casino & Hotel	Niagara Falls, New York
Pala Casino Spa & Resort	Pala, California
Atlantis	Paradise Island, Bahamas
The Plaza Las Vegas	Las Vegas, Nevada
Vdara Tower . CityCenter	Las Vegas, Nevada
Isle of Capri - Lula	Lula, Mississippi
Northern Quest Resort & Casino	Spokane, Washington
Isle of Capri - Tunica	Tunica, Mississippi
Mohegan Sun	Uncasville, Connecticut
Turning Stone Resort & Casino	Verona, New York

DESIMONE

SELECT HOSPITALITY EXPERIENCE

Ritz-Carlton Boston Common	Boston, Massachusetts
Our Lucaya Beach & Golf Resort	Grand Bahama Island, Bahamas
Hartford Marriott Downtown	Hartford, Connecticut
Westin Diplomat	Hollywood, Florida
Four Seasons Hotel & Tower	Miami, Florida
Mandarin Oriental	Miami, Florida
Seville Ritz-Carlton	Miami, Florida
W Hotel South Beach	Miami, Florida
Embassy Suites	New York, New York
Grand Street Hotel	New York, New York
Hotel QT	New York, New York
Ritz-Carlton New York	New York, New York
Sofitel New York	New York, New York
The Standard	New York, New York
W Hotel Times Square	New York, New York
Lowes Portofino Bay Hotel Resort	Orlando, Florida
The Swan Hotel	Orlando, Florida
Marriott Ocean Pointe	Palm Beach Shores, Florida
Sawgrass Marriott Resort	Ponte Vedra Beach, Florida
Harrah's Rincon Hotel & Casino	San Diego, California
Four Seasons Tower	San Francisco, California
Stowe Mountain Lodge	Stowe, Vermont

RACINO EXPERIENCE

Calder Racino	Miami Gardens, Florida
Pompano Park Racino	Pompano Beach, Florida
Aqueduct Racetrack VLT Conversion	Queens, New York
Saratoga Harness Racing Casino Expansion	Saratoga Springs, New York

SELECT FAST-TRACK EXPERIENCE

Trump Plaza	Atlantic City, New Jersey
Caesar's Atlantic City	Atlantic City, New Jersey
MGM Renaissance Pointe	Atlantic City, New Jersey
Sands Casino Bethlehem	Bethlehem, Pennsylvania
Isle of Capri - Biloxi	Biloxi, Mississippi
Isle of Capri - Bossier	Bossier City, Louisiana
Vdara Tower . CityCenter	Las Vegas, Nevada
Isle of Capri - Lula	Lula, Mississippi
Ryder Trauma Center Jackson Memorial Hospital	Miami, Florida
Highland Office Building Jackson Memorial Hospital	Miami, Florida
15 Union Square West	New York, New York
255 East 74th	New York, New York
E-Walk on 42nd Street	New York, New York
The Opal	New York, New York
St. Regis	New York, New York
Visionaire	New York, New York
Island's of Adventure	Orlando, Florida
Atlantis Resort Phases I-III	Paradise Island, Bahamas
Saratoga Harness Racing Casino Expansion	Saratoga Springs, New York
Isle of Capri - Tunica	Tunica, Mississippi
Mohegan Sun Phases I-II	Uncasville, Connecticut

SELECT NEW YORK EXPERIENCE

15 Union Square West

100 11th

455 Central Park West

Archstone Clinton

Brooklyn Law School - Feil Hall

Brooklyn Law School Library Addition

Center for Global Conservation

Chrystie Place

Columbia University Faculty Residence & School for Children

Former Queens Family Courthouse Residences

Gem Tower

HL 23

IAC Headquarters

Lenfest Hall – Columbia University

New Amsterdam Theater

The New School . University Center

NYU Cancer Center

NYU Child Study Center

One York

PS 59 / High School of Art and Design

Ritz-Carlton New York, Battery Park

Riverhouse

Sky View Parc

The Standard

The Verdesian

Trump SoHo

Visionaire

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SHANGHAI	Room 8M, Hengji Building 99 Huai Hai East Road Shanghai 200021, China T. +86.21.5306.6180 F. +86.21.5306.6180

Qualifications Package

Parking Consultant Services for
Resorts World Aqueduct
Ozone Park, NY

DESMAN
ASSOCIATES

QUALIFICATIONS & RELEVANT EXPERIENCE

DESMAN Associates is a nationally recognized industry leader in the planning and design of functionally efficient, attractive and cost-effective parking structures, the development of innovative, cost-effective and durable rehabilitation programs for existing parking garages and other parking/transportation related consulting services to include traffic, management, operations, parking access and revenue control.

DESMAN has experienced people with both professional and practical knowledge in the feasibility, design, construction and financing of multi-level parking development. This experience has been gained through more than 2,500 projects across the country. DESMAN also enjoys a record of delivering the project within budget and on schedule.

DESMAN Associates offers a complete scope of services in the planning, design, forensic engineering, inspection, evaluation, value engineering, bid documents, construction administration, project management, and has been retained by many Owners and contractors to resolve their disputes. The principals of the firm have an average of more than 30 years experience in the planning, design, investigation, materials testing and restoration of all types of building facilities.

In brief, DESMAN Associates' "in-house" professional services include:

- Master Planning
- Functional Planning/Design
- Supply and Demand Analyses
- Economic and Financial Feasibility Studies
- Development and Zoning Consulting
- Traffic Engineering
- Parking Access & Revenue Control Design and Consulting
- Management/Operations Consulting
- Architectural Design
- Structural Engineering
- Restoration Engineering

DESMAN's involvement in parking projects has given us a depth of experience and knowledge in each of the following necessary areas.

- Extensive experience in the analysis of site specific, sector or area wide parking characteristics/needs. Extensive practice in providing professional services for municipal/government clients, higher education facilities, medical institutions, office, retail, entertainment, mixed use and residential projects.

- Many projects include both public and private sector involvement given today's development opportunities. DESMAN has assisted our clients in developing legal arrangements, methods of financing, subsidizing and alternate sources of revenue to satisfy the needs and requirements of both the public and private interests.

- Wide-ranging experience in performing parking analyses to determine improvement locations, appropriate land area/site dimensions, traffic impact, pedestrian concerns and planning and zoning compliance. In addition to analyzing the massing elements, we have addressed aesthetic criteria in order to blend with the surrounding environment including many historic surroundings.

- Knowledge of the countless geometric configurations for a parking facility and the limitation of each in terms of traffic flow capacity. We have developed and pioneered many of the layout techniques being used today for facilitating peak period traffic volumes.

- Inclusion of ground floor or air rights development has been integrated in many DESMAN design projects to provide supplementary revenue and to create pedestrian activity.

- Understanding of parking dimensions (the combination of stall width, bay width and parking angle) and their relationship to economy and level of convenience.

- Knowledge of parking operations and the access and revenue control equipment performance. The amount of revenue involved, the level of convenience to be provided, the different types of customers and the operating capacities on the adjacent streets are some of the factors considered in determining the method of operation and type of equipment to be used. These factors are taken into account in the design of the facility and the eventual preparation of a facility operations manual.

- Knowledge of structural systems and their effects on economy, appearance, usability and maintenance characteristics for a facility, given its geographical location. The most economical system may not be acceptable in terms of meeting an owner's requirements relating to other criteria, and through an unbiased position, we are able to help the owner in this evaluation.

- Knowledge of causes of deterioration in parking structures and effective preventive measures are incorporated in an effective and comprehensive maintenance manual developed for the Owner.

FUNCTIONAL DESIGN

Even as parking planners, designers and consultants, DESMAN fully understands that parking is not the highest and best land use. For that reason alone, it is of the utmost importance that parking improvements are functionally efficient and operational based upon the desired level of service for the garage patrons. Even aesthetically pleasing architecture and superior construction quality cannot overcome a facility that is functionally inefficient or operates poorly.

A structured parking facility is more than just a collection of concrete, mortar, cladding and other building materials. Figuratively speaking, a parking garage is like a pair of book ends in that it may be someone's first and last experience or impression in their travel to and from their desired destination. It may also be a statement that may create or reinforce a positive or negative experience by those who utilize it whether on a regular or occasional basis.

Structured parking facilities must be responsive to the various user types along with their arrival, departure and travel patterns for both vehicles and pedestrians. DESMAN carefully considers the individual and collective parking requirements for the various user or users of a facility or facilities to ensure functional parking facilities that are successful in providing the garage patrons a seamless transition to desired destination points reinforcing a positive experience.

As one may imagine, there are many important factors or considerations as part of the functional design of a structured parking facility. Some of these are as mundane as clearance heights, way finding and information systems, lightning protection and snow removal for example. From a broad perspective, some considerations include:

- Master plan concept
- Mix of parking users (i.e. employees, retail customers, residents, visitors, etc.)
- Peak parking occupancies
- Set aside parking areas, nesting and assigned if applicable
- Existing design constraints
  - Size
  - Parking geometrics/ramping
  - Entrances/exits
  - Ramp capacities
  - Revenue/access lane capacities and location(s)
- Basic structural grid
- Basic floor-to-floor heights

More specific considerations also include:

- *Vehicle ingress*
  - number of entrance lanes
  - ramping methods, slopes and locations
- *Internal traffic flow on each floor*
  - ramping methods, slopes and locations
  - search and find patterns and flow capacities
  - exit patterns and flow capacities
  - self-parking and valet parking
  - provisions for the phased integration of site parking
- *Parking geometrics*
  - bay and aisle width
  - parking angle
  - stall width
  - handicap/ADA accessible stalls
  - general floor-to-floor clear height requirements
- *Vehicle exiting*
  - ramping method, slopes and location(s)
  - exit location(s) including future connector locations if appropriate
- *Pedestrian routes/facilities*
  - accessible spaces and routes
  - pick-up/drop-off areas
  - self park/attendant park areas

- stair/elevator core locations and orientations
- life safety travel distances

- *Ease of negotiated turns*
- *Minimizing choices to facilitate driver orientation*
- *Selection of proper ingress/egress points*
- *Capacity of ingress/egress points*
- *Adequate queuing reservoir space*
- *Identify and reduce traffic friction and conflicts on site*
- *Minimize conflicts with vehicles and pedestrians*
- *Consideration for future expansion of the facility or facilities if appropriate*

There are also many other considerations such as aesthetics, safety, security, accessibility and integration into the surrounding environment to name a few. A well conceived and designed facility provides a delicate balance of the aforementioned can be achieved while meeting the programming requirements and our Client's specific needs.

DEPTH OF EXPERIENCE & ABILITY TO PERFORM

DESMAN is a specialist in every aspect of parking, including functional planning, design, restoration engineering, and consulting for maintenance, operations and revenue control. DESMAN knows by experience that every new design and parking garage expansion project will ultimately touch on issues relating to each of these areas. We have planned and designed over 1,500 garages and provided the condition assessment and restoration engineering for over 1,000 garages, including any number of various structural types such as conventionally reinforced concrete, structural steel, filigree, post-tensioned concrete and pre-cast concrete.

DESMAN has also been involved in numerous new design and parking expansion projects for corporate campuses and facilities, some of which include pharmaceutical companies. Some of these projects are mixed use facilities with the potential for future expansion that incorporate design flexibility.

DESMAN also has significant experience with the various types of project delivery methods as well including design/build, Construction Manager-at-Risk (CMAR) and conventional/traditional design/bid/build methods

Additionally, we are very active in planning and designing parking improvements in the State of New Jersey and the metropolitan New York area. Our statewide experience keeps us in tune with market conditions, emerging construction techniques along with the various building codes and seismic standards. Throughout the design process, value engineering will be applied against creative solutions to ensure the project satisfies program requirements and budget restraints.

MIXED USE & SPECIAL EVENT PROJECT EXPERIENCE

In recent years, many structured parking facilities have also incorporated retail or other mixed use or special event facilities as part of the program requirements. We have worked for and coordinated with municipalities, public agencies and private development firms in conjunction with the development of municipal parking facilities in urban settings and redevelopment areas. As a result of this extensive experience, we have gained in-depth knowledge of the operational and functional requirements of municipal, mixed use and commuter parking facilities. It is of the utmost importance that considerations be given as to the user types for a proposed garage facility in developing various design options. DESMAN carefully considers the individual and collective parking requirements for the various users of a facility which helps to ensure a functional parking facility that is successful in providing a seamless transition to desired destination points reinforcing a positive experience.

CAPABILITY TO COMPLETE PROJECTS WITHIN AN ESTABLISHED BUDGET

DESMAN Associates prides itself in providing detailed services in the design phase of projects, which, in turn, results in construction costs typically below project budgets. Given our extensive experience in the industry, and the national diversity of design projects completed, we have created a library of construction costs and budgets, when combined with value engineering and structural cost comparisons, results in under budget projects. The DESMAN approach is one that concentrates on details and Owner needs during the design phase, thereby diminishing the probability of change order requests during construction. The thoroughness of our plans and specifications has been credited by many construction managers as the reason they were able to provide very competitive bids.
Our level of activity in the local area in conjunction with our library of construction costs provides us with the distinct ability to accurately estimate construction costs and scheduling/delivery for proposed garage improvements throughout New Jersey and the metropolitan New York area

PARKING OPERATIONS EXPERTISE

The construction of a parking garage on an existing surface parking lot or the expansion of an existing parking facility usually bring disruption to the Owner's parking operations, especially during the construction process. These include noise, dust, loss of parking capacity, interruption of pedestrian and vehicular traffic flow, space constraints and general inconvenience to parking users, etc. DESMAN has been faced with one or more of these issues on many new design and expansion projects.

In looking at operations, DESMAN considers the safety of the employees, patrons and pedestrians. We also consider noise and dust levels. DESMAN will require that barriers and protection are put up and the work is scheduled accordingly.

DESMAN also looks at the traffic flow interruption and develops phasing schemes in working as a Team with Clients in order to meet their specific needs and goals. DESMAN always looks to minimize the inconvenience to all people involved whether they are frequent or casual users. We have learned through our extensive experience how to successfully alleviate these conditions by developing special construction phasing techniques helping to minimize the impact to the patrons during the construction period.

Serious considerations must be given as to how the parking demand will be met during the construction phase of the new design or expansion project. The mitigation of the temporary shortfall may be handled through construction phasing schemes and/or the provision of off-site parking and a shuttle services for students, employees and visitors, etc. DESMAN works closely with our Clients in developing a solution to the temporary loss of parking during the

construction period.

Consideration must also be given to the operations of other structured parking facilities within the parking system and whether or not incorporating similar procedures is beneficial in meeting the specific needs of the new facility. In the selection of an appropriate revenue control system, various options may be considered such as metered or multi-space metered parking, pay and display, pay on foot, automated or attendant parking. There are a number of considerations in the selection of the most appropriate or beneficial system including enforcement, operational budgets and accountability.

LONG-TERM DURABILITY SPECIALISTS

Demonstrated success in the design and repair of garages since the 1970's and the design of new garages for over 30 years has provided members of DESMAN's staff with the opportunity to gain the expertise to evaluate and specify the use of the latest proven products, materials and construction techniques in the design and restoration of parking garages. As an example, our specifications include only those materials which meet the most stringent and applicable testing standards in the parking industry and are adapted to locations where environmental and/or VOC requirements are stipulated. Specific detailing is included in our new design drawings to ensure longevity and extend the life expectancy of the structure. In addition, DESMAN is an active member in a number of parking and construction-related industry organizations that make it their business to increase the base of knowledge on structural durability criteria for garages. These include such organizations as the National Parking Association (NPA), International Parking Institute (IPI), American Concrete Institute (ACI), Pre-stressed Concrete Institute (PCI), etc.

Our technical and material experts are familiar with the many varieties of corrosion control measures such as waterproofing membranes, expansion joints, the use of epoxy coated rebars, sealers and corrosion inhibitors, etc. that have been tested in the field over their life expectancy periods. We are also familiar with their adaptability and appropriateness for each type of structural system. Every effort is made in both new design and restoration projects to ensure a superior concrete design with additives that would control the strength, permeability and shrinkage, etc.

Through our extensive experience in both the new design and restoration of concrete structures, DESMAN realizes the importance of providing design features, especially in the Northeast, Upstate New York, Midwest regions and in coastal areas as well, to counteract and minimize maintenance/repairs due to the harsh climactic exposures such as temperature and moisture extremes and the weathering effects of salts/chlorides. A Client deserves and should expect the latest thinking and technology to effectively increase the durability performance on their garage. DESMAN will provide it.

PARKING PLANNING AND CONSULTING

DESMAN also offers an extensive number of other "in-house" parking related consulting services such as:

- Master Planning
- Functional Planning/Design
- Supply and Demand Analyses
- Economic and Financial Feasibility Studies
- Development and Zoning Consulting
- Civil & Traffic Engineering
- Parking Access & Revenue Control Design and Consulting
- Management/Operations Consulting

DESMAN's other "in-house" financial and management related consulting services also include:

- Project Cost Estimating and Financing Strategies
- Facility and System Debt Service and O/M Cost Estimates
- Parking Revenue Bond Feasibility Studies
- Facility and System Revenue Projections
- Revenue Enhancement and Cost Saving Strategies
- Facility and System Historical Financial Performance Analysis
- Facility and System Operations Evaluations
- Market Studies and Rates Surveys
- Parking Asset Acquisition Analysis
- Owner's Agent/Program Management
- Facility and Program Staffing Plans and Strategies
- Establishment, Restructuring and Assessments of Parking Organization Structures (Parking Departments, Parking Authorities, Enterprise Funds, etc.)
- Project and Program Implementation Planning & Budgeting
- On-Street Parking System Planning and Management
- Parking Services Contract Advice and Recommendations
- Legislation and Regulatory Recommendations
- Parking Tax Policies and Practices

Our extensive expertise in these areas enables us to provide our Clients with a holistic approach in providing them with practical meaningful and economical solutions to their parking planning, design and restoration needs.

Public and private entities throughout the country have begun to realize the role that parking plays in development, growth and land planning. Increasingly, these entities both large and small have created parking departments, boards, or authorities that can coordinate parking management and planning efforts to support public and private sector development goals. DESMAN has worked with a number of higher education, health care, municipal and other public sector clients in the evaluation and formulation of public parking policy, program management, project financial feasibility and facility development strategies to support growth, development and vitality. Where parking operations have struggled to address escalating parking demand caused by urban revitalization, we have produced practical parking facility development strategies that respect economic realities of both the client and the marketplace.

Where public parking operations have struggled to address escalating parking demand caused by urban revitalization, we have produced practical parking facility development strategies that respect economic realities of both the client and the marketplace.

Parking Operations and Management

Parking management is an interrelated web of strategies and tactics that are formulated to meet certain goals and objectives for a parking system. The first step is to define the goals. Once this is accomplished, parking and transportation system management strategies can be devised to meet the goals. The goal setting process affects the parking management and organizational structure. For example, where each user group is directed to park, the signage system, the fees for parking, revenue and access control equipment needs, the functional design of parking facilities, strategies to redistribute the parking population, and strategies to gain/optimize parking supply.

Organizational Structure

The organizational structure of those that manage the parking system is crucial to meeting its goals and objectives. There are some that say that the parking management structure most often dictates what the parking system looks like and how well it functions. Poorly crafted organizational structures are generally characterized by the parking system's inability to meet basic performance objectives such as safety, fairness, fiscal controls or cleanliness. They are also unable to portray a good public image, properly apply global parking management strategies, provide high quality structural maintenance, and address capital improvement needs and control parking related processes. Well-crafted organizational structures establish budgets that correlate to parking system goals, set rates that are compatible with goals, control related processes, and set aside revenue for ongoing maintenance requirements and capital improvements.

Depth of Experience

Many of our key personnel have direct hands-on experience in the management and operation of both public and private-sector parking facilities and comprehensive parking system programs. Collectively, members of our Studies and Planning Group have over 30 years of total public sector experience. This expertise has enabled us to provide municipalities with consulting services in outlining the advantages and disadvantages with the formation of parking utilities and parking authorities, establishing management policies and procedures and in developing an integrated revenue control system at the forefront of innovation and technology. Additionally, this experience enables us to provide practical and meaningful solutions as we understand the interrelationships of the various groups and departments that are part of municipal governments.

DESMAN
ASSOCIATES

REPRESENTATIVE LIST OF CASINO PARKING FACILITY PROJECTS

PROJECT	CARS	LOCATION
MGM Foxwood's Casino	2,900	Ledyard, CT
Harrah's / Player's Casino	1,600	Maryland Heights, MO
Harrah's Casino	600	Shreveport, LA
Harvey's Casino	1,600	Council Bluff, IA
Pavilion – Blue Chip Casino	3,000	Michigan City, IN
Caesar's Riverboat Casino	2,400	Elizabeth, IN
Potawatomi Indian Nature	3,300	Milwaukee, WI
Trump Casino	1,900	Atlantic City, NJ
Resorts Hotel and Casino	6,000	Atlantic City, NJ
Trump Taj Mahal Addition	3,500	Atlantic City, NJ
Golden Nugget	700	Atlantic City, NJ
Harrah's Casino	2,500	Joliet, IL
Caesar's Transportation Center	2,300	Atlantic City, NJ
Isle of Capri	1,900	Biloxi, MS
Isle of Capri	5,600	Lula, MS
Isle of Capri	2,500	Bossier, MS
Isle of Capri	3,000	Pine Hills, MS
Mohegan Sun	1,200	Uncasville, CT
Blackhawk Casino	3,000	Blackhawk, CO
Trump Marina Casino	2,200	Atlantic City, NJ
Horseshoe Casino	1,500	Council Bluff, IA
Confidential	4,500	California
MGM Grand	9,000	Atlantic City, NJ
Plainridge Racecourse	1,500	Plainville, MA

DESMAN
ASSOCIATES

REPRESENTATIVE LISTING OF NEW YORK CITY PROJECTS

PROJECT	SERVICES	LOCATION
Harlem Hospital Parking Garage & EMS Facility, 2008	480-cars	New York, NY
New York City Dept. of Education, on-going	Inspection	New York, NY
527 Madison Avenue, 2001	Inspection	New York, NY
City of New York Board of Education Division of School Facilities, 2000	Conditional Survey	New York, NY
Lincoln Center for the Performing Arts, 2004 & on-going	Restoration	New York, NY
Park Avenue Tower, 2000	Inspection	New York, NY
New York Presbyterian Hospital Residential Buildings, 2000 – 2002	Inspection	New York, NY
United Nations, Continual Contract	Restoration	New York, NY
Worldwide Plaza, 2003	Restoration	New York, NY
99 Hudson Street, 2008	Inspection	New York, NY
173 West 78th Street, 2010	Inspection	New York, NY
The New York Hilton & Towers, 2004	Restoration	New York, NY
Parking Supply and Demand and Feasibility Study City College of New York City of New York, 2006	Study	New York, NY
World Trade Center – Vehicle Security Vehicle Security Center & Bus Parking, 2007	Value Engineering Charrettes	New York, NY

DESMAN
ASSOCIATES

REPRESENTATIVE LISTING OF SPECIAL EVENT PROJECTS FOR PLANNING, DESIGN AND PARKING CONSULTING SERVICES

PROJECT NAME	LOCATION
Blackhawk Casino	Blackhawk, CO
Adraien's Landing	Hartford, CT
Mohegan Sun	Uncasville, CT
Harvey's Casino	Council Bluff, IA
AMC Cinema	Hollywood, FL
McCormick Place Convention Center Hotel	Chicago, IL
Soldier Field Lake Front Millennium Garage	Chicago, IL
Harrah's Casino	Joliet, IL
Operational/Traffic Study for Caesars Indiana Riverboat Casino	Elizabeth, IN
Operational Study for Kentucky Center of the Arts & Riverfront	Louisville, KY
Harrah's Casino	Shreveport, LA
Baltimore Civic Arena	Baltimore, MD
Parking Master Plan for Orioles Ballpark at Camden Yards	Baltimore, MD
University of Maryland Arena	College Park, MD
Parking Operational Study for Auditorium Plaza Garage	Kansas City, MO
Harrah's / Player's Casino Garage	Maryland Heights, MO
Kiel Center Auditorium	St. Louis, MO
Isle of Capri Garage	Biloxi, MS
Isle of Capri Garage	Lula, MS
Caesar's Transportation Center Garage	Atlantic City, NJ
Golden Nugget Garage	Atlantic City, NJ
Resorts Hotel and Casino Garage	Atlantic City, NJ
Taj Mahal Garage	Atlantic City, NJ
Trump Casino Garage	Atlantic City, NJ
Trump Marina Garage	Atlantic City, NJ
Harrison Commons Parking Garage	Harrison, NJ
New Jersey Devils Parking Garage	Newark, NJ
Yankee Stadium Parking Master Plan	Bronx, NY
Shea Stadium Parking Master Plan	Flushing, NY
Lincoln Center for the Performing Arts	New York, NY
Civic Center and Hotel	Poughkeepsie, NY
Onondaga County Convention Center Garage	Syracuse, NY

DESMAN
ASSOCIATES

REPRESENTATIVE LISTING OF SPECIAL EVENT PROJECTS FOR PLANNING, DESIGN AND PARKING CONSULTING SERVICES

PROJECT NAME	LOCATION
Jacobs Field & Gund Arena Gateway On and Off-Site Garages	Cleveland, OH
Severance Hall at Case Western Reserve University (CWRU)	Cleveland, OH
Providence Convention Center	Providence, RI
Old Dominion University Convocation Center	Norfolk, VA
Richmond Coliseum	Richmond, VA
Operations Study for Madison Campus at University of Wisconsin	Madison, WI
Potawatomi Indian Casino	Milwaukee, WI
Foxwoods Casino	Ledyard, CT
MGM Grand Casino	Atlantic City, NJ

THE COUNCIL

NY and NJ Minority Supplier Development Council

THIS CERTIFIES THAT

DESMAN, Inc. dba Desman Associates

Has met the requirements for certification as a bona fide Minority Business Enterprise as defined by the National Minority Supplier Development Council, Inc.® (NMSDC®) and as adopted by the NY and NJ Minority Supplier Development Council

****NAICS Code(s): 541310 ; 541330 ; 541990**

****Description of their product/services as defined by the North American Industry Classification System (NAICS)**

08/04/2009
Issued Date

NY0837
Certificate Number

09/30/2010
Expiration Date

Lynda Ireland, President, NYNJMSDC

By using your assigned (through NMSDC only) password, NMSDC Corporate Members may view the original certificate by logging in at: http://www.nmsdc.org.

An affiliate of the National Minority Supplier Development Council, Inc.® (NMSDC®)

Empire State Development

The hereto named firm is designated a

MBE

by the

Division of Minority and Women's
Business Development

Desman Inc.

New York, NY

DIRECTOR

CERTIFICATION ANALYST

1470- 2007

CERTIFICATE NUMBER

08/24/2010

EXPIRATION DATE

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Empire State Development

March 5, 2010

Mr. Giri Chhabra, *President*
Desman Inc. (d/b/a Desman Associates)
49 West 37th Street, 5th Floor
New York, NY 10018

File No. 01470

Dear Mr. Chhabra:

On behalf of New York State Department of Economic Development, Division of Minority and Women's Business Development (DMWBD) has completed its review of your verification form for State Certification as a Women-Owned Business Enterprise and has determined that your firm continues to meet eligibility requirements for certification, pursuant to Executive Law, Article 15-A.

We are pleased to inform you that the firm of **Desman, Inc.** will continue to be granted status as a **Minority-Owned Business Enterprise.** Your business will continue to be listed in the State's Directory of Certified Businesses. Your business will be listed in the State's Directory of Certified Businesses with the following list of principal products or services:

0638 – Engineering, Structural
0023 – Architects
2418 – Architects
0765 – Engineering, Mechanical
0241 – Engineering, Consultant
2328 – Engineering, Construction
0922 – Cost Engineering
2027 – Feasibility Studies
2352 – Project Administration
0501 – Project Management
0602 – Site Development Consultants
0947 – Technical Consulting Services
2538 – Construction Consultant
2399 – Green Building Consulting Services
2480 – Green Building Consulting Services – LEED Accredited

Certification status is not intended to imply that the State of New York guarantees your company's capability to perform on state contracts, nor does it imply that your company is guaranteed any State business.

Be advised that your certification **expires 3 years from the date of this letter** or unless you are contacted by this office for **verification or recertification**. Please remember that any changes in your company that affect ownership, managerial and/or operational control, must be reported to this office within thirty (30) days of such changes; including changes to company name, business address, telephone numbers, principal products/services, and bonding capacity. At such time as it is necessary for your company to be recertified, you will be notified by this office.

If your certification is questioned by any public or private entity, please direct the inquiry to this office for clarification.

Thank you for your cooperation. On behalf of the State of New York, I wish you luck in your business endeavors, particularly those involving State agencies.

Sincerely,

Scott Munson
Associate Certification Analyst

New York State Department of Economic Development
633 Third Avenue New York New York 10017 Tel 212 803 3100
Web Site www.empire.state.ny.us

Empire State Development

The hereto named firm is designated a

MBE

by the

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DIRECTOR

CERTIFICATION ANALYST

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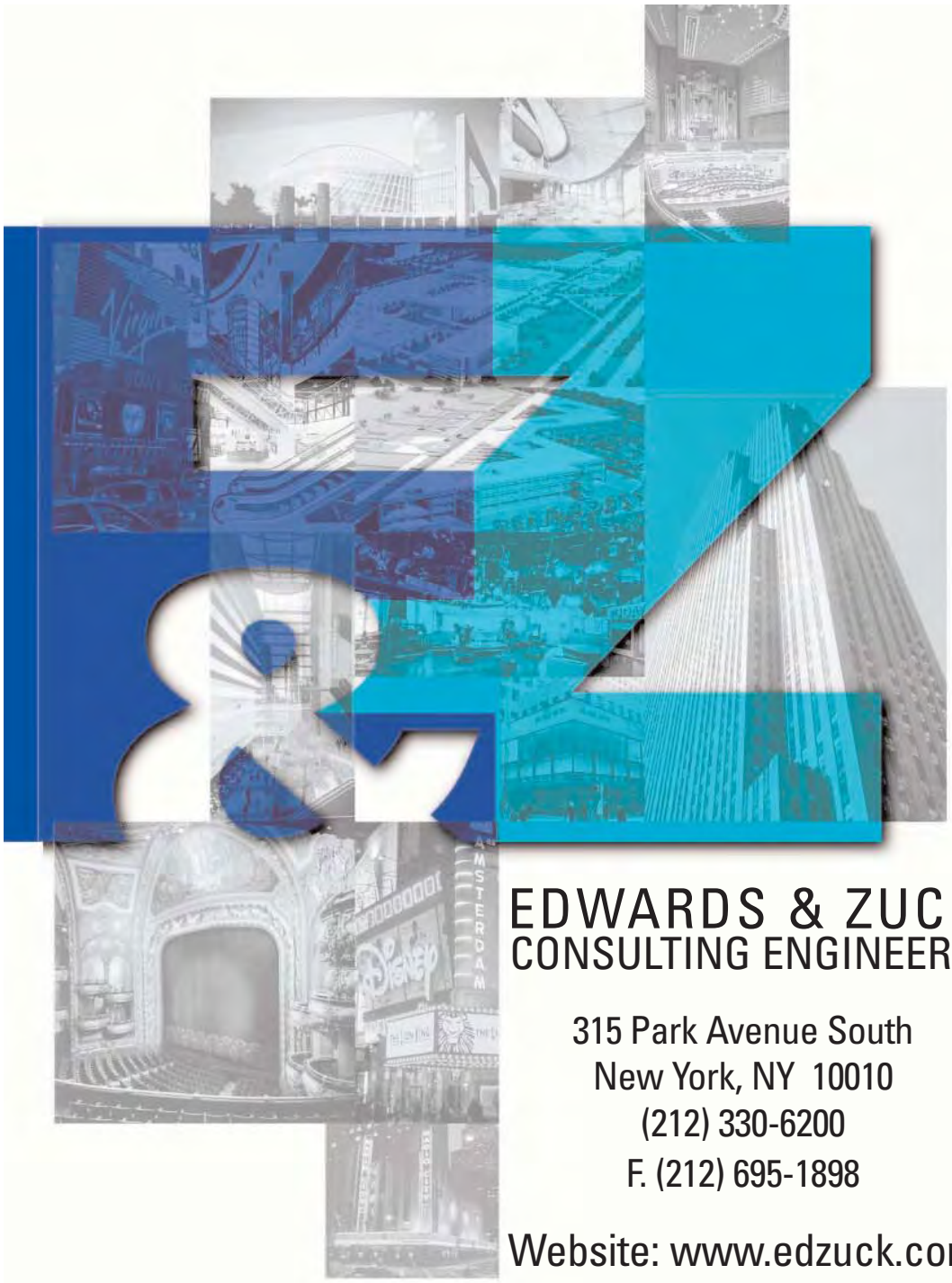

EDWARDS & ZUCK
CONSULTING ENGINEERS

315 Park Avenue South
New York, NY 10010
(212) 330-6200
F. (212) 695-1898

Website: www.edzuck.com

New York Stamford Shanghai

JCJ Architecture
350 5th Avenue, Su 1029
New York, NY 10118

Attention: Mr. William Dow

Re: **Resorts World at Aqueduct Gaming Racino**
Mechanical-Electrical Engineering

Dear Bill,

We are pleased to send you our MEP engineering qualifications to you relative to a new bidder submission for the Aqueduct project.

Hopefully, this letter will serve to highlight Edwards & Zuck's unique qualifications for this project.

E&Z Qualifications

VLT Gaming Experience & Expertise – EZ's has extensive design experience and expertise with VLT gaming casinos. EZ's staff has been responsible for the MEP design of the following VLT gaming projects;

- MGM/NYRA 4500 VLT gaming casino at Aqueduct Racetrack
- Empire City 5500 VLT gaming casino at Yonkers Raceway
- Turning Stone Casino 1800 VLTs
- Monticello Racino 1800 VLTs
- Concord Casino 3500 VLTs

The above New York project experience has allowed EZ to develop a thorough understanding of the OGS review, approval and permitting process, which will be beneficial in securing timely approvals for the project.

Familiarity with Aqueduct Racetrack – EZ has previously designed a 4500 slot VLT gaming casino at Aqueduct Racetrack for MGM/NYRA in 2003. The scope and program of the MGM/NYRA project may be comparable to the scope and program proposed by your client. This project was completely designed and had moved into construction when the project was stopped by MGM. As a result of the previous Aqueduct Racetrack design experience EZ has extensive knowledge of the existing grandstand/clubhouse facility including the original building design plans and detailed dimensioned MEP construction shop drawings.

Gaming and NYRA Racing Utilities/MEP Systems – The gaming and NYRA racing functions will need to cohabitate within the same grandstand/clubhouse building. The complexity of the inter-relationship of utilities and MEP systems between two large tenants within a common building cannot be overlooked. Based on EZ's previous MGM design experience and discussions with NYRA, EZ has developed cost effective gaming facility MEP design solutions, which separates and demarks the gaming MEP systems from NYRA's racing systems, while sharing common utilities. MEP design solutions, which have been previously reviewed and approved by NYRA, will be beneficial to expedite the delivery of the project.

New York City Design & Construction Experience – Design and construction of mixed-use facilities in NYC is unlike the development process anywhere in the US. Although it is likely OGS will be considered the AHJ, the NYC fire department will also have jurisdiction, as they will be the agency responding to a fire and their approval will be necessary to secure a TCO and CO. EZ maintains a good working relationship with FDNY.

Additionally, EZ maintains relationships with the larger NYC based MEP sub-contractors likely to be awarded the project. EZ is quite familiar with MEP trade construction practices and will be able to incorporate NYC MEP trade construction techniques into the Bid/Construction documents.

In closing, we feel our VLT gaming experience plus our knowledge of the site and familiarity with the NYC construction market coupled with our management commitment to the project makes, EZ uniquely qualified to provide MEP consulting engineering services for this most prestigious project.

We would welcome the opportunity to be considered for your team.

If you are interested in our team please call me at (212) 330-6226 to review the project in more detail.

Very truly yours,

EDWARDS & ZUCK, P.C.

Glenn J. Giustino

Glenn J. Giustino, PE.
Principal

Edwards & Zuck

History

The Edwards & Zuck heritage dates back more than 80 years to 1929, when the Krey and Hunt Partnership was originally founded. We have continued this uninterrupted tradition of engineering excellence under our current name, Edwards & Zuck, since 1978. Today we remain ever dedicated to our continuing heritage, servicing a list of international clients, and operating offices in New York, Stamford and Shanghai.

People

Edwards & Zuck is comprised of highly-qualified professionals led by a management team of 9 Principals : Peter J. Sposato-Principal since 1988, Matthew G. Donolli-Principal since 1992, Glenn Giustino- Principal since 2003, Bradley D. Williams- Principal since 2003, Irwin Stumer since 2004, Michael Gervasi-Principal since 2005, Charlie Patti-Principal since 2005, since 2007, Joseph Bartels-Principal and Chris Richichi-Principal. The Managing Director of our Shanghai office is Meng Lun Chen, P.E.-Principal.

Philosophy

Our strength is our hands-on approach to every project. The goal: maintain 'design-intent' in all project phases and assure the highest quality results for our clients. We ensure direct Principal involvement and continuity of lead design personnel from project inception right up to final closeout. These procedures give you the benefit of an individualized response for your project's specific needs.

With every design, we strive to keep an eye on your future. The underlying E&Z design philosophy is to assure that your systems have the most built-in flexibility possible. This allows you the ability to integrate new technologies as they emerge, with minimal re-design investment on your part.

And our history is marked by a dedication to exploring and implementing new technologies, many of which have now become industry standards. Just a few examples: access floor electrification, occupancy sensor lighting, electronic submetering, heat recovery, thermal storage water systems, passive solar heating, and underfloor air conditioning.

Services

We have true breadth in our project experience. It ranges from simple general offices to high-tech financial trading floors; from lecture halls to concert halls; from boutiques to multi-media megastores. And there is also breadth in the scope of services we offer. They range from a comprehensive array of the traditional MEP design disciplines to leading edge sustainable design practices; from cost-conscious Value Engineering to resource-conscious Green Engineering; from a full menu of Evaluations and Report Studies that determine what systems you may need to a dedicated Commissioning and Energy Services Group whose mission is to act as your advocate and assure that all your new systems are installed and operate exactly as intended.

Edwards & Zuck

Corporate Statistics

Edwards & Zuck, P.C. has offices in New York, Stamford and Shanghai

Licensed to Conduct Business In: AZ, CA, CO, CT, DC, DE, FL, GA, HI, ID, IA, IL, KY, ME, MD, MA, MN, MO, NC, NCEES, NE, NH, NV, NJ, NY, OH, OK, PA, RI, TN, TX, VA, WA, WI

Member of U.S. Green Building Council; LEED™ Accredited Professional Certification

Member of the Association of Energy Engineers; Certified Energy Managers (CEM); Certified Building Commissioning Professionals (CBCP); Distributed Generation Certified Professionals (CGCP) and Certified Energy Auditors (CEA) on staff

Principals

- Joseph R. Bartels, P.E.
- Matthew G. Donolli, P.E., ESQ.
- Michael Gervasi, P.E.
- Glenn J. Giustino, P.E.
- Charlie Patti, P.E.
- Chris Richichi, P.E.
- Irwin Stumer
- Peter J. Sposato, P.E.
- Bradley D. Williams, P.E.

Size of Firm	- 50
HVAC	- 20
Electrical	- 16
Plumbing/Fire Protection	- 4
Administration	- 5
CADD Designers	- 5

Types of Consulting Services:

HVAC- Heating, Ventilation & Air Conditioning Systems; Refrigeration and Boiler Plants
Electrical- Motor Controls; Emergency Power Generator Systems
Plumbing- Medical & Laboratory Services; Backflow Prevention Systems
Fire Protection- Dry & Preaction Sprinkler Systems; Wet Sprinkler Systems
Technology- Voice & Data; Building Management Systems, Life Safety, Security
Lease Negotiation- Building & Site Due Diligence Reports; Lease Audit
Energy Services- Computer Modeling & System Simulation; Free Cooling Systems
Building Commissioning Services- Pre-Functional Checklists Development & Review
Building Evaluations- Purchasing; Refinancing
Master Planning & Studies- Feasibility Studies; System & Needs Assessment
Utilities & Infrastructure- Upgrade, Modernization and Retrofit
Sustainable/Green Building Design- Computational Fluid Dynamics (CFD) Analysis, Integrated A/E Building Systems

Financial Stability - Excellent

Insurance- Furnished upon Request

Edwards & Zuck

Consulting Services

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Commissioning Services
- Building Commissioning Services
- LEED® Building Energy System Commissioning Services
- Retro-Commissioning

Electrical
- High, Medium & Low Voltage Electric Distribution Systems
- Motor Controls
- Emergency Power Generation (EPG) Systems
- Uninterruptible Power Supply (UPS)Systems
- Lightning Protection & Grounding Systems
- Lighting Design
- Electronic Submetering
- Computer Room Electrical & Grounding Distribution
- Elevator and Vertical Transportation Systems

Energy Services
- Benchmarking
- Energy Audits
- Energy Modeling, System Simulation & Life Cycle Analysis
- Energy Conservation Designs-New & Retrofits
- Integration of BMS & DDC Controls
- Heat Recovery Systems
- Free Cooling Systems
- Thermal Storage Systems
- Performance Testing of Systems Equipment
- Peak Load, Curtailment and Cogeneration Systems
- Utility Bill Analysis
- Submetering Solutions
- Solar Energy Analysis & Design
- Wind Turbine Analysis & Design
- Rebates & Tax Incentives

Fire Protection
- Fire Protection & Suppression Systems
- Wet Sprinkler Systems
- Dry & Preaction Sprinklers
- Gaseous & Chemical Suppression Systems

Lease Negotiation
- Lease Audit
- Building and Site Due Diligence Reports
- Needs Assessments
- Lease Review of Engineering Provisions
- Lease Drafting Assistance for Engineering Related Items

LEED® Sustainable Design Service
- Building Simulation & Energy Analysis
- Computational Fluid Dynamic (CFD) Modeling
- LEED Certification Analysis
- Geothermal Systems
- Renewable Energy Sources
- IAQ
- Cogeneration and Combined Heat & Power Plants
- Integrated Architectural & Engineering Systems
- High Efficiency MEP Designs
- Black and Grey Water Systems
- Daylighting and Dimming Systems
- Underfloor Air Distribution System
- Commissioning - Fundamental and Enhanced

Master Planning and Studies
- Feasibility Studies
- Life Cycle Studies
- Infrastructure Evaluations
- Due Diligence Reports
- Repair & Restoration of Systems and Equipment
- Replacement & Upgrade of Systems & Equipment
- Capital Expenditures & Budgeting

Mechanical and HVAC
- Heating Systems
- Ventilation Systems
- Air Conditioning Systems
- Refrigeration Plants
- Boiler Plants
- Air Handling & Distribution
- Fluid Handling & Distribution
- Water Treatment Systems
- Computer Room, Clean Room & Laboratory Environmental Systems
- Sustainable/Green Designs

Mission Critical Systems Consulting
- High Availability UPS/Generator Systems
- High Density Cooling Systems
- Green Data Center Design
- Containerized/POD Data Center Design
- Master Plan Studies and Best
- Practices Assessment
- Reliability Studies
- Third Party Reviews
- Energy Analysis and Right Sizing
- Retro-Commissioning and Commissioning

Plumbing
- Hot & Cold Potable Water Systems
- Storm Drainage Systems
- Sanitary and Waste Systems
- Water Treatment & Filtration
- Fuel Storage and Distribution
- Backflow Prevention Systems
- Well Water Systems
- Water Irrigation Systems
- Medical and Laboratory Services
- Gas Distribution Systems
- Compressed Air Systems

Technology Consulting
- Security
- Life Safety
- Building Management System
- Telecommunications

Utilities and Infrastructure Planning for All Disciplines
- Conditions & Capacity Assessment
- Needs Assessment
- Master Planning
- New Designs
- Upgrade, Modernization & Retrofit
- Coordination Planning
- Phasing and Shutdown Coordination

EDWARDS & ZUCK GAMING PROJECT EXPERIENCE

AQUEDUCT

CLIENT:
NEW YORK RACING ASSOCIATION
CONSTRUCTION BUDGET:
$100 MILLION
SCOPE OF WORK:
PARTIAL CONVERSION OF EXISTING RACING FACILITY INTO A GAMING OPERATION TO SUPPORT 5000 VIDEO LOTTERY TERMINALS

ENGINEERING HIGHLIGHTS:

- *New 10MVA, dual contingent substation and network design. 27KV and 5KV underground campus distribution*
- *New 6MW of emergency generators consisting of (3) 2MW outdoor diesel generators*
- *New interior fire alarm system*
- *Complete gaming fitout including HVAC, electrical, fire protection, plumbing and technology*
- *New rooftop air conditioning plant including high energy effciency evaporative condensity units*
- *Designed for phasing sequence to maintain existing racing operation*

YONKERS RACEWAY

CLIENT:
EWING COLE
CONSTRUCTION BUDGET:
$100 MILLION
SCOPE OF WORK:
PARTIAL CONVERSION OF EXISTING RACING FACILITY INTO A GAMING OPERATION TO SUPPORT 5500 VIDEO LOTTERY TERMINALS

ENGINEERING HIGHLIGHTS:

- *New building and conversion of clubhouse*
- *Design of new HVAC systems for existing building and new building addition*
- *Designed for a phased construction program*

Edwards & Zuck

Aqueduct
Queens, NY

Edwards & Zuck was on the team for the partial conversion project for The New York Racing Association's Aqueduct raceway in the Ozone Park section of Queens, NY. The scope of the project was to convert part of the existing racing facility into a gaming operation to support 5,000 video lottery terminals.

The project has been put on hold and will re-emerge as a new project.

Location: Queens, NY
Client: The NY Racing Association
Project Type: Gaming, Infrastructure Renovation, Partial Conversion from racing to gaming

Project Highlights:
- New 10MVA, dual contingent substation & network design smoke purge systems
- 27KV & 5KV underground campus distribution
- New 6MW of emergency generators consisting of (3) 2MW outdoor diesel generators
- New interior fire alarm system
- Complete gaming fitout including HVAC, electrical, fire protection, plumbing and technology
- New rooftop air conditioning plant including high energy efficiency evaporative condensity units
- Designed for phasing sequence to maintain existing racing operation.

Edwards & Zuck

Empire City at Yonkers' Raceway

Yonkers, NY

Edwards & Zuck was retained to design the mechanical systems of thes 5,500 VLT, $240 million racino. The projects' mechanical scope of work included new heating and cooling plants to serve the existing renovated clubhouse and expansion building.

Location: Yonkers, NY
Client: Ewing Cole
Project Type: New Building and conversion of clubhouse, Gaming

Project Highlights:
- 110,000sf of new expansion building
- 275,000sf clubhouse renovation
- Design of new HVAC systems
- Designed for phased construction

Edwards & Zuck

Artist Renderings by Marnell Consulting

Concord Resort & Casino

This project is a mixed-use development consisting of a new Casino Hotel at the site of the Concord Resort at Lake Kiamesha in Sullivan County, New York for Concord Associates/Empire Resorts.

Plans for the Concord-Empire Resorts Hotel and Casino, which forms part of the Concord Resort, call for the construction of a 750-room hotel; approximately 300,000 square feet of casino, ballrooms, meeting rooms, retail, entertainment and other commercial uses. In addition, the Concord Resort is expected to include the development of a 125-room Hotel and Spa; and the reconstruction of the existing golf courses including "the Monster" to be branded by a world-renowned golf course designer.

Location: Sullivan County, NY
Client: Empire Resort/Cappelli Enterprises
Executive Architect: Marnelll Consulting
Size: Approx. 1.8 million square feet
Project Type: Mixed-Use, Hospitality, Casino

Project Highlights:
- 1,200 Rooms & Suites
- 344,000sf of Casino Space
- Food & Beverage
  - *-Dining 24 Outlets*
  - *-Bars-10 Outlets*
- 350 Seat Lounge
- 300 Seat Cabaret Theater
- 10,000 Seat Arena
- 130,00sf of Retail
- 22.000sf Spa
- 28,000sf Pool & Solarium
- 18-Holes Golf Course

Edwards & Zuck

Artist Rendering

Artist Rendering

Artist Rendering

West 57th Street By Hilton Club

Edwards & Zuck adds another Hilton project to its Hospitality portfolio. The project will consist of the new construction of a 28-story structure for the purpose of timeshare units. The project is slated to feature 161 units including Studios, 1-Bedroom Suites, and Penthouses. The guest amenities are projected to include an Owners Lounge, Spa and Outdoor Patio Terrace.

Location: New York City
Client: Hilton Grand Vacations
Architect: HLW International
Size: 131,000gsf

Project Type: Hospitality, Residential, Lobby, Restaurant, Spa/Fitness Center, Security, Telecommunications

Project Highlights:
- 4 Pipe Fan Coil System
- Central Boiler & Chiller Plant
- Aromatherapy System
- Spa Design
- Security Design
- Telecommunication Design

Edwards & Zuck

The Standard

New York, NY

"The Standard" New York, is a 336 room, 4-star hotel, 200,000sf property straddling The High Line railway in the trendy meatpacking district of Downtown Manhattan overlooking the Hudson River.

The project includes a restaurant, bar lounge and lobby lounge, nightclub, meeting rooms, gym pool, spa facilities and a retail component.

Edwards & Zuck personnel understands the speciality needs for a hospitality project. From conceptual inception to construction completion, our hospitality professional engineers contribute their expertise and knowledge.

Location:
844 Washington Street
@ 13th Street
Client: Hotels AB
Architect: Polshek Partnership
Interior Designer: RW2
Size: 200,000sf

Project Type:
Hospitality, Lobby, Restaurant, Retail, Full Service Hotel

Project Highlights:
- Four pipe fancoil unit system, central chilled water & hot water.
- New Con Edison sheet vaults, 3000A electric service
- Life Safety emergency generator
- Outdoor plaza with connection to the High Line
- Central Dimming System
- Central Audio Visual System
- Fully addressable Fire Alarm System

Edwards & Zuck

Renaissance Providence

Providence, RI

Edwards & Zuck is on the design team headed by the architectural firm Brennan Beer Gorman for a $77 million project to turn a landmark Masonic Temple into a Marriott Renaissance full service hotel. This exciting conversion project entails the interior renovation of a nine-story Classical Revival building, in Providence, Rhode Island, across from the State House.

The building has been vacant for more than 75 years, hence will require work on its historic facade. There will also be an eight-story guest room tower addition. The hotel will be connected to the adjacent Veterans Memorial Auditorium Arts and Cultural Center, home of the Rhode Island Philharmonic.

Location:
Providence, RI
Client: Sage Hospitality
Architect: BBG-BBGM
Size: 230,000sf, 272 Rooms
Project Type:
Hospitality, Historic Preservation Landmark, Full Service Hotel

Project Highlights:
- Retaining & restoring the existing primary historic facades
- Rebuild the west wall & Penthouse level
- Rebuild the structure within the existing historic facades with (9) guestroom floors plus (3) subterranean levels including a restaurant & hotel support spaces
- Provide a new (8) story addition to the west of the historic structure containing guestrooms, meeting rooms and banquet facilities
- Convert the area under the V.M.A's auditorium to a ball-room meeting facility for the hotel

Edwards & Zuck

Gansevoort Park

New York, NY

This new 18-story boutique hotel and hotel condominium project, located on Park Avenue, will consist of 250 keys. The ground floor will boast a 10,000sf glass fronted restaurant. The top three floors will be open to the public and will feature bars, a roof deck and a pool.

Location: 414-420 Park Ave South-NYC
Client: Centurion Realty
Architect: SBJG
Project Type: New Building, Hospitality, Lobby, Residential, Restaurant, Retail

Project Highlights:
- 18-Story, 250 Key,
- Ground Floor Lobby & Restaurant
- "Guest Only" Areas
  - *Gathering Space*
  - *Outdoor Deck*
  - *2,000sf Mezzanine Health Spa*

Edwards & Zuck

Smyth Hotel

Hotel and Condominium

This project in the trendy neighborhood of Tribeca in NYC will boast luxury condominiums and a 4-star hotel.

The building's chilled water system will utilize a condenser water cooled centrifugal chiller. The winterized cooling tower and the plate type heat exchanger will provide chilled water for intermediate seasons, making the cooling system available all year round.

Location: New York City
Client: Tribeca Associates
Architect: BBG-BBGM
Size: 100,000 SF
Project Type: New Building - Hospitality, Residential, Lobby, Restaurant, Commercial Kitchen, Fitness Center

Project Highlights:
- 4-Star Hotel w/ 101 rooms
- 15 Luxury Condominiums
- Fully Addressable Class 'A' Fire Alarm System
- Incoming Electrical Service 4000 amp at 120/208V 30 4W
- Building's Heating System will utilize Con Edison steam. The steam plant will generate hot water for fan coil units, perimeter heating and domestic heating utilizing steam to hot water heat exchangers

Edwards & Zuck

Renaissance Square

Ritz Carlton Hotel & Residences

White Plains, NY

Renaissance Square, located at 221 Main Street in White Plains, combines a five star hotel, condo-hotel suites, luxury residences, office space and street level retail space in two glass-enclosed towers.

Edwards & Zuck is proud to have been on the Cappelli Enterprises team for this mixed use project that has contributed to the renewal and revitalization of the City of White Plains.

E&Z designed state-of-the-art systems for this project that boasts a (10) ten-story hotel and (2) two forty-story residential towers.

Location: White Plains, NY
Client: Cappelli Enterprises
Architect: Costas Kondylis & Associates
Size: 1,700,000 Square Feet
Project Type: New Building - Mixed-Use, Residential, Hospitality, Commercial Office , Retail, Parking

Project Highlights:
- (2) 40-Story New Residential Tower totaling 920,000sf
- 4-level below grade, 530,000gsf Parking Garage
- 10-story, 245,000sf Hotel with 150 rooms
- Amenities for the hotel include an indoor pool , conferencing, banquet, and kitchen/restaurant area.
- 19-story office building

Edwards & Zuck

Artist Rendering

Artist Rendering

Artist Rendering

Waldorf Astoria Guerlain Spa

Edwards & Zuck adds another Hilton project to its Hospitality portfolio. This time the project is a new Spa and Fitness Center for the esteemed New York landmark, Waldorf= Astoria. This will be the first Guerlain Spa in North America. The Waldorf= Astoria debuted Guerlain in spring 2008.The 14,000-square-foot facility will be located on the 19th floor. The new Guerlain Spa will boast 19 treatment rooms and will ensure an all-embracing luxury experience for every Waldorf guest .

Location: 301 Park Aveue
New York City
Client: Hilton Hotels Corp
Architect: HLW International
Size: 14,000sf

Project Type: Hospitality, Spa/Fitness Center, Security, Telecommunications, Historical Landmark Building

Project Highlights:
- Spa Design
- Security Design
- Telecommunication Design
- Accoustic challenge for HVAC design to ensure a noise free environment
- Specialized HVAC control system tailored to suit client needs
- Highend Lighting Control Design

Edwards & Zuck

The Muse Hotel

Located in the heart of the newly revitalized Times Square Theater District, The Muse Hotel is a dramatic story in and of itself.

Originally an 12-story office building, Edwards & Zuck designed retrofit and base-building systems to seamlessly create a 17-story, 100-room boutique luxury hotel.

Location:
130 West 46th Street, New York City
Client: Perkins & Will Architects
Size: 130,000sqft
Project Type: Mixed Use, Hospitality, Fire Alarm, Building Infrastructure Upgrade, Lobby

Project Highlights:
- All new infrastructure for the 100 guest rooms, lobby, meeting/conference room and restaurant; electrical distribution panels and risers, air conditioning, central heat, emergency generator
- Guest rooms have individual packaged thru-wall AC units
- Common areas cooled by 150 tons condensed water central units
- New gas-fired hot water heat plant housed on 12th floor roof
- 300KVH emergency generator system

Edwards & Zuck

Discovery Times Square

New York, NY

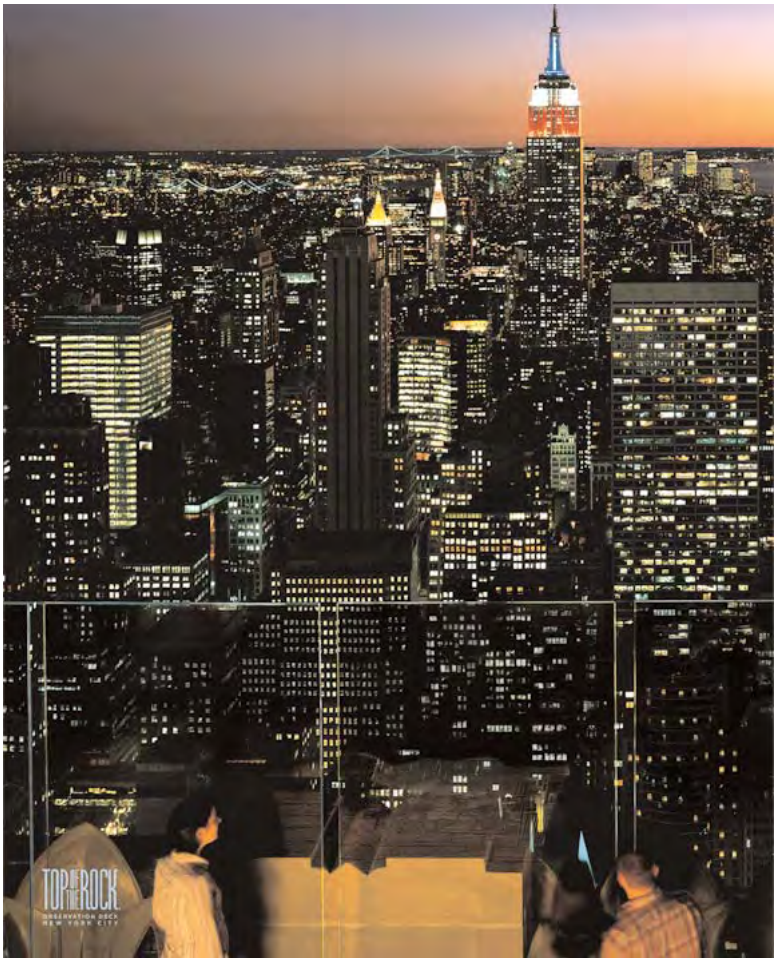
Edwards & Zuck is proud to have been the design engineer for the recently completed Discovery Times Square Exposition (DTX) space located in the heart of Times Square. Housed in the original New York Times Building in the exact location of the original printing presses, the new exhibition hall boasts 60,000 SF of premier space in an industrial setting with state of the art MEP systems for support. DTX has already completed first run events of Lucy's Legacy, Titanic-The Artifact Exhibit, and DaVinci's Workshop to rave reviews. In April 2010, DTX premiers the first ever New York Exhibit of King Tut, with the largest showing of King Tut artifacts ever presented in the US.
The space was designed to comply with the requirements of the AAM Guidelines (Standard Facility report by the Registrars Committee of the American Association of Museums) and has been designed for versatility and flexibility in accommodating the various shows and events. We are proud of our ongoing relationship with DTX.

Client: Running Subway & The Discovery Channel
Architect:: Montroy Andersen DeMarco

Location: West 44th Street New York City
Size: 60,000 square feet

Project Type:
• BMS (Building Management Systems), Entertainment, Fire Alarm, Historic Preservation Landmark, Lease Negotiation

Edwards & Zuck



Courtesy of Rockefeller Center Archives

TOP OF THE ROCK™

OBSERVATION DECK NEW YORK CITY

As seen regularly on the NBC "Today Show" and "Christmas in Rockefeller Center", Edwards & Zuck is proud to have been on the team for this exciting project!

Atop the historic 70-story Rockefeller Center with stunning views of Central Park and other NYC Landmarks, the project includes a total interactive experience relying on intense Audio/Visual systems and technology, interactive 300 person theatre, exhibition spaces, art display areas, automatic cuing and ticketing systems, "people-counters", retail spaces, and Point-of-Sale merchandising stations. The experience culminates in an interactive elevator ride up 69 stories to the roof of 30 Rockefeller Plaza for views of New York City from the observation hall which is fully equipped with catering facilities and technology for private functions.

As the equivalent of a small city, 30 Rockefeller Plaza houses 30,000 daily employees. The challenge of the project rested in its completion without any interruption to these tenants. Many of the major building systems required uninterrupted temporary relocation to allow for demolition and new permanent spaces to be constructed. These system included: upper elevator machine room, upper domestic and fire reserve water storage tanks, concourse kitchen exhaust system, rainbow room kitchen exhaust system and rainbow room air conditioning systems, concourse make-up air systems, upper house power systems, and the entire building toilet exhaust systems.

Client: Tishman Speyer Properties
Architect: Gabellini Associates
Location: 30 Rockefeller Plaza, NYC
Size: 25,000sf interior plus roof decks
Project Type: Building Management Systems, Building Infrastructure Upgrade, Entertainment, Historic Preservation Landmark, Retail, Theater/Music Hall

Project Highlights:
- A new 4160 KV Generator and feeders
- 4160 KV ATS and new risers
- Switchgear and risers to the roof to support the new and existing upper house loads.
- Upper elevator machine room was relocated up one floor in the building while remaining operational to allow exiting to the new deck areas.
- Unique outdoor escalator systems
- All of the upper elevators were upgraded to current technology.
- An electric snow melt system was designed to maintain clear outdoor decks throughout the winter season.
- Unique architectural, lighting, and Audio/Visual designs required creative power distribution schemes and advanced HVAC systems employing in-slab and underfloor distribution systems.

Edwards & Zuck

The Edge

Williamsburg, NY

Edwards & Zuck is part of the team for this large mixed-use project located on the waterfront in the Williamsburg's section of Brooklyn, NY.

"The Edge" situated in this trendy neighborhood is expected to boast a LEED Silver rating from the US Green Building Council. The MEP related features contributing to the expected LEED rating include energy efficient MEP systems, accomplished via critical equipment selection, condenser water pre-heat of domestic hot water, exhaust-air energy recovery systems, increased systems controllability and collaboration with architect for building envelope design assistance. Indoor Air Quality credits were targeted using ventilation controls with air quality feedback loops, high level air filtration and strategic differential air-pressure barriers. Site Impact credits were targeted by the use of green roofs and site storm water retention. Credits also are targeted via use of enviro-friendly refrigerant, water saving plumbing fixtures, enhanced commissioning and environmental tobacco smoke control. Challenging design components include a large indoor/outdoor convertible pool, virtual reality game rooms, a commercial demonstration kitchen and multiple spa and fitness areas.

Location: Brooklyn, New York
Client: Douglaston Development
Size: 1.5 million square feet
Project Type: Mixed-use, Residential, Retail, Security, Telecommunications, Green Sustainable, Fire Alarm

Project Highlights:
- 1.5 million sf of new construction in (5) five buildings
- Residential, amenities, public spaces, garage and retail
- (2) Two low rise rental buildings-300 residential units
- Includes (3) three high rise market rate condominium buildings-700 residential units
- LEED Silver rating from USGBC

Edwards & Zuck

Qualifications

New York Racing Association
Request for Proposals:

Aqueduct Racetrack Redevelopment

Gedeon GRC Consulting
Civil Engineers

Syosset, NY

Firm Overview

INTRODUCTION

Gedeon Engineering, PC, *d/b/a Gedeon GRC Consulting* offers over fifteen (15) years of experience as a full service, professional, *MBE/DBE certified firm.* **Gedeon GRC** has significant experience in site/civil, traffic engineering, roadway design, utilities, MPT, agency coordination. We possess an extensive range of challenging projects in inspection, planning, and design, and our firm is currently working on, or has provided engineering services to a variety of owners/clients in both public and private sectors, for numerous projects, including but not limited to:

- **NYS Department of Transportation**
- **NYC Department of Design and Construction**
- **NYC School Construction Authority**
- **Dormitory Authority State of New York**
- **NYS Education Department**
- **NYC Economic Development Corporation**
- **NYC Department of Transportation**
- **NYC Department of Parks and Recreation**
- **NYC Department of Cultural Affairs**
- **NYC Department of Housing Preservation & Development**
- **NYC Neighborhood Housing Service**
- **NYS Office of Parks, Recreation & Historic Preservation**
- **Suffolk County Department of Public Works**
- **Nassau County Department of Public Works**
- **Town of Babylon - Dept. of Environmental Control**
- **Town of Oyster Bay - Engineering Department**
- **Town of Hempstead - Engineering Department**
- **Village of Port Washington North**
- **General Services Administration**
- **National Park Service**
- **MTA - Bridges and Tunnels**
- **MTA - New York City Transit**
- **Port Authority of New York & New Jersey**
- **Lower Manhattan Development Corporation**
- **US Veterans Affairs Department**
- **Rockland County Department of Public Works**
- **Artspace USA w/NYC Department of Housing Preservation & Development**
- **Bronx Community College**
- **SUNY at Stony Brook**
- **SUNY at Old Westbury**
- **Cornell University**
- **Columbia University**
- **Roosevelt School District**
- **Mount Vernon School District**

We have also worked with various engineering and architectural firms on a variety of projects throughout the tri-state area.

SERVICES

Engineering services we have provided include:

SITE/CIVIL/ DESIGN /TRAFFIC ENGINEERING

SITE/CIVIL DESIGN

- Roadway Design
- Sewer Design and Connection
- Existing Conditions Survey
- Stormwater Management
- Water Main/Trunk Installation
- Sidewalk and Roadside Design
- Utility Relocation and Design
- Grading/Drainage Design
- Maintenance and Protection of Traffic (MPT)
- Parking Planning/Design
- Builder's Pavement Plans
- Exterior Lighting
- Erosion and Sedimentation Control
- LEED Compliance
- Permitting

TRAFFIC ENGINEERING

- Traffic Engineering
- Traffic Signal Design
- Capacity Analysis/Circulation Design
- Corridor Analyses
- Safety Analyses
- Optimization Analysis
- Simulation Studies
- Pavement Markings and Signage Plans
- Data Collection and Review
- Geographic Information Systems (GIS)
- Intelligent Transportation Systems (ITS)

CONSTRUCTION INSPECTION/ MANAGEMENT SERVICES

PRE-CONSTRUCTION SERVICES

- Resident Engineering Inspection Services
- QA/QC Inspections
- Program Development and Evaluation
- Value Engineering/Design Review
- Cost Estimating
- Cost Control and Scheduling
- Constructability Review
- Logistical Analysis
- Bid Analysis
- Multi-Prime Coordination
- Community Outreach

CONSTRUCTION SERVICES

- Construction Management Consulting
- Construction Monitoring
- Construction Support

CONSULTING SERVICES

- Diagnostic Reports
- Contract Review
- Project Evaluation Reports
- Exterior Building Envelope Systems

PROGRAM MANAGEMENT SERVICES

- Facilities Management Consulting
- Facilities Survey and Analysis
- Strategic Planning

STRUCTURAL DESIGN

- Bridge Inspection
- Bridge Design
- Structural Inspection
- Foundation Design
- Wall Design
- Shoring & Underpinning Design
- Coordination with Various Agencies
- Preparation Contract Document

Firm Overview

PROJECT SUCCESS: MANAGEMENT APPROACH & QA/QC

Gedeon GRC's project success is due to our staff's extensive related experience, comprehensive project management expertise, as well as a proven track record of success.

Management Approach: We have successfully completed similar assignments by applying these simple principles. Our managerial approach involves:

- **Determining and responding to the specific needs of our clients for each assignment**
- **Ensuring timeliness—vital to any project**
- **Maintaining open lines of communications, both internally and externally**

Quality Assurance/Quality Control: In order to implement these goals, we utilize a management style that not only provides the client with a single point-of-contact, but also incorporates an internal system of "checks and balances" so that key members of our staff can monitor all aspects of the project, including schedule and budget.

The quality of the product is enhanced through an internal review process that assembles the best experience of our organization and puts it at the service of the individual project manager.

PHILOSOPHY

Our firm's philosophy focuses on:

Personalized Attention
We take a customer-focused approach; thus, we work closely with our clients to provide solutions tailored to their individual needs. Drawing on our extensive experience, *our professionals address every project with a personalized approach and offer innovative solutions* to best meet our clients' objectives.

Quality
We approach every project with utmost care and attention to detail. *We have an excellent quality control program in place* to ensure that our work meets the highest standards.

Timeliness and Efficiency
At **Gedeon GRC**, we recognize our clients' need to *execute projects timely* and *within budget.* We work with clients to meet their time constraints while monitoring cost.

CERTIFICATIONS

We are certified as a **MBE, DBE** and/or **SBE** with various agencies including:

- **Empire State Development Corporation**
- **New York State Department of Transportation**
- **Port Authority of New York & New Jersey**
- **Dormitory Authority State of New York**
- **Metropolitan Transportation Authority**
- **New Jersey State Department of Transportation**
- **New Jersey Transit**
- **New York City Department of Business Services**

COMPUTER CAPABILITIES

Our firm also possesses in-house CADD capabilities including AutoCAD and MicroStation. Our CADD system operates on state-of-the-art networked DELL computers. All necessary engineering and management software is available, including spreadsheets. Our firm is experienced in the use of traffic, highway, site and structural software such as HCS, Synchro, AutoCAD Civil 3-D, InRoads, Transyt-7F, CORSIM, Passer, Softdesk, COGO-PC, Eagle Point, RISA 3-D, and STAAD-3.

Site/Civil Approach & Understanding

Gedeon GRC's scope of services for this project will include general site planning, site/civil engineering and the related permitting. Our approach and technical understanding are as follows:

A. APPROACH

Design Services:

At project start up, Gedeon GRC will initiate an extensive data collection effort to document existing conditions and to supplement and update information included in various existing reports. We will review all available information for the site as obtained from various sources including NYCDOB, NYCDOT, NYCDEP and the private utilities. We will perform a site reconnaissance walk-through to verify the existing conditions as well as obtain a survey of the area. We will work with the team addressing the specific site/civil related issues, including site access and circulation, roadway geometric design storm and sanitary water system, sewer connection requirements, utility connections and conflicts, irrigation system for the landscaped areas, site lighting, LEED/sustainable design, signage and agency coordination. We will prepare drawings and specifications as necessary to express the civil engineering design.

Based on the initial design, we will assist the project team in the design development and construction document process addressing issues such as layout, grading, alignment, drainage, utility connections, access, irrigation, sustainable design, and existing utility coordination.

Construction Support Services:

We will perform the conventional construction administration services for the project, with the understanding that a Construction Manager will be engaged by the owner for the project.

B. SPECIFIC ISSUES

Drainage:

Gedeon GRC will investigate a drainage system divided into two components:

1) The site system will consist of a series of interconnected structures that will be discharged into storage tanks for site use.

2) The roadway system will include curbed catch basins that will be tied to the existing roadway drainage system, preferably at a controlled rate.

LEED/Sustainable Design:

Water detention tank(s) will be proposed on the Project Site to allow for a controlled release of stormwater into the environment. Underground storage tanks located within the site would serve to capture and detain stormwater collected from the roof, surrounding pavement, and landscape areas. The surface water collected in the underground water collection tank (s) would be reused for irrigation purposes and other facility use.

Gedeon GRC will also investigate the use of grass pavers or porous pavement within the parking areas in order to facilitate a greater rate of ground percolation thereby minimizes runoff.

Anticipated Permits & Approvals:

Gedeon GRC will assist the project teams in preparing the documents, reports, drawings, etc. that will be required by the various agencies having jurisdiction. These documents will address the proposed work and potential impacts to existing infrastructure and existing roadways, sidewalks, walkways, utilities and so on, etc. The key will be to develop the design enough to submit the application to the agencies as soon as possible, preferably at the end of the initial design phase.

NYCDEP

A NYCDEP Site Connection Proposal will be required for the connection of the storm and sanitary sewers from the site to the City infrastructure. Because NYCDEP certifies site connections by Lot, an understanding of the entire lot drainage will be required. A Drainage Master Plan submission, made concurrent with the Site Connection Proposal submission, may also be required due to the lot configuration.

IT is assumed that the existing 10" diameter water service is adequate to support the existing racing and proposed gaming operations. In the event that the existing service is substandard, NYCDEP will require a Cross Connection Permit and possibly Private Water Main approval for the new water and fire service connections to the building. NYCDEP may require an RPZ at the property line and/or a private water main approval for the tap from the street, through the parking area, to the building.

NYSDEC

Gedeon GRC will investigate the need to develop a Stormwater Pollution Prevention Plan (SWPPP) considering more than one (1) acre may be disturbed as part of this project. If required, the SWPPP will follow the guidelines prescribed in the NYSDEC Stormwater Management Manual.

The design will incorporate Erosion and Sedimentation measures and investigate whether NYSDEC approval is necessary for a SPDES General Permit for Stormwater Discharges and Construction activity.

NYCDOT

Gedeon GRC will develop Curb Cut and Builders Pavement Plan. In addition, any traffic documents necessary for the approval process will be submitted.

GEDEON GRC CONSULTING

ENGINEERS • PLANNERS • CONSTRUCTION MANAGERS

Bronx Community College North Instructional Building – Master Plan & Design

Gedeon GRC was hired as a subconsultant for conceptual space utilization and programming for the Bronx Community College Campus as well as design and construction administration services for the new North Instructional Building. This will structure will be located next to the Gould Memorial Library and will complete the north end of the original campus quadrangle. The new facility will provide 92,000 gross sq. ft. of space for classroom instruction and a new campus library.

Services include geotechnical and civil engineering and are not limited to test borings and a geotechnical report and recommendations, retaining wall design, site drainage design including any required storm water management systems, catch basins, trench drains, foundation, site drainage piping, and so on.

Work also involves sanitary drainage, site re-grading, underground utilities design and tie-in, site lighting design conduit, circulation study, soil erosion control, hard paving, landscaping, drawings and specifications.

Project Highlights…

- *Civil Engineering*
- *Geotechnical Services*
- *Site Inspection & Design*
- *Retaining Wall Design*
- *Circulation Study*
- *Design Review*
- *Value Engineering*
- *Drainage, Grading, Utilities, & Sewers*
- *Lighting*
- *LEED Compliance*
- *Construction Support*
- *Wicks Law*

Client: DASNY/Robert A.M. Stern Architects, LLP
Location: Bronx, NY
Construction Cost: $65 Million
Completion Date: 2010

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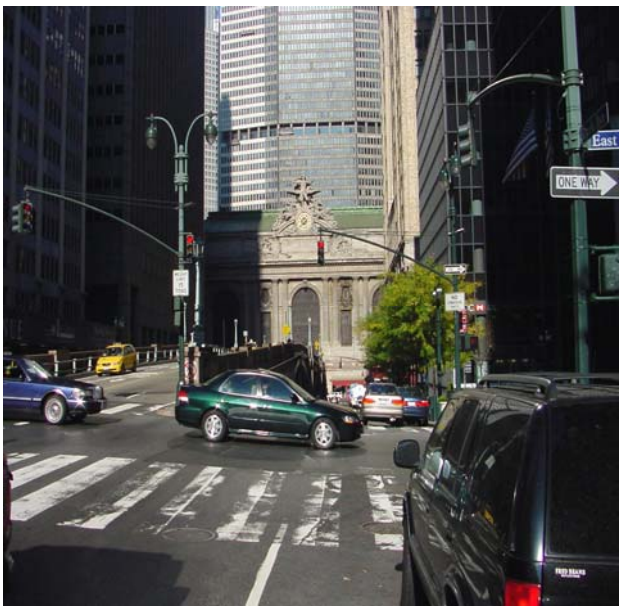
Grand Central Terminal Area Traffic Improvement Study

Gedeon GRC Consulting provided traffic data collection services to KLD Engineering in connection with a New York City Transit Authority traffic improvement study of the immediate area surrounding New York City's Grand Central Terminal. Transit vehicles frequently experience delays on 42nd Street along the section between Madison and Lexington Avenues. High volume of vehicle and pedestrian traffic is a major cause of congestion, thus generating delays in bus operation.

Gedeon GRC recruited and trained surveyors in the use of manual traffic count recorders. The data collected was analyzed to develop strategies to alleviate congestion and reduce delays in bus operation in the area. Changes to bus stop locations, signalization, and traffic light patterns were recommended to address the existing operational and safety deficiencies.



Project Highlights…

- *Traffic Data Collection*
- *Volumes Studies & Analyses*
- *Traffic Signals and Lighting*
- *Survey Recruitment and Training*

Client: MTA NYCT / KLD Engineering
Location: New York City, NY
Construction Cost: N/A
Completion Date: 2000

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Traffic Engineering for the Artspace El Barrio & Dream Charter School @ P.S. 109M

Gedeon GRC was hired to perform traffic engineering for the implementation of the proposed conversion of the former P.S. 109M into a residential artist living and workspace and Dream Charter School.

The firm orchestrated an extensive data collection effort, covering an approximate 2-mile radius, and documented the existing conditions around the project site. This involved traffic engineering studies including weekday counts; accident data analysis; LOS, capacity, and parking analyses; pedestrian and intersection analyses; speed runs; existing, no-build, and future build traffic volumes; and preparation of report.

Scope of work also involved other considerations such as the development of minor improvement measures, such as signage, pavement markings, timings, safety, sidewalk widening, and other enhancements.

Project Highlights…

- *Data Collection*
- *Capacity Analysis*
- *Pedestrian & Intersection Analyses*
- *Access/Egress*
- *Pedestrian Safety*
- *Circulation Study*
- *Traffic Calming*
- *Transit Study*
- *Environmental Assessment*
- *Parking Analyses*
- *Pavement Markings*
- *Preparation of Report*
- *Meetings & Agency Coordination*

Client: Artspace USA / NYCHPD
Location: New York, NY
Construction Cost: $N/A
Completion Date: 2009

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Reconstruction of Havemeyer Avenue Area

Gedeon GRC Consulting was retained, as a sub-consultant, by NYCDDC to provide total planning and design services for the reconstruction of Havemeyer Avenue Area in the Bronx, as a means to provide a fully coordinated preliminary and final design of roadway, traffic, infrastructure improvements to the area.

General responsibilities included data collection and analysis, preparation of report, traffic engineering, alternative developments, drainage and pavement design, sidewalk cellar door condition, utilities relocation, water mains, soils investigation, traffic signals, lighting, landscape architecture, topographic survey, community outreach, maintenance and protection of traffic (MPT), and preparation of plans, specifications and estimates. This project required coordination with various state and city agencies, including the NYS Department of Transportation, the NYC Departments of City Planning, Transportation, Building, and Fire.

Project Highlights…

- *Traffic Engineering*
- *Geometric Design*
- *Street Design*
- *Topographic Survey*
- *Soils Investigations*
- *Sidewalk Cellar Door Condition*
- *Drainage, Grading, & Utilities*
- *Water Mains*
- *Retaining Wall*
- *Traffic Signals*
- *Lighting*
- *MPT*
- *Landscape Architecture*
- *Environmental Assessment*
- *Cost Estimating*
- *Agency Coordination*

Client: NYCDDC
Location: Bronx, NY
Construction Cost: $22 Million
Completion Date: 2006

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Reconstruction of Pratt Avenue Area

Gedeon GRC Consulting was retained, as a sub-consultant, by NYCDDC to provide total planning and design services for the reconstruction of Pratt Avenue Area, in the Bronx, with the purpose of providing a fully coordinated preliminary and final design of roadway, traffic, infrastructure improvements to the area.

General responsibilities included data collection and analysis, preparation of report, traffic engineering, alternative developments, drainage and pavement design, sidewalk cellar door condition, utilities relocation, soils investigation, retaining wall design, water mains, sewers, landscape architecture, traffic signals, lighting, topographic survey, community outreach, Maintenance and Protection of Traffic (MPT), traffic calming, and preparation of plans, specifications and estimates. This project requires coordination with various state and city agencies, including the NYS Department of Transportation, the NYC Departments of City Planning, Transportation, Building, and Fire.

Project Highlights…

- *Traffic Engineering*
- *Street Design*
- *Retaining Wall*
- *Embankment Protection*
- *Signage & Striping*
- *Sidewalk Cellar Door Condition*
- *Drainage, Grading, & Utilities*
- *Water Mains*
- *Sewers*
- *Lighting Design*
- *MPT*
- *Traffic Signal Design*
- *Traffic Calming*
- *Cost Estimating*
- *Agency Coordination*

Client: NYCDDC
Location: Bronx, NY
Construction Cost: $16 Million
Completion Date: 2009

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NYCDDC School Zone Safety Traffic and Roadway Improvements, Citywide

Gedeon GRC is providing engineering design services in connection with the preparation of Total Design for various School Safety contracts, Citywide, NY. The purpose of these projects is to implement school zone safety improvements including roadway realignment/ reconstruction, curb and sidewalk upgrades, speed reducers, street lighting and traffic signals at these multiple locations.

Project scope involves performing traffic engineering and analysis including traffic study, data collection, capacity analysis, and pedestrian and traffic safety; street and sidewalk inspection including evaluating corner quadrants, pedestrian ramps, curbs, sidewalk cellars/vaults, crosswalks, and utilities; traffic signal design; and environmental assessment.

Work also entails ADA compliance; cost estimating; agency coordination, also with NYCDOT; community outreach; and preparation of report.

Project Highlights…

- *Street/Roadway Improvements*
- *Traffic Engineering/Analysis:*
  - *Data Collection*
  - *Capacity Analysis*
  - *Pedestrian/Traffic Safety Study*
- *Traffic Signal Design*
- *Street/Roadway Inspection*
- *Pedestrian/Sidewalk Ramps*
- *ADA Compliance*
- *Vault/Cellar Inspection*
- *Environmental Assessment*
- *Utility Design*
- *Preparation of Report*
- *Cost Estimating*
- *Community Outreach*
- *Agency Coordination*

Client: New York City Department of Design and Construction
Location: Citywide, NY
Construction Cost: $20 Million
Completion Date: 2010

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NYS Route 110 Reconstruction

Gedeon GRC has been retained, as a sub-consultant, by NYSDOT to provide total planning and design services for the reconstruction of Route 110, a one-mile segment in the Town of Huntington.

This project involves evaluating feasible alternatives for roadway and significant drainage improvements located on NYS Route 110 from the Madison Street / Prime Avenue intersection to Young's Hill Road, a distance of 1.45 km (0.9 miles), in the Town of Huntington.

Scope of work entailed preliminary design services (Phases I-IV) associated with evaluating the feasible alternatives to roadway and drainage improvements. Preliminary design included, but was not limited to the preparation of a Design Report, development of design alternatives, design and ROW survey and mapping, involvement in a Public Hearing and other public involvement activities, and evaluation of the social, economic and environmental impacts associated with the alternatives.

This project has now progressed to the final design stage where work includes: Maintenance and Protection of Traffic (MPT), signage and striping, grading, utilities, pavement markings, traffic signals, signage, landscaping, typical sections, as well as specifications and estimates.

Project Highlights…

- *Traffic Data Collection*
- *Safety Analysis*
- *Volumes Studies & Analyses*
- *Capacity Analyses*
- *Arterial Analysis*
- *Access Management*
- *Traffic Calming*
- *Roundabout Design*
- *Pavement Markings & Signage*
- *Drainage, Grading & Utilities*
- *MPT*
- *Traffic Signals*
- *Typical Sections*
- *Environmental Assessment*
- *Landscaping*
- *Preparation of Report*
- *Plans, Specs & Estimates*

Client: NYS Department of Transportation
Location: Suffolk County, NY
Construction Cost: $18 Million
Completion Date: 2010

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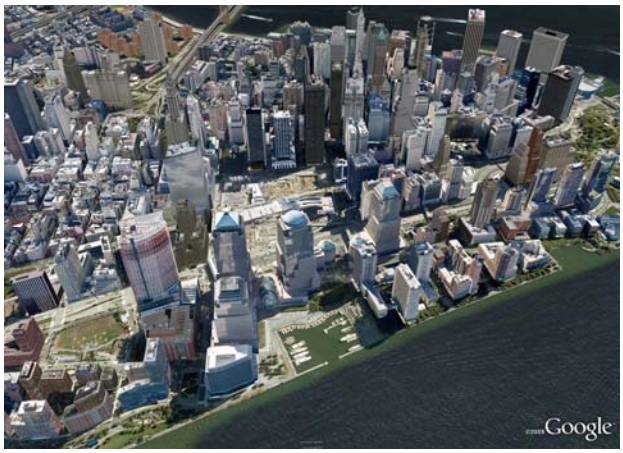
Lower Manhattan Urban Planning Study

Gedeon GRC provided data collection services to SIMCO Engineering in connection with the Port Authority of New York & New Jersey and the Lower Manhattan Development Corporation's Urban Planning Study in Downtown Manhattan. The focus of the scope was the World Trade Center (WTC) Site, its immediate environs, and restoration and improvement of the many transportation services impacted by the September 11th tragedy. This work was undertaken in a broader context of transportation system planning and investment, and economic development activity surrounding the affected area, which extended to adjacent Manhattan neighborhoods, other New York City boroughs, and nearby New Jersey communities.

Gedeon GRC recruited and trained surveyors in the use of manual traffic count recorders and general data collection. The data collected was analyzed to:

- Develop improvements to transportation systems in the Downtown Manhattan area for all types of mass transit and pedestrian movements;
- Develop enhancements that would optimize transportation infrastructure in order to support mixed-use development on the 16-acre WTC Site and surrounding area; and
- Integrate the urban planning components of land use, building types, density, pedestrian movements, etc., into a cohesive WTC Site development plan, including provisions for a permanent memorial.



Project Highlights…

- *Traffic Data Collection*
- *Volumes Studies*
- *Traffic Analyses*
- *Report*

Client: PANYNJ/SIMCO Engineering
Location: New York City, NY
Construction Cost: N/A
Completion Date: 2002

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Civil Engineering Design & Site Survey Services for the Placement of Bus Shelters

Gedeon GRC Consulting was hired as a subconsultant to provide civil / survey design services on an "as needed" basis for the placement of bus shelters throughout Rockland County.

Scope of services involve miscellaneous studies and estimates; small topographic and/or boundary surveys and mapping; deed research; shop drawing reviews; special inspections; field investigations of existing conditions; preparation of field reports; feasibility studies and progress reports.

Work for this project will also include the preparation of an engineering design summary that will contain code research and review of civil/survey options with cost estimates, engineering design documents for the civil and related disciplines coordination and review and itemized cost estimates. Meetings will be held as required and permits will be obtained if necessary.

Project Highlights…

- *Civil/Site Engineering*
- *Bus Survey Design*
- *Feasibility Studies*
- *Field Inspection*
- *Design Review*
- *Shop Drawings*
- *MPT*
- *Utilities & Lighting*
- *Cost Estimates*
- *Preparation of Report*
- *Agency and Community Outreach*

Client: County of Rockland
Location: Rockland County, NY
Construction Cost: Indefinite Quantity
Completion Date: 2011

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County Road 31 - Intersection Improvements, Town of Southampton

Gedeon GRC is part of a team involving engineering services in conjunction with intersection improvements at CR 31, Old Riverhead Road and CR 104, Riverhead Quogue Road, in the Town of Southampton, Suffolk County, NY. The limits of this project are approximately 600 ft. from the existing intersection in all directions on CR 31 and CR 104.

This capital project involves improvements to the intersection of CR 31 and CR 104 through the reconfiguration of the existing intersection into a modern roundabout.

Work scope includes preliminary and final design, analyzing traffic counts, determining lane configurations needed to achieve acceptable level of service (LOS) for the proposed modern roundabout.

Project Highlights…

- *Traffic Engineering*
- *Traffic Data Analysis*
- *Arterial Analysis*
- *Intersection Modification*
- *Roundabout & Roadway Design*
- *Pavement Markings*
- *Maintenance & Protection of Traffic*
- *Plans, Estimates & Reports*
- *Agency Coordination*

Client: Suffolk County Department of Public Works
Location: Suffolk County, NY
Construction Cost: $1.6 Million
Completion Date: 2010

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Reconstruction of CR 58, Old Country Road at CR 73, Roanoke Avenue Intersection

Gedeon GRC has been selected to provide preliminary and final design services for the Reconstruction of CR 58, Old Country Road (CR) at CR 73, Roanoke Avenue Intersection involving the installation of a roundabout at CR 73, Roanoke Avenue under Phase I and adding capacity improvements under Phase II, from the vicinity of Mill Road to County Road 73, Roanoke Avenue.

EIP Phase I entails providing preferred alternatives that will addresses traffic flow improvements at the vicinity of CR58, Old Country Road, at CR 73, Roanoke Avenue with the reconstruction of the existing traffic circle to a modern, two (2) lane roundabout, including improvements to all four (4) approach legs.

EIP Phase II will extend the western project limit of Phase I to a point approximately 1,600 linear feet east of Mill Road on CR 58, Old Country Road. The primary objective of the Phase II preferred alternative would be to widen CR 58, Old Country Road, within the existing ROW, to add a second eastbound lane, so that the roadway section would have two (2) lanes in each direction, with a center continuous left turn lane.

Traffic signal modifications are in progress at the following locations:

- Phase I: CR 58 at County Seat Plaza; CR 58 at Ostrander Ave.
- Phase II: CR 58 at Osborne Ave, CR 58 at Harrison Ave., and CR 58 at Serota Plaza Driveway

Project improvements include, but are not limited to:

Signage (including overhead); pavement marking plans; curb and ornamental sidewalk improvements; pedestrian safety; spot drainage improvements (leaching basins); and full depth, 6-inch asphalt pavement over 6-inch base material in areas where the roadway is being widened and for areas of existing pavement. Other considerations will involve milling and resurfacing, or utilizing hot mix in place recycled asphalt.

Project Highlights…

- *Pavement Markings*
- *Traffic Signal Survey*
- *Traffic Signal Design*
- *Traffic Calming Alternatives*
- *Roundabout Design*
- *Signage*
- *Geometric Design*
- *Drainage & Utilities*
- *Interconnection Plan*
- *Intelligent Transportation Systems (ITS) Installation*
- *Maintenance and Protection of Traffic*
- *Plans, Estimates & Reports*
- *Construction Support Services*
- *Agency Coordination*

Client: Suffolk County Department of Public Works
Location: Town of Riverhead, Suffolk County, NY
Construction Cost: $5 Million
Completion Date: 2010

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County Road 97 Corridor Improvements

Gedeon GRC Consulting has been retained as a subconsultant to provide engineering design services for four (4) traffic signals along County Road 97: CR 97, Nicolls Road from the vicinity of CR 16 to the vicinity of South Coleman Road including Suffolk Community College (Selden Campus), in Suffolk County.

Scope of work involved detailed Traffic Plan, including both individual intersection and interconnection plans. Each signal plan required a phasing diagram and color sequence table.

Gedeon GRC prepared final quantities and construction estimate utilizing items and bid item construction costs based on Suffolk County's database. Gedeon GRC also provided detailed analysis of lump sum items, as well as specifications, including special specs.

The project also involved improvements to traffic flow, traffic signal operation, widening turning lanes, and incorporating modern roundabout geometrics. Other components included preliminary design and final design, data collection, traffic signal survey, pavement markings, signage, maintenance and protection of traffic, construction inspection, conceptual plans, and agency coordination.

Project Highlights…

- *Data Collection*
- *Traffic Signal Survey*
- *Traffic Signal Design*
- *Pavement Marking & Signage*
- *Geometric Design*
- *Interconnection Plan*
- *Intelligent Transportation Systems (ITS) Installation*
- *Maintenance and Protection of Traffic*
- *Plans, Estimates & Reports*
- *Agency Coordination*
- *-an LDSA Assignment*

Client: Suffolk County Department of Public Works
Location: Suffolk County, NY
Construction Cost: $3.5 Million
Completion Date: 2008

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Rehabilitation and Site Infrastructure/Landscaping for SUNY - Farmingdale

Gedeon GRC Consulting has been selected as a subconsultant to provide site, civil and traffic engineering and design services to rehabilitate the roads, walkways and landscaping of the campus to be constructed in phases, for the State University of New York (SUNY) - College of Technology at Farmingdale.

The interior roads, parking lots, walkways, plazas, site lighting, and other site infrastructure elements on the Farmingdale campus have not received significant upgrading since their original construction. Several abandoned buildings/structures would be demolished and the entire campus landscape and site civil elements require renewal from a common design perspective.

This project involves a review and documentation (survey and analysis) of the existing conditions of all site and landscape issues including:

- Interior roads, parking lots, and drop off areas
- Service driveways, staging and loading areas
- Pedestrian circulation areas and routes such as walkways, plazas, and exterior gathering areas
- Site lighting
- Wayfinding/signage
- Amenities such as courtyard, bicycle racks, fountains, sculpture courts, memorials

These findings will result in design alternatives to addresses any deficiencies in the road and pathways, landscaping, and the surrounding structures. Construction work will be phased with contracts for items requiring immediate attention.

Project Highlights…

- *Civil/Site Design*
- *Roadway Analysis*
- *Data Collection*
- *Pedestrian Safety Study*
- *Traffic Calming*
- *Access/Egress*
- *Pedestrian Circulation*
- *Traffic Signals/Signage*
- *Parking Design*
- *Pavement Marking Design*
- *Site Lighting*
- *Drainage, Utilities, & Grading*
- *Landscape Design*
- *Maintenance & Protection of Traffic (MPT)*
- *Construction Support Services*
- *Contract Documents*

Client: State University Construction Fund
Location: Farmingdale, NY
Construction Cost: $15 Million
Completion Date: 2011

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SUNY at Stony Brook - Civil Design Services

Gedeon GRC Consulting was selected as a subconsultant to provide civil design services for various repair and renovation work at the State University of New York at Stony Brook, Stony Brook New York. This work will address much needed improvements to the campus, such as restoring structures, athletic fields, and elsewhere.

Services will include, but will not be limited to pavement and safety features, utilities, drainage systems, noise barriers, maintenance and protection of traffic (MPT), traffic signals landscaping**.**

Project Highlights…

- *Civil Engineering*
- *Roadway Design*
- *Pavement*
- *Safety Features*
- *Utilities, Drainage, & Grading*
- *Systems, Noise Barriers*
- *Traffic Signals*
- *Landscaping*
- *MPT*
- *Cost Estimating*

Client: SUNY at Stony Brook
Location: Stony Brook, NY
Construction Cost: Indefinite Quantity
Completion Date: 2011

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References

PROJECT	CONTACT
Bronx Community College North Instructional Building – Master Plan & Design **Bronx, NY**	Dennis Sagiev - Project Manager Robert A.M. Stern Architects, LLP 460 West 34th Street New York, NY 10001 212.967.5100
Grand Central Terminal Area Traffic Improvement Study **New York City, NY**	Reuben Goldblatt, PE - Project Engineer KLD Associates, Inc. 47 Mall Dr Commack, NY 11725 631.543.6500
Reconstruction of Pratt Avenue Area **Bronx, NY**	Dino Ng, PE - Project Manager NYC Department of Design and Construction 30-30 Thomson Avenue Long Island City, NY 11101 718.391.2043
Reconstruction of Havemeyer Avenue Area **Bronx, NY**	Dino Ng, PE - Project Manager NYC Department of Design and Construction 30-30 Thomson Avenue Long Island City, NY 11101 718.391.2043
Rehabilitation and Site Infrastructure/ Landscaping for SUNY – Farmingdale **Farmingdale, NY**	Chris Hughes - Project Manager HMH Site & Sports Design 330 East State Street, 2nd Floor Ithaca, NY 14850 607.277.9940
NYS Route 110 Reconstruction – Roundabout Design **Suffolk County, NY**	Glenn Murrell - Project Manager NYS Dept. of Transportation 250 Veterans Memorial Highway Hauppauge, NY 11788 631.952.6632
Lower Manhattan Urban Planning Study **New York City, NY**	Walter Sim, PE - Project Manager SIMCO Engineering, PC 80 Maiden Lane, Suite 501 New York, NY 10038-4892 212.385.8100

References

Rehabilitation/Reconstruction of East 25th Street Pedestrian Bridge over the FDR Drive **Manhattan, NY**	Ken Hui, PE - Project Manager Division of Bridges NYC Dept. of Transportation 59 Maiden Lane New York, NY 10038 212.839.4638/9
Rehabilitation/Reconstruction of Francis Lewis Boulevard & Clintonville Street over Cross Island Parkway **Queens, NY**	Ken Hui, PE - Project Manager Division of Bridges NYC Dept. of Transportation 59 Maiden Lane New York, NY 10038 212.839.4638/9
Flushing Area Improvements **Queens, NY**	Howard Hsu, RA - Project Manager TDC Development Corporation 133-32 41st Road Flushing, NY 11355 718.888.0600
NYCDDC School Zone Safety Traffic and Roadway Improvements **Citywide, NY**	Dino Ng, PE - Project Manager NYC Department of Design and Construction 30-30 Thomson Avenue Long Island City, NY 11101 718.391.2043
Reconstruction of Comfort Stations and Facilities **Bronx, NY**	John Robilotti - Project Manager NYC Dept. of Parks & Recreation Olmsted Center, Flushing Meadows Corona Park, Flushing, NY 11368 212.410.8908
Roberto Clemente State Park - Term Contract Agreement **Bronx, NY**	Frank S. Franco, AIA - Project Manager The LiRo Group 111 Broadway Suite 501 New York, NY 10006 212.563.0280
Cedar Swamp Road, Roadway, Drainage and Sidewalk Improvements **City of Glen Cove, Nassau County, NY**	Albert T. Dawson, PE - Project Manager L.K. McLean Associates, PC 437 South Country Road Brookhaven, NY 11719 631.286.8668

References

Reconstruction of CR 58, Old Country Road at County Road 73, Roanoke Avenue Intersection Town of Riverhead, Suffolk County, NY	William Hillman, PE - Chief Office Engineer Highways, Structures and Waterways Suffolk County Department of Public Works 335 Yaphank Avenue Yaphank, NY 11980-9744 631.852.4002
County Road 80 Stormwater Remediation Improvements Suffolk County, NY	William Hillman, PE - Chief Office Engineer Highways, Structures and Waterways Suffolk County Department of Public Works 335 Yaphank Avenue Yaphank, NY 11980-9744 631.852.4002
County Road 97 Corridor Improvements Suffolk County, NY	William Hillman, PE - Chief Office Engineer Highways, Structures and Waterways Suffolk County Department of Public Works 335 Yaphank Avenue Yaphank, NY 11980-9744 631.852.4002
County Road 31 - Roundabout Improvements Town of Southampton, Suffolk County, NY	William Hillman, PE - Chief Office Engineer Highways, Structures and Waterways Suffolk County Department of Public Works 335 Yaphank Avenue Yaphank, NY 11980-9744 631.852.4002
County Road 39 Corridor Improvements Suffolk County, NY	William Hillman, PE - Chief Office Engineer Highways, Structures and Waterways Suffolk County Department of Public Works 335 Yaphank Avenue Yaphank, NY 11980-9744 631.852.4002

STATE OF NEW YORK
DEPARTMENT OF TRANSPORTATION
ALBANY, N.Y. 12232
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JOSEPH H. BOARDMAN
COMMISSIONER

GEORGE E. PATAKI
GOVERNOR

SEP 07 2004

Mr. Rudolf J. Gedeon, President
Gedeon Engineering, P.C.
D/b/a/ G & G Engineering Associates, Inc.
1517 Franklin Avenue - Suite 200
Mineola, New York 11501

RE: DBE RECERTIFICATION

Dear Mr. Gedeon:

The Office of Equal Opportunity Development and Compliance has completed its review of your recertification application for status as a Disadvantaged Business Enterprise (DBE). The supporting documentation has led us to conclude that your firm continues to meet the criteria as established in accordance with 49 CFR Part 26.

Your firm will be listed in the Department's Registry of certified firms under the following:

010A - Highway Design Phase I-IV
010B - Highway Design Phase V-VI
010C - Roadway Lighting
010D - Drainage
010E - Utilities
010F - Constructibility
030A - Landscape Architecture
010G - Estimating
010H - Specifications
010I - Bridge Inspection
010J - Bridge design Phase I-IV
010K - Bridge Design Phase V-VI
010L- Transportation Planning
010M - Traffic Engineering
010N - Signals
010 P - Hydraulics
010Q - Hydrology
050A - Construction Inspection
060A - Construction Management
080A - Geotechnical/Soils
020A - Architecture
090 - Drafting

Any changes that affect ownership, independence or control must be reported to our Office within thirty (30) days of that change.

Certification status is review yearly. **From time to time, the Department may examine facts concerning your continuing eligibility.** As a condition of your certification, you have consented to examination of your books and records, interviews with your principals and employees, and to the revocation of your certification if such examinations or interviews are denied.

If you have any questions regarding your DBE certification, please call me at (518) 457-1129 or you can e-mail me at mperez@.dot.state.ny.us.

Sincerely,

Maria Perez
Compliance Specialist II
Office of Equal Opportunity
Development and Compliance

New York State BizNet UCP Directory

GEDEON ENGINEERING PC

CONTACT INFORMATION

Description: TRAFFIC ENGINEERING, ROADWAY AND HIGHWAY DESIGN, CIVIL AND SITE DESIGN, CONSTRUCTION INSPECTION, CONSTRUCTION MANAGEMENT, BRIDGE DESIGN AND INSPECTION, STRUCTRUAL DESIGN

Address: 6901 JERICHO TURNPIKE SUITE 216
SYOSSET, NY 11791

Phone: (516) 873-7010

Fax: (516) 873-7011

E-mail: RGEDEON@GEDEONGRC.COM

Website: WWW.GEDEONGRC.COM

Owner/Contact: RUDOLF J GEDEON, PE

CERTIFICATIONS

ACDBE: No

Certifying Agency: METROPOLITAN TRANSPORTATION AUTHORITY

	NAICS	NYSDOT	PANYNJ	NIGP	SIC
Primary	541330	010A			8711
2nd	541310	010B			8712
3rd	541320	010C			
4th	237310	010Q			
5th	541620	020A			
6th	238910	030A			
7th		050A			
8th		060A			
9th		080A			
10th		090			

NYSDOT Work Code

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Disclaimer: This business profile is provided by the certified firm; UCP Certification Partners are not responsible for the content.

THE UNIVERSITY OF THE STATE OF NEW YORK
EDUCATION DEPARTMENT

THIS IS TO CERTIFY THAT HAVING MET THE REQUIREMENTS OF SECTION 7210 OF THE EDUCATION LAW AND IN ACCORDANCE THEREWITH THIS CERTIFICATE OF AUTHORIZATION IS GRANTED WHICH ENTITLES

GEDEON ENGINEERING PC
1517 FRANKLIN AVENUE
SUITE 200
MINEOLA, NY 11501-0000

TO PROVIDE PROFESSIONAL ENGINEERING SERVICES IN THE STATE OF NEW YORK FOR THE PERIOD 09/01/2009 TO 08/31/2012.

FRANK MUNOZ
ASSOCIATE COMMISSIONER
OFFICE OF THE PROFESSIONS

CERTIFICATE NUMBER
0006682

RICHARD P. MILLS
PRESIDENT OF THE UNIVERSITY
AND COMMISSIONER OF EDUCATION

THE CITY OF NEW YORK
DEPARTMENT OF SMALL BUSINESS SERVICES

ROBERT W. WALSH
COMMISSIONER

September 14, 2007

Mr. Rudolf Gedeon
Gedeon Engineering, PC
d/b/a/ Gedeon GRC Consulting
1517 Franklin Avenue – Ste. 200
Mineola, N.Y. 11501

Re: MBE Re-Certification

Tax ID: 113571406
Vendor ID:V000017887

Dear Mr. Gedeon:

The Department of Small Business Services, Division of Economic and Financial Opportunity ("SBS/DEFO") has completed its review of your application for certification as a Minority and Woman Owned Business Enterprise and has determined that your firm meets the eligibility requirement pursuant to Title 66, Chapter 11, Subchapter B of the Rules of The City Of New York governing the Minority and Woman Owned Business Enterprise Certification Program. We will list your business in the New York City M/WBE Directory of Certified Businesses with the principal products or services you selected with the NYC Vendor Enrollment Center.

Your status as a certified company does not imply that the City guarantees your capability to perform on contracts or be awarded City business. However, the City will make every effort to market and promote your company to City agencies and their procurement staff and advise you of upcoming purchase opportunities. If your certification status is questioned by any public or private entity, please direct the inquiry to this Office.

110 William Street • New York, NY 10038
Tel. 212.513.6300 * FAX 212.618.8865 * TDD 212.518.6306
www.nyc.gov

This certification remains in effect until the last business day of September 2012, but may be reviewed prior to the expiration date if there are any material changes in the company. Please remember that any changes in your company that affect ownership, managerial and/or operational control must be reported to SBS/DEFO within thirty (30) days of such changes. This includes changes of company name, business address, telephone numbers, principle product(s)/service(s) and bonding capacity.

If you are interested in looking for contracts right away, please go to the NYC.gov website to begin targeting opportunities. Under the *Business Section* on the home page, click on Do Business w/NYC. Then click Sign-up for NYC's Bidders Lists Online. If you prefer, you may obtain the form by calling 212-857-1680. This site hosts additional invaluable information that you will find helpful.

On behalf of Mayor Michael Bloomberg, Commissioner Robert Walsh and all the staff here at the Department of Small Business Services, I wish you all the best in your business endeavors. If we can do anything further to assist you, please do not hesitate to call us at 212-513-6311.

Sincerely,

Alfred O. Milton
Associate Director
MWBE/LBE Certification
Division of Economic & Financial Opportunity

New York City Department of Small Business Services

Division of Economic and Financial Opportunity

MBE CERTIFICATE

Gedeon Engineering, PC

d/b/a Gedeon GRC Consulting

This certificate acknowledges that this company has met the criteria as established by the M/WBE Program at the New York City Department of Small Business Services and therefore is certified as a Minority-owned Business Enterprise (MBE).

Certificate Number: **22481 - 92007**

Expires on: **9/30/2012**

Michael R. Bloomberg, Mayor

Robert W. Walsh, Commissioner

Alfred O. Milton, Associate Director Certification

RMJ-10/04

Office of Civil Rights
2 Broadway, 16th Fl.
New York, NY 10004-2207
646-252-1364 Tel
646-252-1381 Fax

Metropolitan Transportation Authority

State of New York

December 16, 2005

Mr. Rudolf J. Gedeon, President
Gedeon Engineering, P.C. d/b/a Gedeon GRC Consulting
1517 Franklin Avenue
Mineola, NY 11501

Re: **DBE CERTIFICATION RENEWAL NOTICE**

Dear Mr. Gedeon:

We are pleased to advise you that your firm continues to meet the eligibility criteria as set forth by U.S. Department of Transportation Disadvantaged Business Enterprise regulations codified at 49 CFR Part 26 and remains **CERTIFIED** as a Disadvantaged Business Enterprise (DBE) by the Metropolitan Transportation Authority (MTA) Office of Civil Rights, Division of Business Programs. Your firm is certified as a DBE providing the services listed below:

ENGINEERING AND CONSTRUCTION MANAGEMENT AND INSPECTION SERVICES

Your business is eligible to participate as a DBE on MTAHQ, MTA New York City Transit, MTA Long Island Rail Road, MTA Long Island Bus, MTA Metro-North Railroad, MTA Bridges and Tunnels, MTA Capital Construction Company and MTA Bus Company federally assisted projects in the business areas listed above without further certification review. In addition, your firm will continue to be identified as a certified firm in the MTA Directory of Certified Firms.

Your firm's certification status with the MTA is effective for three years from the date of this letter, provided that the firm and the qualifying owner continue to meet the eligibility requirements for DBE certification. However, you are required to submit, annually, on the anniversary date of this notice, a sworn notarized affidavit affirming whether there have been any changes in your firm's disadvantaged status, ownership or control, along with support documentation. Additionally, please be advised that you must immediately notify the MTA Office of Civil Rights, Division of Business Programs, of any changes in your business' ownership, control and/or operation, including business services and capabilities.

It should be noted that the MTA Office of Civil Rights reserves the right to re-evaluate a business' certification eligibility prior to the firm's participation on a MTAHQ, MTA New York City Transit, MTA Long Island Rail Road, MTA Long Island Bus, MTA Metro-North Railroad, MTA Bridges and Tunnels, MTA Capital Construction Company or MTA Bus Company federally assisted project or anytime that we determine that such re-evaluation is warranted.

If you have any questions concerning the MTA DBE Program, please call me at (646) 252-1378.

Sincerely,

Carolyn E. Greene
Assistant Director
Division of Business Programs
Office of Civil Rights

cc: K. Neal, MTA
D. Camacho, MTA
N. Lesta, MTA
Chrono File

Empire State Development

April 15, 2009
File ID#46896

RUDOLF GEDEON PE
GEDEON ENGINEERING PC
D/B/A GEDEON GRC CONSULTING
1517 FRANKLIN AVENUE SUITE 2200
MINEOLA, NY 11501

Dear RUDOLF GEDEON:

On behalf of New York State Department of Economic Development, Division of Minority and Women's Business Development (DMWBD) has completed its review of your verification form for State Certification as a Minority-Owned Business Enterprise and has determined that your firm continues to meet eligibility requirements for certification, pursuant to Executive Law, Article 15-A..

We are pleased to inform you that the firm of Gedeon Engineering PC d/b/a Gedeon GRC Consulting will continue to be granted status as a Minority-Owned Business Enterprise. Your business will continue to be listed in the State's Directory of Certified Businesses. Certification status is not intended to imply that the State of New York guarantees your company's capability to perform on state contracts, nor does it imply that your company is guaranteed any State business.

Be advised that your certification expires 3 years from the date of this letter or unless you are contacted by this Office for verification or recertification. Please remember that any changes in your company that affect ownership, managerial and/or operational control, must be reported to this Office within thirty (30) days of such changes; including changes to company name, business address, telephone numbers, principal products/services, and bonding capacity. At such time as it is necessary for your company to be recertified, you will be notified by this office.

If your certification is questioned by any public or private entity, please direct the inquiry to this Office for clarification.

Thank you for your cooperation. On behalf of the State of New York, I wish you luck in your business endeavors, particularly those involving State agencies.

Sincerely,

Michael Jones-Bey
Executive Director

Cc: FGenovesi

New York State Department of Economic Development
30 South Pearl Street Albany New York 12245 Tel 518 292 5250
Web Site: www.empire.state.ny.us

THE PORT AUTHORITY OF NY & NJ

January 9, 2008

Mr. Rudolf J. Gedeon
President
Gedeon Engineering P.C. D/B/A Gedeon GRC Consulting
1517 Franklin Avenue, Suite 200
Mineola, NY 11501

RE: **MBE RECERTIFICATION**
TYPE: **ARCHITECTURAL & ENGINEERING**
SPECIALTY: **ENGINEERING**

Dear Mr. Gedeon:

We have completed our review of your qualifications for recertification as a **Minority Business Enterprises (MBE)**, and we are pleased to inform you that your application has been approved. As an **MBE, Gedeon Engineering P.C. D/B/A Gedeon GRC Consulting** continues to be on the Port Authority's list of certified **MBEs**.

Please be advised that the Port Authority's Office of Business & Job Opportunity periodically reviews all certifications and reserves the right to decertify any previously certified firm that no longer meets the Port Authority's guidelines for **MBE** designation.

Additionally, any **MBE** whose business incurs changes in any substantial manner must notify The Port Authority of New York and New Jersey's Office of Business & Job Opportunity within thirty days of that change. These changes include, but are not limited to, a change of officers, directors, location, corporate name, or financial condition. Failure to advise of these changes may result in our removing the firm from our roster of eligible **MBEs**.

If you have any questions regarding your certification, please feel free to call Carlyon Peters at (212) 435-7834.

Sincerely,

Lash Green
Director
Office of Business & Job Opportunity

LG/CGP/pl

Enclosures: Certificate
Registration Notice

233 Park Avenue South
New York, NY 10003

THE PORT AUTHORITY OF NY & NJ

Anthony R. Coscia
Chairman

Anthony E. Shorris
Executive Director

Certified

by

Office of Business & Job Opportunity

Gedeon Engineering P.C. D/B/A Gedeon GRC Consulting

Certificate PA-24062

This certificate acknowledges that the above named firm is certified as a **Minority Business Enterprise.** This company has met the criteria for ownership and control as established by the Port Authority Policy for Revised Minority, Woman and Small Business Enterprise (M/W/SBE) Programs, dated June 10, 1993.

This certification will remain in effect for five years from the date of notice and may be extended only upon submission by you, and acceptance by the Port Authority of a recertification application attesting that the ownership and control of the business, on which this certificate is granted, has not changed. This office must be notified within 30 days of any material changes in the business which affect ownership and control. Failure to do so may result in the revocation of this certification and/or imposition of other sanctions.

Lash Green
Director
Certified: January 9, 2008

Rosemary Jenkins-Varela
Manager, Certification
Scheduled Re-evaluation: January 9, 2013

Form· 6/10/93

horton lees brogden lighting design

Profile of the Firm

Caltrans District 7 Headquarters

Portland Art Museum

The National World War II Memorial

Horton Lees Brogden Lighting Design is an internationally recognized design firm with nine principals and a staff of over 40 designers that serve clients from New York, Los Angeles, San Francisco and Boston. The firm specializes in architectural lighting for all project types, including interior and exterior venues. We are a WBE/DBE firm certified with several government agencies and authorities. Over the past decade the firm has assembled an extraordinarily talented team of design professionals and technical experts from across the country and abroad. The team's design talent, together with their well-established technical skills, form the basis for the firm's proven ability to produce outstanding, award-winning design solutions that meet their clients' creative and pragmatic needs.

The firm was founded in 1968 by Jules Horton, one of the pioneers in the field of architectural lighting. Over forty years later, the firm has completed projects worldwide. Projects vary in size and complexity and include airports, museums, performing arts centers, healthcare facilities, bridges, building exteriors, libraries, offices, shopping centers, specialty retail, universities and resort hotels as well as public transportation, public plazas, sports facilities, parks and entertainment facilities.

In developing this broad spectrum of project types, sizes, and locations, the firm models its services on a few basic tenets: design innovation and excellence, responsiveness to our clients' needs, advanced technical skills, maintainable and pragmatic solutions, creativity and sensitivity to image, function and budget. Our computer capabilities are among the most extensive found in independent lighting design firms. This allows the team to act more quickly and efficiently, while permitting more options and providing greater assurance that the proposed solutions meet the owners' needs.

The firm's commitment to energy-efficient lighting design began three decades ago and continues today with high-quality lighting solutions based on advanced technology, the newest light sources and systems and is actively dedicated to Daylighting/Sustainable Design practices. As a member of the U.S. Green Building Council, we have over thirty five projects that are completed or currently in design within the LEED system.

In recognition of outstanding lighting design, the firm has received many awards. Recent awards include The Lumen West Firm of the Year Award, Ellie Caulkins Opera House, Cincinnati Convention Center, Caltrans District 7 Headquarters, Portland Art Museum, The National World War II Memorial, LA City Hall Exterior Historic Renovation, San Francisco City Hall, LA MetroRail Stations, Chihuly Bridge of Glass, Marion Oliver McCaw Hall/Seattle Opera House, Conservatory of Flowers and Pier One Renovation.

Conservatory of Flowers

Williams College '62 Center for Theatre & Dance

Chihuly Bridge of Glass

horton lees brogden lighting design

Barbara Cianci Horton, LC, IALD, IESNA
Senior Principal

As a senior design principal, Barbara Horton works closely with clients to establish lighting design concepts to fit their programs and aesthetic considerations. Her time is spent in developing the concepts with the client team, as well as contract negotiations, monitoring fee status, project schedule, design and quality control of the lighting design process. In addition to Ms. Horton's role as a designer, she leads the firm in long-term planning, business development and marketing.

Background

Ms. Horton is a New York City native. Upon graduation from the Fashion Institute of Technology, she worked for three years as an interior designer and was involved in all aspects of project design, construction, and management. Her commitment to design as a total experience led her to the firm 1981 after expanding her lighting skills at Parsons School of Design.

Since joining the firm, she has worked as Project Manager and Principal-in-Charge on a variety of projects. Her experience in interior design and her understanding of the aesthetic concerns of designers and architects has allowed her to bring lighting and architectural design together in new and exciting ways.

Her projects display a wide range of scale, scope, and budget considerations, and her design skills allow her to meet each challenge from the conceptual design stage to final installation. In addition, her broad experience in analyzing market trends has been extremely valuable in developing the most efficient, cost-effective, and innovative design solutions. She leads the firm in the design of major corporate offices, mixed-use projects, exterior site as well as hospitality and retail projects.

Education

Fashion Institute of Technology, B.F.A. Interior Design
Parsons School of Design

Projects

- Disney Ambassador Hotel, Tokyo, Japan
- Disney's POP Century Resort, Orlando, FL
- Disney's Saratoga Springs, Lake Buena Vista, FL
- Gaylord National Harbor Hotel/Convention Center, Oxon Hill, MD
- National Harbor Masterplan, Oxon Hill, MD
- The Giraffe Hotel, New York
- The Library Hotel, New York
- W Hotel, Boston, MA
- Trump International Tower, Dubai, UAE

Awards

- IES/IIDA Lumen Award of Merit: The National World War II Memorial, Washington, DC
- IES/IIDA Award of Merit: Spiegel Corporate Headquarters, Downers Grove, IL
- IBD Award of Merit, Zara International Women's Boutique, New York, NY
- GE Lighting Award of Excellence, A.C. Nielsen, Bannockburn, IL
- IES/IIDA Award of Merit, Dakota Jackson Showroom, Los Angeles, CA
- Edwin F. Guth Memorial Award of Excellence, Dakota Jackson Showroom, Los Angeles, CA
- IALD Citation, Fischer Francis Trees & Watts, New York, NY

Professional Affiliations

Lighting Certified (LC) by the National Council on Qualifications for Lighting Practitioners
International Association of Lighting Designers (IALD)
Illuminating Engineers Society of North America (IES/NA)
American Institute of Architects Associate Member (AIA)

horton lees brogden lighting design

Lee E. Brandt, LC, LEED®AP, IESNA
Associate Principal

Ms. Brandt was exposed to the magic of light in her studies at Penn State University. She went on to pursue a career in lighting to blend her keen sense of the art and science of light. Her multifaceted background in engineering and architecture has reinforced her approach to create solutions that enhance the aesthetic of each project while being grounded in well thought through analysis.

Background

Ms. Brandt is originally from suburban Philadelphia where she always enjoyed math and science, but had a large interest in the arts. She decided to combine the two in her studies at Penn State University. There, she was able to take advantage of the accredited program offered in Architectural Engineering. After three years of general education in the architectural engineering field, she was able to focus on Lighting Design and stayed at Penn State to get her Master's degree in the same field.

While at Penn State, Lee had three internships during her summers. Two summers were spent at a Lighting Design firm in Philadelphia where she worked on the lighting design of many projects including restaurants, banks, hospitals, historical sites and offices. She also had an internship at an Architectural and Engineering firm in southern New Jersey where she worked on the lighting design and electrical system layout of several educational facilities.

As a member of the design team at Horton Lees Brogden Lighting Design, Lee has worked on many projects; both small scale and large scale; interiors and exteriors. Her technical background, strong design, and analysis capabilities has aided the design team in many ways. She uses her computer skills to help the team with computer renderings, and calculations. Her engineering knowledge enables her to integrate the lighting into a project to highlight the main features and design themes of a project. She also leads the team on sustainable issues and green building. She has taken a great interest in the LEED initiative and has worked on several projects going for certification.

Education

Pennsylvania State University, Bachelors of Architectural Engineering
Pennsylvania State University, Masters of Architectural Engineering
University of Leeds, England – Education Abroad Program

Projects

- Al Ruwaya Tiger Woods Resort, Dubai, UAE
- Trump International Hotel, Dubai, UAE
- Cairo Masterplan, Cairo Egypt
- Gaylord National Harbor Hotel/Convention Center, Oxon Hill, MD
- National Harbor Master Plan, Oxon Hill, MD
- West Palm Beach City Commons and Waterfront Park, West Palm Beach, FL
- Disney's Pop Century Resort Hotel, Orlando, FL
- Disney's Vacation Club at Saratoga Springs, Orlando, FL
- Germantown Aquatic Center, Germantown, MD

Professional Affiliations

Illuminating Engineering Society of North America(IES/NA)
Lighting Certified (LC) by the National Council on Qualifications for Lighting Practitioners
LEED Accredited Professional by the United States Green Building Council (USGBC)

horton lees brogden lighting design

Entertainment Projects

AMC 15 Theaters Los Angeles, California	The Jerde Partnership
AMC Downtown Disney Anaheim, California	Gensler
ArcLight Cinemas Los Angeles, California	SmithGroup
Bronx Zoo Wild African Dogs Holding Facility Bronx, New York	BKSK Architects
The Grand Gateway at Xu Hui Shanghai, China	Callison Architecture
Maihama Resort and Entertainment Complex Tokyo, Japan	Projects International
Midway Casino Harrington, Delaware	Gensler
Nextel Central at the Monorail Las Vegas, Nevada	Gensler
San Francisco Zoo San Francisco, California	Field Paoli
Silver Screen Casino Charlestown, Virginia	Gensler
Stratosphere Retail Galleria Las Vegas, Nevada	MCG Architects

horton lees brogden lighting design

Recent Projects with New York City

Rouge Tomate
New York, NY

Community of the Holy Spirit
New York, NY

Olmsted Center
Flushing, NY

Trevor Day School
New York, NY

Dalton School Expansion
New York, NY

Analysis Group NYC Expansion
New York, NY

COFRA
New York, NY

Washington Market School
New York, NY

Green Light NYC
New York, NY

High Bridge Renovation and Park
New York, NY

Columbia University Bard Hall
New York, NY

References

Architect	William Rawn Associates, Architects Mr. William Rawn Principal 10 Post Office Square, Suite 1010 Boston, MA 02109 617.423.3470
Architect	Gensler Mr. Donald Ghent, Jr. Principal 2020 K Street, NW Washington, D.C. 20006 202.721.5200
Architect	Polshek Partners Architects Mr. Don Weinrich Principal 320 W. 13th Street, 8th Floor New York, NY 10014 212.807.7171
Architect	BKSK Architects Julie Nelson Associate 28 W. 25th Street New York, NY 10010 212.807.9600

horton lees brogden lighting design

Maihama Resort and Entertainment Complex

Tokyo, Japan

Surrounded by glowing walls and pulsing light, guests at the UFO club will be in for the ride of their lives… As the lights dim, the engines roar over the music and the seats rumble, the unsuspecting diners looking through the large "portholes" see the strange planet's surface fade into the distance as they are carried away into deep space. Imagine their surprise as the ship nears a small blue planet and familiar landmarks begin to take shape – visitors to Earth!

This is one of eighteen themed nightclubs, bars, restaurants, and retail shops Horton Lees Brogden has designed for the Maihama Resort & Entertainment Complex. The project is currently being constructed in Tokyo, Japan and includes the lighting for a four-star resort hotel.

In addition to a UFO, the themed venues included a French surfer's café, an industrial brewery, a tropical island complete with rain, an unde4rwater grotto, American 1920's streetscape, a Victorian music parlor, and an excavated Egyptian tomb just to name a few. The details of most of the restaurants and shops told the story of the proprietor – the archeologist who also collected pens or the French chef who loved surfing the Pacific Islands. Other venues created unlikely situations where cultures collide and then overlap such as the culinary escapades of an American cowboy lost on an exotic tropical island.

horton lees brogden lighting design

Gaylord National Harbor Hotel/Convention Center

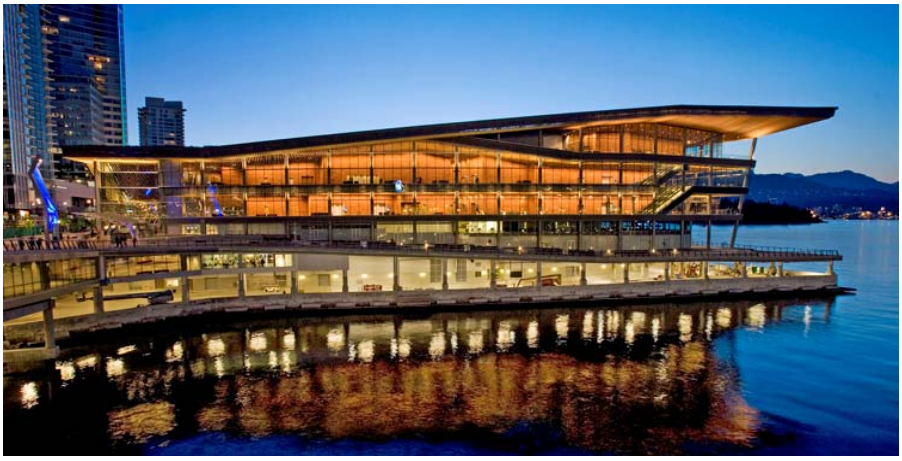
Oxon Hill, Maryland

The new Gaylord National Harbor Hotel and Convention Center located within the National Harbor urban–waterfront community is the largest combined hotel and convention center in the nation's capital region consisting of 1,500 luxe hotel suites and guestrooms, 500 additional rooms and timeshares, 2 acre soaring 18 story glass atrium filled with lush gardens and 90 foot high fountains and a 400,000 square foot exhibition/convention center, meeting rooms, and ballrooms. There are also three fine dining restaurants, a private club, spa and fitness center. Situated on a scenic bluff overlooking the Potomac River in Prince George's County, MD, the Gaylord National is located less than ten miles from the national landmarks and federal buildings of Washington, D.C. The lighting character is unique in every area of the project. With color changing LED to light the atrium and exterior facades, and signature fixtures celebrating the architectural features throughout.

horton lees brogden lighting design

Vancouver Convention Centre Expansion

Vancouver, BC, Canada



The opportunity to participate in a project with the highest creative and sustainability aspirations is every designer's dream come true. The new $804 million, 1.1 million square foot waterfront convention centre expansion more than tripled the size of the existing facility and serves as the broadcast and media center for the XXI 2010 Olympic Winter Games, as well as the site for the Olympic Cauldron. Working with LMN Architects and the MCM Partnership, HLB's scope of work for this facility included the lobbies and pre-function areas, a signature ballroom, meeting rooms, public art projects, and the exterior lighting design for the façade, plazas, surrounding walkways, and park transition.

The folding planes of a 5.5 acre "living roof" and a multitude of spatial demands inspired the team to integrate innovative lighting solutions into dynamic forms in a variety of scales responsive to the architectural expressions. 15 meter high sculptural light markers with integral color changing LEDs, identify the city edge. As one moves in to the site, the luminaire scale steps down to 8 meter high superstructures. Both luminaires allow ample flexibility for special events. Waters edge brings a more contemplative scale, with simpler, more frequently spaced luminaires. The interior lobby design consisted of creating a lantern-effect by washing illumination on to ceiling and walls visible through the transparent volume. Custom glowing ballroom chandeliers express the building's interior/exterior connectivity.

HLB has performed interior lighting studies in conjunction with BC Hydro to confirm that interior lighting is designed with the highest degree of energy efficiency. One of the largest lighting challenges for the exterior environment encompassed designing comfortable, yet dynamic lighting for events while also endeavoring to achieve the LEED light pollution criteria. The team's dream indeed came true, as this project is the first convention center in the world to be awarded LEED Platinum certification. In addition, the lighting design for this project has been awarded the Lumen West Award of Excellence.

horton lees brogden lighting design

WBE Status

Horton Lees Brogden Lighting Design Inc. is 63% owned and managed by women.

WBE – Women Owned Business Enterprise

We are certified as a Woman Owned Business Enterprise with the following authorities:

Authority: New York State Department of Economic Development (D/MWBD)
30 South Pearl Street, Albany, NY 12245
ID #: 6559

Authority: New York City Department of Small Business Services
110 William Street, New York, NY 10038
Vendor ID# 0002361980

Authority: New York School Construction Authority
30-30 Thomson Avenue, Long Island City, NY 11101
Tax ID #: 13-2671278

Authority: Commonwealth of Virginia Department of Minority Business Enterprise
200-202 North 9th Street, 11th Floor, Richmond, VA 23219
Certification #: 648881

Authority: State of Delaware
122 William Penn Street, Dover, DE 19901

Authority: City of Orlando
Minority and Women Business Enterprise Office
City Hall
P.O Box 4990
Orlando, FL 32802-4990

Authority: State of Massachusetts
10 Park Plaza, Suite 3740
Boston, MA 02116

SWBE – State Women Owned Business Enterprise

We are certified as a State Woman Owned Business Enterprise with the following authorities:

Authority: California Department of Transportation (Caltrans)
Civil Rights MS-79, 1823 14th Street, Sacramento, CA 95814
File #: 29378

Agencies Accepting Caltrans Certification

- Los Angeles World Airports (LAWA)
- Los Angeles County Metropolitan Transportation Authority (MTA)
- City of Los Angeles: most City departments recognize Caltrans certification for MBE/WBE participation purposes in City funded projects as stated in bid documents. Please confirm with the project manager regarding acceptance of Caltrans certification.

Authority: Human Rights Commission - San Francisco
25 Van Ness Avenue, Suite 800, San Francisco, CA 94102-6033

horton lees brogden lighting design

DBE – Disadvantaged Business Enterprise

We are certified as a Disadvantaged Business Enterprise with the following authorities and reciprocal partners:

Authority: Port Authority of New York & New Jersey
233 Park Avenue South, New York, NY 10003
Certification #: PA-25021

Authority: Port Authority of Allegheny County
345 Sixth Avenue, 3re Floor, Pittsburgh, PA 15222-2527
Certification #: 13-2671278

Reciprocal Partners

- Pennsylvania Department of Transportation
- Allegheny County
- City of Philadelphia
- Pittsburgh Public Schools WBE Program
- Southeastern Public Transit Authority
- State of Delaware
- Human Rights Commission – San Francisco

Authority: Metropolitan Washington Airports Authority
44 Canal Center Plaza, Alexandria, VA 22314-1562
Certification #: DB1993-002-02006

Authority: Maryland Department of Transportation
Minority Business Enterprise Office
7201 Corporate Center Drive
P.O Box 548
Hanover, MD 21076

Empire State Development

The hereto named firm is designated a

WBE

by the

Division of Minority and Women's Business Development

HORTON LEES BROGDEN LIGHTING DESIGN INC.

NEW YORK, NY

DIRECTOR

6559 – 2003

CERTIFICATE NUMBER

Susan C. Buckman

CERTIFICATION ANALYST

2/4/2011

EXPIRATION DATE

New York City Department of Small Business Services

Division of Economic and Financial Opportunity

WBE CERTIFICATE

Horton Lees Brogden Lighting Design, Inc.

This certificate acknowledges that this company has met the criteria as established by the M/WBE Program at the New York City Department of Small Business Services and therefore is certified as a Woman-owned Business Enterprise (WBE).

Certificate Number: **18391 - 72008**

Expires on: **6/30/2013**

Michael R. Bloomberg, Mayor

Robert W. Walsh, Commissioner

Alfred O. Milton, Associate Director Certification

RMJ-2/05

JEM Associates

Pleasantville, NJ

Food Service Consultants

Qualifications

JEM ASSOCIATES
Profile of Company

JEM Associates, founded in 1991, is a leading design consultant to the hospitality industry. John Egnor, the President and founder of ***JEM*** Associates, has been honored in the Consultant Specifier Giants issue of the national trade publication "Foodservice Equipment & Supplies Specialist". The firm has been featured in numerous publications over the years for their notable projects. We are responsible for the design and specification of over 100 million dollars worth of foodservice equipment per year. Our combined staff located in Pleasantville (New Jersey), Wayne (Pennsylvania) and New York City has significant years of experience in foodservice operations and design.

JEM Associates has extensive experience servicing hotels, casinos, resorts, racetracks, restaurants, golf courses, colleges, universities, K-12, correctional facilities, health care institutions as well as industrial food processing and mass production facilities. ***JEM*** Associates specializes in hospitality design and consulting, and has designed over four hundred hospitality projects since its inception.

JEM Associates is a design-only firm dedicated to the integrity of the design and operation. We consider ourselves an "agent" for food and beverage and take a holistic approach to design. We are not an equipment dealer or Kitchen Equipment Contractor and do not purchase or install equipment. We, therefore, design foodservice facilities and specify foodservice manufacturers suiting the project parameters, budget and foodservice program.

JEM is a consulting firm dedicated to the successful conceptualization and implementation of foodservice projects. We understand foodservice design, operations, execution and customer support.

JEM Associates utilizes AutoCAD 2007, Microsoft Office 2000, KCL and AutoQuotes and each staff member has experience in web site project coordination.

Qualifications

JEM Associates, founded in 1991, is a leading design consultant to the hospitality industry. John Egnor, the President of *JEM* Associates was honored in a national trade publication "Foodservice Equipment & Supplies Specialist" in the September 25, 1995 Consultant Specifier Giants issue. The firm has been featured in numerous publications over the years for their notable projects. *JEM* Associates has been responsible for designing and specification of kitchen equipment of approximately 100 Million Dollars per year. The combined staff working in our three offices, located in Pleasantville, New Jersey, Wayne, Pennsylvania and our recently opened office in Las Vegas, Nevada have significant years of experience in foodservice operations and design.

JEM Associates has experience in hotels, casinos, golf courses, race tracks, resorts, schools, correctional facilities, health care and senior living facilities, industrial food processing and mass production facilities. *JEM* Associates specializes in hospitality design and consulting, and has designed over four hundred hospitality projects since its inception.

Partial work experience includes: Foxwoods Casino Resort; Atlantic City Hilton Tower and Casino Expansion; Bally's Western Themed Casino; Paris Las Vegas Casino Hotel; Hard Rock Hotel Casinos in Hollywood and Tampa, Florida; Our Lucaya; Mohegan Sun Resort & Spa; The Borgata Hotel Casino in Atlantic City; Seneca Niagara Casino in New York; Isle of Capri Pompano Park Race Track; Las Vegas Sands Bethworks in Bethlehem Pa.

JEM *Associates utilizes AutoCAD 2007, but also* ***has the capability of working in AutoCAD Version 2005*** *and Microsoft Office 2000.* JEM *Associates has its own Web page, www.jemassociates.com, and each staff member has experience in web site project coordination.*

CLIENT LISTING & LOCATIONS

RACINOS VENUES

- **Buffalo Raceway** – Hamburg, New York
- **Charles Town Races & Slots** – Charles Town, West Virginia
- **Delaware Park Racetrack** – Wilmington, Delaware
- **Dover Downs Racetrack** – Dover, Delaware
- **Finger Lakes Gaming & Racetrack** – Farmington, New York
- **Harrah's Casino Hotel** – Chester, Pennsylvania
- **Isle of Capri Casino Hotel** – Pompano Park, FL
- **Persque Isle Downs** – Erie, Pennsylvania
- **Remington Park Racino** – Oklahoma City, Oklahoma
- **Saratoga Gaming & Racetrack** – Saratoga Springs, New York
- **Tioga Downs Racetrack** – Nichols, New York
- **Wheeling Downs Racetrack** – Wheeling, West Virginia
- **Yonkers Raceway** – Yonkers, New York

JEM ASSOCIATES

FAST TRACK PROJECTS

- **Borgata Spa Expansion 1**– Atlantic City, New Jersey
- **Dover Downs Racetrack Expansion 1** – Dover, Delaware
- **Presque Isle Downs** – Erie, Pennsylvania
- **Seneca Allegany Casino & Hotel** – Salamanca, New York
- **Seneca Niagara Casino** – Niagara Falls, New York
- **Tioga Downs Racetrack** – Nichols, New York

JEM ASSOCIATES

CLIENT LISTING & LOCATIONS

HOTEL VENUES

- **Ames Hotel** – Boston, Massachusetts
- **Apponaug Hotel** – Providence, Rhode Island
- **Atlantic City Hilton –** Atlantic City, New Jersey
- **Bally's Casino Tunica** – Tunica, Mississippi
- **Bally's Wild Wild West Casino –** Atlantic City, New Jersey
- **Borgata Casino** – Atlantic City, New Jersey
- **Caesars Casino Hotel** – Atlantic City, New Jersey
- **Chelsea Hotel** – Atlantic City, New Jersey
- **Claridge Casino Hotel –** Atlantic City, New Jersey
- **Crosby Street Hotel –** New York, New York
- **Dover Downs Racetrack –** Dover, Delaware
- **El Rancho Casino Hotel –** Las Vegas, Nevada
- **Fantasy Springs Casino Resort** – Palm Springs, California
- **Flamingo Hilton –** Kansas City, Missouri
- **Flanders Hotel –** Ocean City, New Jersey
- **French Lick Casino –** French Lick, Indiana
- **Gila River Casino** – Phoenix, Arizona
- **Glory Park Hotel** – Arlington, Texas
- **Grand Hyatt –** New York, New York
- **Hard Rock Casino Hotel** – Hollywood, Florida
    - Tampa, Florida
- **Harrah's Casino Hotel** – Atlantic City, New Jersey
    - St. Louis, Missouri
- **Hershey Lodge Convention Center Hotel** – Hershey, Pennsylvania
- **Houston Medical Center Marriott** – Houston, Texas
- **Hyatt Hill County Resort** – San Antonio, Texas
- **Isle of Capri Casino Hotel –** Biloxi, Mississippi
    - Boonville, Mississippi
    - Bossier City, Mississippi
    - Lake Charles, Louisiana

- Lula, Mississippi
- Tunica, Mississippi
- Waterloo, Iowa

- **JW Marriott Westhiemer** – Houston, Texas
- **Marriot Courtyard** – Atlantic City, New Jersey
- **Marriot Courtyard** – Montvale, New Jersey
- **Mohegan Sun Casino –** Uncasville, Connecticut
- **New York Marriott Marquis –** New York, New York
- **Old Bahama Bay Resort –** Orland, Florida
- **Omni Champions Gate –** Orland, Florida
- **Orlando Hilton Convention Center –** Orlando, Florida
- **Our Lucaya Beach and Golf Resort –** Grand Bahamas Island
- **Paris Las Vegas** – Las Vegas, Nevada
- **Puerto Rico Convention Center HQ Hotel** – Puerto Rico
- **Quality Inn** – Atlantic City, New Jersey
- **Radisson Hotel** – Nassau, Bahamas
- **Resorts International Casino Hotel** – Atlantic City, New Jersey
- **San Antonio Marriott River Center** – San Antonio, Texas
- **San Antonio Marriott River Walk** – San Antonio, Texas
- **Sands Casino Hotel** – Atlantic City, New Jersey
- **Showboat Hotel & Casino** – Atlantic City, New Jersey
- **Smuggler's Cove Bed & Breakfast** – Atlantic City, New Jersey
- **The Water Club** – Borgata Casino, Atlantic City, New Jersey
- **The Sheraton Towers** – New York, New York
- **Tropicana Casino & Resort** – Atlantic City, New Jersey
- **Trump Marina Hotel Casino** – Atlantic City, New Jersey
- **Trump Plaza Casino Resort** – Atlantic City, New Jersey
- **Trump Regency Casino Hotel** – Atlantic City, New Jersey
- **Turning Stone Casino Hotel** – Verona, New York

JON S. CORZINE
Governor

Virginia Bauer
Chief Executive Officer/Secretary

APPROVED

by the
NEW JERSEY COMMERCE & ECONOMIC GROWTH COMMISSION
OFFICE OF DEVELOPMENT FOR SMALL BUSINESS
AND WOMEN AND MINORITY BUSINESSES
under the
Small Business Set-Aside Act

This certificate acknowledges **EGSUE INC t/a JEM ASSOCIATES** as a **Category 2 & 5** approved Small Business Enterprise that has met the criteria established by N.J.A.C.12A:10, N.J.A.C.12A:10A (N.J.A.C.17:13).

This approval will remain in effect for one year. This office must be notified within 20 days of any material changes in the business that affect ownership and control. **Failure to do so may result in an immediate revocation of this approval.**

Nina E. Moseley

Nina E. Moseley
Director

Certification Number: 26833-25

Issued: April 10, 2006

Expiration: April 9, 2007

Firm Profile

SiteWorks Landscape Architecture is a woman owned and operated Landscape Architecture & Construction Management firm founded in 2005. We are WBE certified by New York City and New York State as well as DBE and SBE certified in New York and New Jersey. Annette Wilkus, Founder and Principal, formed SiteWorks after recognizing the need for a knowledge base that encompasses design and technical expertise during both the design and construction phases of a project. Our passion is for the public realm, bringing innovative, well constructed spaces to all. We are well versed in all site related issues including master planning, site architecture, utilities, pavement, soil, and planting design.

Our design and implementation knowledge enables innovative designs to be realized through construction documentation and site supervision during construction. During the construction documentation phase we perform thorough constructability reviews of the documents- looking at the drawings from a contractor's point of view to address potential change orders or oversights the contractor could capitalize on. With founder Annette Wilkus' design background and implementation knowledge, SiteWorks ensures a well built project that is both true to the design vision and sensitive and respectful of the Owner's needs and budget.

Sustainable and maintainable designs are imperative to our professional integrity. SiteWorks' staff includes registered Landscape Architects and LEED Accredited Professionals. Projects we have worked on include community redevelopment at Grand Street Guild, parks such as Teardrop Park and Teardrop Park South in Battery Park City and The High Line in Manhattan (as member of the Construction Management teams) historic preservation/restoration such as Edna St. Vincent Millay's home-Steepletop in Austerlitz, New York and river walkways along Lake Michigan and the Mississippi River. Prior to starting SiteWorks, Wilkus was employed by New York City landscape architecture firms as quality control for design and construction documentation.

Project Experience in the Greater New York City Area:

Bathgate Playground, Bronx, NY, *Construction Completed 2004*
Capital Projects consultant for New York City Parks & Recreation. The addition of the track and interior painted play area completed Bathgate Playground providing additional activity for P.S. 59 students and surrounding neighborhood. The synthetic recreational track abuts the existing playground and the Cooke Farm Community Garden. The Community Garden also received new utility services to the existing greenhouse.
At Mark K. Morrison Landscape Architects

Battery Park City Site 23/24 Baseball Fields and Maintenance Shed, New York, NY *Construction Completed 2007*
Design and construction administration for the maintenance shed and ballfields in Battery Park City. Provided design and construction documentation services for the reconstruction of one of Manhattan's busiest athletic complexes including both the maintenance shed and ballfields. Continued building development in Battery Park City required that the fields be reoriented and rebuilt. Turf fields are maintained organically-without any chemical aid. The design included an extensive new drainage system, relocation of field lighting, grading, soil correction and a new field turf.

Synthetic Turf Fields at Flushing Meadows-Corona Park, Queens, NY, *Construction Completed 2003*
Capital Projects consultant for New York City Parks & Recreation. Three new synthetic fields located at the 1964 World's Fair Site provide soccer enthusiasts with playing fields. The design incorporates new seating bleachers embellished with symbols relating to the World's Fair. The country symbolized by the art on the bleachers had exhibited at the site of the field.
at Mark K. Morrison Landscape Architects

Fulton Mall Streetscape, Brooklyn, NY *Current*
SiteWorks is part of the construction management team for this multi-million dollar reconstruction of downtown Brooklyn's busy pedestrian mall and transit hub. In the heart of downtown Brooklyn, this project includes complete roadway reconstruction, utilities and streetscape amenities such as street trees, special plantings, furnishings and CU-Structural Soil™. In addition to overseeing permitting through NYC Parks and managing plant selection and inspection, SiteWorks is coordinating the work for all planting, soils and related hardscape improvements.

Grand Street Guild Site Renovation, New York, NY *Current*
As part of a multi-disciplinary team, SiteWorks designed a complete renovation of this 3 acre complex on Manhattan's Lower East Side in concert with building renovations at each of the three 26-story residential towers. The site plan improvements include circulation patterns and accessibility, pavements and finishes, drainage, lighting, furnishings and plantings. For a new maintenance facility, SiteWorks designed an extensive green roof.

The High Line, New York, NY, *Section I: Construction Completed 2009; Section II: Current*
This 1.5 mile elevated railroad, abandoned in the 1980's, is being transformed into the preeminent outdoor space on the west side of Manhattan. As a member of the construction management team, SiteWorks is working closely with the client (Economic Development Corporation of New York City) and designers (led by James Corner Field Operations with Diller Scofidio + Renfro) to implement the plantings and all associated elements. The planting design by Piet Oudolf evokes the native grasses and perennials that self-seeded during the railroad's abandonment. Due to the numerous varieties and large quantities of this herbaceous planting it was necessary to contract with growers for the grasses and perennials.

Hunter's Point South, Queens, NY, *Current*

HPS is a proposed mixed-use, middle-income housing development situated on approximately 30 acres of prime waterfront property in Long Island City, Queens. The City's master plan focuses on transforming the site into a vibrant and sustainable community with a waterfront park. As part of the Construction Management team, SiteWorks is actively working to implement the design for the infrastructure and the waterfront park. Core planning principles include achieving a pedestrian-friendly street network, pursuing exemplary streetscape design, accommodating alternative transportation options (e.g. bikeways) and incorporating sustainable design elements. The waterfront park will accommodate both active and passive recreational uses and will be linked with the existing waterfront park to the north. The varied topography allows for a range of experiences and provides expansive views from the project site. Planning is currently underway for Phase One, the area bound by 50th Avenue to the north, 2nd Street to the east, 54th Avenue to the south and the East River to the West.

Jackson Avenue Streetscape Improvements, Queens, NY, *Current*

SiteWorks is part of the construction-management team for the rebuilding of nearly a mile of roadway in Long Island City, Queens. This project includes complete roadway reconstruction, utilities and streetscape amenities such as street trees, special plantings, furnishings and CU-Structural Soil™. Several NYC Parks triangles will be renovated and enlarged. In addition to overseeing permitting through NYC Parks and managing plant selection and inspection, SiteWorks is coordinating the work for all planting, soils and related improvements.

Museum of Jewish Heritage, New York, NY, *Construction Completed 2007*

Olin Partnership designed the landscape and hardscape adjacent to the addition to the Museum of Jewish Heritage located in Battery Park City. As part of the construction management team, SiteWorks was responsible for testing and obtaining the manufactured soils, as well as sourcing the plants, leading the tagging efforts, and overseeing installation of all plantings. Located directly next to the Hudson River, the planting plan of primarily perennials and grasses softens the hard edges of the granite planters and river winds. Logistically, locating and securing the large quantities of grasses and perennials was the most challenging aspect of the project. The grasses and perennials were ultimately contract grown, and successfully installed over two planting seasons.

North Esplanade Planter Renovation, Battery Park City, NY, *Construction Completed 2009*

SiteWorks provided design and construction administration services when one of Battery Park City's signature spaces needed complete renovation. The project called for the reconstruction of four large existing masonry planters along a busy pedestrian promenade. SiteWorks collaborated with the architect for planter masonry restoration and waterproofing, and provided a planting design and construction administration for the planters. SiteWorks coordinated with Battery Park City Parks Conservancy staff to protect several large trees and to preserve valuable planting soils for reinstallation.

Queens Plaza Pedestrian and Bicycle Improvements, Queens, NY, *Current*

SiteWorks is part of the construction-management team for this dramatic renovation of one of the city's busiest transit hubs.The central challenge of this project is to convert acres of traffic-clogged pavement into a pedestrian-friendly oasis complete with a functioning wetland and custom artist-designed pavement and furnishings. Hundreds of trees and thousands of perennials will be planted to create a rich, layered corridor of green that mitigates noise and connects Queens Plaza with the East River. In addition to overseeing the work for all planting, custom soil blends and related improvements, SiteWorks' role includes coordinating the multi-year schedule to ensure the success of this complex transformation.

Teardrop Park, New York NY, *Construction Completed 2007*

Teardrop Park, designed by Michael Van Valkenburgh Associates, is a 1.9 acre park located in Battery Park City in lower Manhattan. Simulating the Catskills of upstate New York, its main feature is a 17-foot high,180-foot long wall evoking a geologic occurrence which 'weeps' water, forming ice in the colder months. The park is immensely popular with all ages seeking both passive and active

recreation. As part of the construction management team, SiteWorks was involved in testing and obtaining the five types of specified manufactured soils, as well as plant sourcing,tagging, and overseeing installation of the 42,000 trees, shrubs, perennials and groundcovers. Challenges included an inner city location with construction happening on all sides, and the constructability of steep slopes laden with boulders adjacent to walkways and play areas.

Teardrop Park South, New York, NY*, Construction Completed 2010*
Teardrop Park South is the second phase of the immensely popular Teardrop Park located in Battery Park City in lower Manhattan. The design, by Michael Van Valkenburgh Associates, combines naturalized plantings and a complex of fountains formed by massive stone slabs to simulate the mountain streams of the Catskills of upstate New York. The park serves as a gathering space for visitors and for several adjacent cultural institutions, including the New York Public Library. Because construction access to the site was extremely limited, careful coordination and scheduling was required to successfully complete the work. As part of the construction management team SiteWorks was involved in testing and obtaining the specified manufactured soils as well as plant sourcing, tagging, and overseeing the installation of trees, shrubs, perennials and groundcovers.

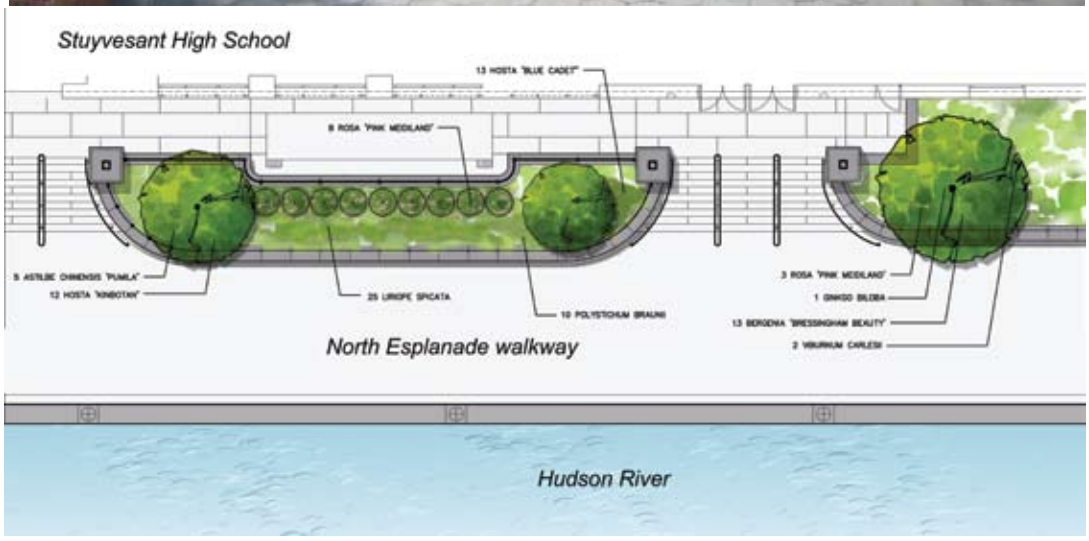
Fast Track Project Experience:

Grand Street Guild Renovations, New York, NY

References:

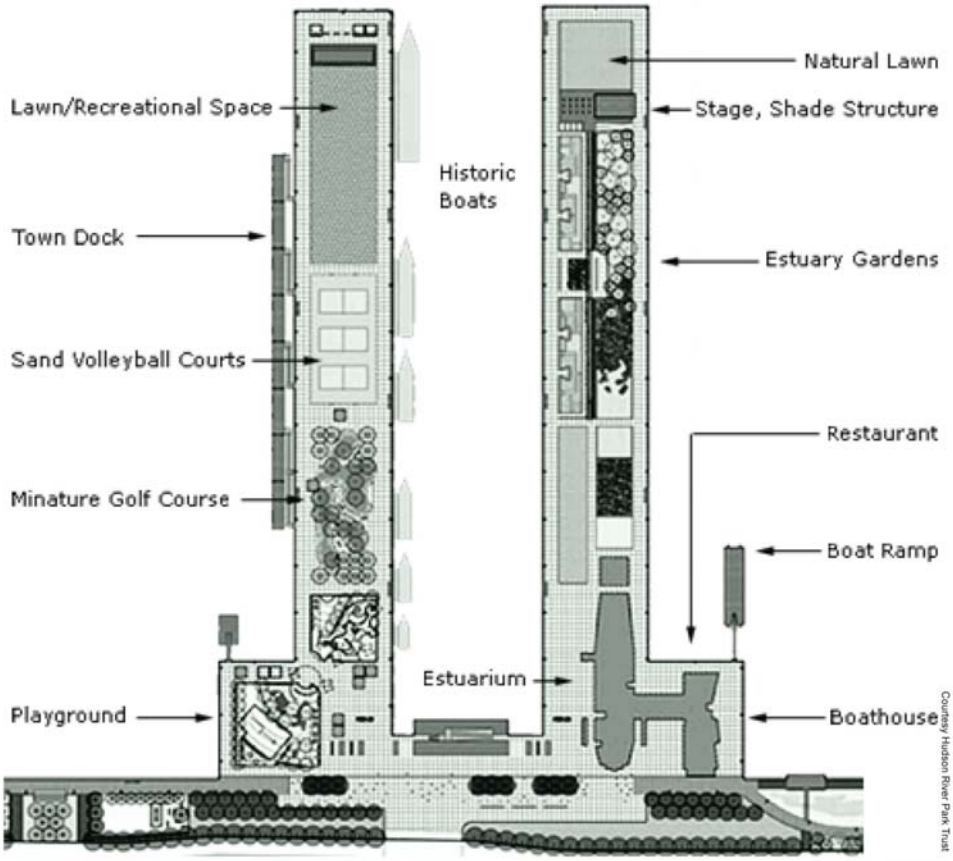
Doug Cutsogeorge
Cutsogeorge Tooman & Allen
151 West 26th Street, 8th Floor
New York, NY 10001
(212)243-7404

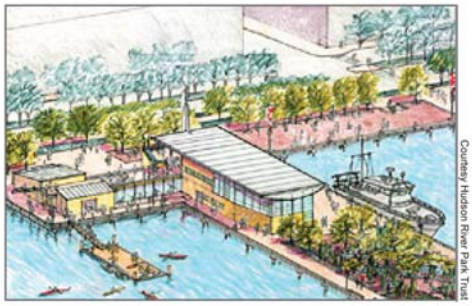
Mike Bailey
The LiRo Group
3 Aerial Way
Syosset, NY 11791
(516) 938-5476



North Esplanade planter renovation, Battery Park City, New York

SiteWorks provided design and construction administration services when one of Battery Park City's signature spaces needed complete renovation. The project called for the reconstruction of four large existing masonry planters along a busy pedestrian promenade. SiteWorks collaborated with the architect for planter masonry restoration and waterproofing, and provided a planting design and construction administration for the planters. SiteWorks coordinated with Battery Park City Parks Conservancy staff to protect several large trees and to preserve valuable planting soils for reinstallation.





Hudson River Park-Segment 3, New York, NY

Segment 3 extends from Chambers Street to the south end of Pier 40 just north of Clarkson Street. Design includes two historic piers and upland. The piers will accommodate a small snack shack, a full-service restaurant and boat house, a miniature golf course, volleyball courts, a synthetic turf sports field, playground with water features, a future estuarium for study of the Hudson River and its wildlife, and berthing for eight historic vessels. The upland portion design includes passive recreation with native plantings, two basketball courts, a multipurpose outdoor dance floor, a skate park and two small maintenance/restroom buildings.

at Mathews Nielsen Landscape Architects

The High Line, New York, New York

This 1.5 mile elevated railroad, abandoned in the 1980's, is being transformed into the preeminent outdoor space on the west side of Manhattan. As a member of the construction management team, SiteWorks is working closely with the client (Economic Development Corporation of New York City) and designers (led by James Corner Field Operations with Diller Scofidio + Renfro) to implement the plantings and all associated elements. Phase One, from Gansevoort to West 20th Street, opened to the public in June of 2009. Construction is currently underway for Phase Two, from West 20th Street to West 30th Street.

The planting design by Piet Oudolf evokes the native grasses and perennials that self-seeded during the railroad's abandonment. Due to the numerous varieties and large quantities of this herbaceous planting it was necessary to contract with growers for the grasses and perennials.

Grand Street Guild Site Renovations

As part of a multi-disciplinary team, SiteWorks designed a complete renovation of this 3 acre complex on Manhattan's Lower East Side in concert with building renovations at each of the three 26-story residential towers. The site plan improvements include circulation patterns and accessibility, pavements and finishes, drainage, lighting, furnishings and plantings. For a new maintenance facility, SiteWorks designed an extensive green roof.

The design intent is to create a coherent and safe outdoor environment that residents will use as part of their daily lives. Wide interior walkways allow for easy connections between the apartment buildings, local shopping and transit. Several seating areas welcome residents of all ages. Plantings and custom fencing clearly establish the site's boundaries and discourage use by non-residents. Two play areas are provided for children: painted games within a landscaped edge, and a spray ground for summer play. An amphitheater that once hosted community gatherings is restored to include a performance space, a water-play feature and a new alley of flowering trees.

Teardrop Park, Battery Park City, New York

Teardrop Park, designed by Michael Van Valkenburgh Associates, is a 1.9 acre park located in Battery Park City in lower Manhattan. Simulating the Catskills of upstate New York, its main feature is a 17-foot high,180-foot long wall evoking a geologic occurrence which ‘weeps’ water, forming ice in the colder months. The park is immensely popular with all ages seeking both passive and active recreation. As part of the construction management team, SiteWorks was involved in testing and obtaining the five types of specified manufactured soils, as well as plant sourcing, tagging, and overseeing installation of the 42,000 trees, shrubs, perennials and groundcovers. Challenges included an inner city location with construction happening on all sides, and the constructability of steep slopes laden with boulders adjacent to walkways and play areas.

Annette P. Wilkus, RLA, LEED® AP
Principal

Summary of Experience

Twenty-seven years of experience in the technical aspects of Landscape Architecture and Construction Management. Demonstrated ability in site design, construction documentation, project management and construction management. Focused on the technical aspects of Landscape Architecture including the construction of landscapes with a wide knowledge base in site related issues including design (both hardscape and planting); design documentation and implementation including detailing, life cost analysis and sequencing of construction activities.

Education

New York University, Certificate of Construction Management-May 2004
University of Pennsylvania, Master of Landscape Architecture – May 1983
University of Wisconsin – Madison, Bachelor of Science – Landscape Architecture – May 1980

Professional Affiliations

Registered Landscape Architect – States of New York and Pennsylvania
LEED® Accredited Professional
Participant in correcting the Landscape Architecture Registration Exam – 1999 to 2007
Member- American Society of Landscape Architects 1980 to Present
President – New York Chapter American Society of Landscape Architects – 1996 to 1997
Board - New York Chapter American Society of Landscape Architects – 1995 -1998 and 2004 - 2008
Trustee- New York Chapter American Society of Landscape Architects – 2005-2008

Awards

ASLA National Honor Award, Teardrop Park, Battery Park City, NY, 2009
ASCE (American Society of Civil Engineers) Diamond Award for Construction Management, The High Line, 2009
Women Builders Council, Outstanding Women Award, 2009
New York ASLA Honor Award, Museum of Jewish Heritage, 2008
New York ASLA Honor Award, Hudson River Park Segment 3, 2008
American Society of Landscape Architects, Wisconsin Chapter, Design Merit Award: Public Open Space/Environmental; Racine Sam Johnson Parkway, Racine, WI. 2004
American Planning Association, Wisconsin Chapter, Planning Award: Plan Implementation; City of Onalaska Downtown Redevelopment, Onalaska, Wisconsin, 2003
American Society of Landscape Architects, National Merit Award; Rochester River Walkway, Rochester, MN, 1985

Lectures

The Dirt on Dirt-Soils for Sustainable Parks and Recreation Facilities-
American Society of Landscape Architects Annual Meeting October 2007
Considerations for Designing, Specifying and Installing Soils-
Pennsylvania Horticultural Society June 2008

Selected Projects

Landscape Architecture
Grand Street Guild Site Redesign, New York, NY
Morrisania Air Rights Housing, Bronx-New York, NY
North Esplanade, Battery Park City, Manhattan New York, NY
Hudson River Park-Segment 3, New York, NY
Downtown Development Plan and Streetscape Implementation City of Onalaska, WI
Racine Downtown Streetscape, Racine WI

Construction Management
Queens Plaza, Long Island City, NY
Landscape Architect-Wallace Roberts & Todd
Jackson Avenue Streetscape Improvements, Long Island City, NY
Landscape Architect-Stantec
The High Line, Manhattan New York, NY
Landscape Architect -Field Operations
Teardrop Park, Battery Park City New York, NY
Landscape Architect-Michael Van Valkenburgh Associates
Museum of Jewish Heritage, Battery Park City, New York, NY
Landscape Architect -Olin Partnership

Andrew Caddock, RLA, LEED® AP
Associate

Summary of Experience

Thirteen years of experience in design, construction documentation and construction management. More than 10 years designing a wide range of public and private built projects. Specializing in horticulture and planting design, tree protection in construction and site detailing and materials. Currently he is on the construction management teams for several public infrastructure projects in New York City, including The High Line, Fulton Mall Streetscape in Brooklyn and Teardrop Park South in Battery Park City.

Education

University of Minnesota, Master of Landscape Architecture-May 1997
University of Wisconsin – Madison, Bachelor of Arts, Urban Geography-May 1990

Professional Affiliations

Registered Landscape Architect-States of New York and Minnesota
LEED® Accredited Professional
Certified NYC Citizen Pruner
Minneapolis Public Art Advisory Panel, 2004-2007
FORECAST Public Artworks Board of Directors, 2006-2007
Board of Directors, American Society of Landscape Architects-Minnesota Chapter 2002-2004

Awards

Minnesota Chapter American Society of Landscape Architects Merit Award-2006
2005 Gold Award for Best Urban Smart Growth Neighborhood
2003 Preservation Award-Preservation Alliance of Minnesota
2003 Recognition Award American Institute of Architects Minnesota Chapter

Lectures

Lake Street Reconstruction: Tree Protection, Engineered Soils and Collaboration –
82nd Annual International Society of Arboriculture Conference, August 2006

Selected Projects

Landscape Architecture
Grand Street Guild Site Redesign, New York, NY
North Esplanade, Battery Park City, Manhattan New York, NY
3D digital modeling for the City of St. Paul, MN
Lake Street Reconstruction and Streetscaping, Minneapolis, MN

Construction Management
Hunters Point South
Landscape Architect - Thomas Balsley Associates
Queens Plaza Pedestrian and Bicycle Improvements, Long Island City, NY
Landscape Architect - Wallace Roberts & Todd
Jackson Avenue Streetscape Improvements, Long Island City, NY
Landscape Architect – Stantec

The High Line, Manhattan New York, NY
Landscape Architect - Field Operations
Teardrop Park South, Battery Park City New York, NY
Landscape Architect - Michael Van Valkenburgh Associates

Quality Assurance/Quality Control Consultation
West 8
Ongoing consultation for various projects
Dlandstudio
Ongoing consultation for various projects
Thomas Balsley Associates
Curtis Hixon Waterfront Park, Tampa, FL
Main Street Garden Park, Dallas, TX
Long Island Jewish Hospital, Long Island, NY

Tab 5.I.:

Subcontractors

Architect of Record:

JCJ ARCHITECTURE
350 5th Avenue, Su 1029
New York, NY 10118

212.774.3606
William Dow – Project Director

Civil Engineer:

Gedeon GRC Consulting *
6901 Jericho Turnpike, Suite 216
Syosset, NY 11791

516.873.7010

Structural Engineer:

DeSimone Engineering
18 West 18th Street
10th Floor
New York, NY 10011

212.532.2211

M/E/P & Life Safety Engineering:

Edwards & Zuck, P.C. New York
315 Park Avenue South
17th Floor
New York, NY 10010

212.330.6200

Landscape Architect:

SiteWorks *
150 W 28th Street, Suite 605
New York, NY 10001

212-255-8350

Food Service Consultant:

JEM Associates
833 Mill Road, Suite 1
Pleasantville, NJ 08232

609.645.2222

Parking Garage Planning:

Desman Associates *
49 West 37th St.
5th Floor
New York, NY 10018

(212) 686-5360

Lighting Consultant:

HLB Lighting *
200 Park Avenue South
Suite 1401
New York, NY 10003

212.674.5580

Acoustic Engineering / AV&IT:

Cerami & Associates, Inc. *
404 Fifth Avenue
New York, NY 10018

212.370.1776

Permit Expeditor:

JMV Associates *
3929 Bell Boulevard, Suite 1
Bayside, NY 11361

718-631-0006

* MWBE Certified

Subcontractor: Tutor Perini Corporation

Tutor Perini Corporation does not subcontract any portion of the scope of its construction management services including its supervisory and administrative functions.

Tab 6.:

Designation of Proprietary Information

Proprietary Portions of the Proposal

The following is a list of documents containing confidential or proprietary information. These documents should be exempted from disclosure under the Public Officers Law, Article 6, Sections 84-90, the "New York Freedom of Information Law" (RFP 1.14), as such information (a) are trade secrets or are submitted to an agency by a commercial enterprise or derived from information obtained from a commercial enterprise and which if disclosed would cause substantial injury to the competitive position of the subject enterprises; (b) if disclosed would constitute an unwarranted invasion of personal privacy under the provisions of subdivision two of section eighty-nine of the Freedom of Information Law; (c) if disclosed would impair present or imminent contract awards.

Requesting Commercial Enterprise	**Tab**	**Document**	**Reason Information Should be Exempt From Disclosure**
Tutor Perini Corporation	5.h.v	Minority Business Enterprise & Women-Owned Business Plan: ▪ Minority Business Enterprise & Women Owned Business Participation ▪ AIRTRAIN Terminal at Jamaica Station Summary – Final Monthly Oversight Committee Meeting ▪ Construction: MBE/WBE/DBE Participation Plan ▪ Pennsylvania Convention Center Expansion Renovation: Contract 1- MBE & WBE Subcontractor Payments ▪ Pennsylvania Convention Center Expansion Renovation: Contract 2- MBE & WBE Subcontractor Payments ▪ Minority Business Enterprise & Women Owned Business Participation: Anticipated Participation	Disclosure of these items would be detrimental to Tutor Perini Corporation.

Tutor Perini Corporation	5.h.iii	Equal Employment Opportunity Plan: ▪ Equal Employment Opportunity & Affirmative Action ▪ The Port Authority of NY NJ: Monthly Employment Utilization Report ▪ Pennsylvania Convention Center Expansion Renovation: Contract 1- Monthly Compliance by Manhours ▪ Pennsylvania Convention Center Expansion Renovation: Contract 2- Monthly Compliance by Workforce ▪ EEO Utilization Analysis	Disclosure of these items would be detrimental to Tutor Perini Corporation.
Tutor Perini Corporation	5.e	Program Estimate	Disclosure of these items would be detrimental to Tutor Perini Corporation.
Genting New York LLC & JCJ Architecture	5.e, Appendix A	30% Construction Documents Submission – Architectural / Engineering Plans and Specifications	Disclosure of these items would be detrimental to Genting New York LLC and to JCJ Architecture.
Genting New York LLC	7	The following information is protected from FOIL disclosure under Section 84-90(b) [“If disclosed would constitute an unwarranted invasion of personal privacy.”]: ▪ Video Lottery Gaming Principal/Key Employee Applications ▪ Video Lottery Gaming Agent Applications	Disclosure of these items would constitute an unwarranted invasion of personal privacy.
Genting New York LLC	5(a)(i), 5(d)(ii), 7	▪ Discretionary Trust Ownership Chart ▪ Letter from the Lai & Lai Partnership Trust Counsel	Disclosure of these items would constitute an unwarranted invasion of personal privacy.

Genting New York LLC	5.f	▪ Marketing Plan	Disclosure would cause substantial injury to the competitive position of Genting New York LLC.
Genting New York LLC	5.g	▪ Letters of support from RBS, HSBC and JPMorgan	Disclosure would cause substantial injury to the competitive position of Genting New York LLC. Disclosure of these items would constitute an unwarranted invasion of personal privacy.
Genting New York LLC	5.c.i.1	▪ Letters of reference	Disclosure of these items would constitute an unwarranted invasion of personal privacy.

Tab 7.:

Video Lottery License Applications

Please see the separate License Application DVD.

Tab 8.:

Certification and Representations

Tab 8.A.:

Proposal Submittal Checklist

Attachment 3

PROPOSAL SUBMITTAL CHECKLIST

Description of Document	Section of RFP	Filing Requirements	Checklist
Signed Technical (Volume 1) and Financial (Volume 2) Proposals	§1.15		✓
Signed: MOU, Assignment and Assumption of the Facilities Ground Lease, Sublease, NYRA Financing Agreement, Grant Disbursement Agreement	§1.1 and §1.2	With Proposal	✓
Video License Applications	§1.3	With Proposal	✓
Procurement Lobbying: Bidder/Offeror Disclosure/Certification Form **(Appendix B)**	§1.9	With Proposal	✓
Non-Collusive Bidding Certificate **(Appendix C)**	§1.13	With Proposal	✓
Freedom of Information Law - Designation of Proprietary Information (Separate document identifying each designation).	§1.14	With Proposal	✓
NYS Vendor Responsibility Questionnaire **(Appendix F)**	§2.5	With Proposal	✓
MacBride Fair Employment Principals (Northern Ireland Stipulation Form) **(Appendix G)**	§2.6	With Proposal	✓
Sales & Use Tax **(Appendix H)** • ST220-CA (submit to Lottery) • ST220-TD (submit to DTF)	§2.7	With Proposal At time of Proposal	✓
Equal Employment Opportunity (EEO) Policy Statement **(Appendix D)** • Staffing Plan (D-2)	§2.9	With Proposal	✓
Minority and Women-Owned Business Enterprise Program • Summary of MBE/WBE Utilization Plan • Experience (meeting or exceeding MWBE goals)	§2.9	With Proposal	✓
Vendor Acknowledgment of Addendum	Attachment 1	With Proposal	✓

NOTE: Vendors should include this completed checklist with their technical Proposals.

Tab 8.B.:

MOU

EXHIBIT A.2

Signature Version
Memorandum of Understanding (MOU)

Exhibit A.2 – Signature Version

MEMORANDUM OF UNDERSTANDING

THIS MEMORANDUM OF UNDERSTANDING ("**MOU**"), dated for reference purposes as of _____ ___, 2010 (the "**Effective Date**"), is made by and between THE STATE OF NEW YORK ACTING BY AND THROUGH THE GOVERNOR, THE TEMPORARY PRESIDENT OF THE SENATE AND THE SPEAKER OF THE ASSEMBLY (the "**State**"), PURSUANT TO CHAPTER 18 OF THE LAWS OF 2008, AS AMENDED, having an address at c/o Executive Chamber, The Capitol, Albany, New York 12224, and GENTING NEW YORK LLC, having an address at c/o Steven Wilner, 1 Liberty Plaza, New York, New York 10006 ("**Vendor**"). (Individually, each of State and Vendor is referred to herein as a "**Party**"; collectively, State and Vendor are referred to herein as the "**Parties**").

RECITALS

WHEREAS, State has determined that it is in the public interest that a state-of-the-art video lottery facility (the "**Video Lottery Facility**"), including a parking facility structure (the "**Parking Facility**"), be developed and operated at the site of certain real property and improvements commonly known as Aqueduct Racetrack in the Borough of Queens, City of New York, State of New York, which racetrack is described with particularity in MOU Exhibit A attached hereto ("**Aqueduct**"), consistent with certain legislation enacted by the State as Chapter 18 of the Laws of 2008, as amended by legislation enacted as Chapter 140 of the Laws of 2008 (the "**Chapter Amendment**"), and as it may be further amended from time to time (the "**Legislation**"); and

WHEREAS, Aqueduct comprises both land (the "**Aqueduct Lands**") and the improvements now or hereafter located thereon including the clubhouse ("the "**Clubhouse**") and the grandstand (the "**Grandstand**") as they now exist or may be altered (the "**Aqueduct Improvements**"); and

WHEREAS, on September 12, 2008, The New York Racing Association Inc. ("**Old NYRA**"), irrevocably relinquished and conveyed all of Old NYRA's right, title and interest in Aqueduct to State, pursuant to (i) the Legislation; (ii) a certain plan of reorganization pursuant to a certain voluntary petition filed by Old NYRA on November 2, 2006 under Chapter 11 of United States Bankruptcy Code with the U.S. Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**"), as confirmed by an order, dated April 28, 2008, of the Bankruptcy Court, which plan became effective on said date; and (iii) a certain State Settlement Agreement made by and among The New York Racing Association, Inc. ("**NYRA**"), Old NYRA, the State, the New York State Franchise Oversight Board and the New York State Division of the Lottery (the "Division of the Lottery"), dated as of said date; and

WHEREAS, contemporaneously with the conveyance of Aqueduct by Old NYRA to State, State leased portions of Aqueduct to NYRA pursuant to a certain Facilities Ground Lease Agreement (the "**Facilities Ground Lease**") and a Ground Lease

Agreement, each dated September 12, 2008, which portions comprise all of Aqueduct; and

WHEREAS, State, NYRA and Vendor intend that: (i) NYRA will assign its interest as lessee in the Facilities Ground Lease to Vendor, pursuant to a certain Assignment and Assumption of Facilities Ground Lease between NYRA, as assignor, and Vendor, as assignee (the **"Assignment and Assumption of Facilities Ground Lease"** attached as RFP Exhibit B), such assignment to be approved in accordance with the State Finance Law; and (ii) Vendor, as sublessor, and NYRA, as sublessee, will enter into that certain Sublease Agreement (the "**Sublease**" attached as RFP Exhibit C) for a portion of the Aqueduct Lands and the Aqueduct Improvements leased under the Facilities Ground Lease, which are to be occupied by NYRA and will not contain any portion of the Video Lottery Facility or any area for other future development as described in Exhibit B of the Sublease (the "**NYRA Premises**"); and

WHEREAS, State has consulted with NYRA with respect to the development of the Video Lottery Facility and Parking Facility on the Aqueduct Lands; and

WHEREAS, pursuant to the Legislation, (i) State has appropriated to ESDC the sum of $250,000,000 for services and expenses related to funding the design, acquisition, construction and equipment of such structures and facilities as may be necessary to properly house video lottery gaming at Aqueduct and the New York State Urban Development Corporation d/b/a Empire State Development Corporation ("**ESDC**") is also authorized to issue bonds or notes to pay such amounts and to finance one or more debt service reserve funds or to pay costs of issuance of bonds or notes; and

WHEREAS, State, or ESDC acting on behalf of State, intends to utilize such funds to make a grant (the "**Capital Construction Grant**") in aggregate not to exceed Two Hundred Fifty Million Dollars ($250,000,000) for eligible capital construction costs of the Video Lottery Facility pursuant to a **"Capital Construction Grant Funding Agreement"** or **"Grant Disbursement Agreement"** attached as MOU Exhibit C; and

WHEREAS, State has appropriated up to Twenty-Five Million Dollars ($25,000,000) for a loan by ESDC to NYRA pursuant to an **"ESDC Loan Agreement and Note"** attached as RFP Exhibit I, which will be assigned by ESDC to Vendor upon (i) Vendor's reimbursement to ESDC of the loan amount(s) disbursed to NYRA by ESDC and (ii) Vendor's agreement to a **"NYRA Financing Agreement"** attached as RFP Exhibit J; and

WHEREAS, the Division of the Lottery issued a Request for Proposals on May 11, 2010, soliciting proposals from experienced vendors seeking award of a Video Lottery License to develop and operate a Video Lottery Facility at Aqueduct Racetrack, and clarified the requirements of the Request for Proposals with (a) Questions and Answers dated May 25, 2010, June 11, 2010, and June 22, 2010, and (b) amendment(s) dated June 22, 2010, (collectively, the "RFP"); and

WHEREAS, Vendor submitted a Proposal dated June 29, 2010 (the "Proposal"), which received the highest score among competing proposals by the State's evaluation team; and

WHEREAS, video lottery gaming at Aqueduct is subject to Article 1, section 9 of the New York State Constitution, Article 34 of the Tax Law (the "New York State Lottery for Education Law"), and the rules and regulations, bulletins, and instructions of the Division of the Lottery, including rules and regulations governing the grant of video lottery agent licenses.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, the Parties agree as follows:

ARTICLE 1

PROJECT COMPONENTS

The activities to be conducted under this MOU, the RFP, and the Proposal are referred to collectively herein as the "**Project**." The RFP and the Proposal are hereby incorporated into this MOU with the same force and effect as if they were fully set forth herein. It is the intention of the Parties that the Project be developed as follows:

1.1 The Video Lottery Facility shall be developed and operated in accordance with this MOU, the Division of the Lottery's regulations, bulletins and instructions and all applicable laws.

1.2 State shall at all times own the Video Lottery Facility, Parking Facility, and any other improvements constructed or operated by Vendor at Aqueduct. State shall retain ownership of the Aqueduct Lands and all property and improvements located thereon, subject only to use and occupancy rights granted by State and consistent with all applicable laws.

1.3 Design, Construction and Operation of the Video Lottery Facility

1.3.1 Vendor shall, at Vendor's sole cost and expense, design, obtain any necessary financing in excess of the Capital Construction Grant, as provided in this MOU, for and construct, complete and furnish the Video Lottery Facility, as described in the RFP and the Proposal, that will house, among other things, at least 4,500 Video Lottery Terminals (the **"VLTs"**), which, together with related development, shall comprise (a) a newly constructed entry lobby, along with a porte cochere (the "**Construction Premises**"); (b) renovated premises within the Clubhouse and Grandstand including interconnections with the premises to be occupied by NYRA (the "**Renovation Premises**"); (c) the Parking Facility, containing not less than 2,000 parking spaces; and (d) such other improvements as are required by SEQRA (as hereinafter defined) review including site work (including entrances to Aqueduct, parking lot repaving and restriping, lane widening, landscaping, tree planting and a covered elevated pedestrian walkway

connection to the subway station adjacent to Aqueduct). Subject to the approval of the Division of the Lottery and compliance with applicable building and safety codes, the Video Lottery Facility shall be constructed, completed and furnished in a manner comparable to or exceeding the architecture, construction quality and level of finishes in the existing video lottery facilities located at Empire City Casino at Yonkers Raceway in Yonkers, New York ("**Empire City**") and Saratoga Gaming and Raceway in Saratoga Springs, New York ("**Saratoga**"). In connection with the construction of the Video Lottery Facility, Vendor shall have the right to perform work in other portions of the Aqueduct Lands, including in portions of the NYRA Premises, for the installation of additional infrastructure to support the Video Lottery Facility, including, without limitation, HVAC equipment in the Clubhouse. The Vendor shall be permitted to operate, maintain, repair and replace such infrastructure. The Division of the Lottery shall approve plans for gaming floor layouts, office space for Division of the Lottery staff members, work and storage space for VLT suppliers, office space for the staff of the video lottery central computer system provider, space for the data center for the video lottery central computer system, space and locations of the cage, count room(s) and armored car bay, and space for security and surveillance equipment and operations. Subject to the approval of the Division of the Lottery, design procedures and specifications shall be in accordance with the RFP and the Proposal (the "**Design Procedures**"). The Video Lottery Facility shall comprise interior space specifically designated and dedicated to house 4,500 VLTs (or such greater number of VLTs as may be approved by the Division of the Lottery) and must also include interior spaces within the Renovation Premises for immediately ancillary or complementary activities such as are commonly located in comparable facilities such as food and beverage services and retail uses. With the approval of the Division of the Lottery, the Video Lottery Facility may be opened in phases beginning with a Preliminary Phase comprising a portion of the final gaming floor including less than 4,500 VLTs (the "**Preliminary Phase**" or "**Preliminary Facilities**"). The activities described in this subsection shall collectively be referred to herein as the "**Video Lottery Project**." The Division of the Lottery shall have the authority to specify the priorities for development of the phases and components of the Video Lottery Project.

1.3.2 The control and disbursement of the Capital Construction Grant shall be consistent with applicable provisions of Chapter 90 of the Laws of 2010 and in accordance with the provisions of a funding agreement between ESDC and Vendor, to be implemented as set forth in MOU Exhibit C attached hereto, (the "**Capital Construction Grant Funding Agreement**" or "**Grant Disbursement Agreement**"). The disbursement of the Capital Construction Grant shall be made in a prompt and timely manner in order to directly pay the eligible capital construction costs associated with the construction of the Video Lottery Facility to the extent of the Capital Construction Grant. To the extent that costs of the construction of the Video Lottery Facility are projected to exceed or do exceed the Capital Construction Grant amount, Vendor shall provide the State and ESDC with assurances satisfactory to the State and ESDC of the sources and availability of any required additional funding. In such an event, disbursement of the Capital Construction Grant shall be coordinated with the Vendor's other sources of funding in a manner as may be set forth in the Capital Construction Grant Funding Agreement.

1.3.3 The duties and obligations of the Parties with respect to the Video Lottery Project are further described in **Article 10** of this MOU (the "**Video Lottery Facility Development**").

1.3.4 As soon as the Video Lottery Facility shall have been completed and the VLTs installed therein, Vendor shall either operate the Video Lottery Facility or cause the Video Lottery Facility to be operated in accordance with the requirements of the Division of the Lottery.

1.3.5 Vendor, directly or indirectly, as the licensed Aqueduct video lottery agent, shall have sole control over the operation of the Parking Facility (which shall be available only to patrons of the Video Lottery Facility and horse racing on the Aqueduct Lands) and shall be free to set pricing for use of the Parking Facility, including providing discounts to customers of the Video Lottery Facility.

ARTICLE 2

OPERATION

2.1 The Vendor agrees to comply with all licensing requirements of the Division of the Lottery.

2.2 Vendor shall at all times include an entity satisfactory to the Division of the Lottery with significant experience in the development and operation of a large-scale gaming facility comparable to the Video Lottery Facility.

2.3 Vendor shall, at Vendor's sole cost and expense, operate the Video Lottery Facility in a manner comparable to or exceeding operations located at Empire City Casino at Yonkers Raceway in Yonkers, New York ("**Empire City**") and Saratoga Gaming and Raceway in Saratoga Springs, New York ("**Saratoga**"), as of the Effective Date, acquire and maintain all required security and surveillance equipment, maintain the Video Lottery Facility and the exterior surfaces of the VLTs in a clean and attractive manner, and market the Video Lottery Facility so as to maximize the number of visitors and amount of revenues. The Division of the Lottery shall maintain and operate the VLTs, bases, chairs, signage, and the video lottery central system that controls the VLTs, either directly or through contractors selected by the Division of the Lottery, so that they are operational at all times approved by the Division of the Lottery in accordance with the provisions of the New York State Lottery for Education Law.

2.3.1 Vendor may install a proprietary player-tracker system and Vendor shall have full ownership of any data produced therefrom; provided, the Division of the Lottery shall have the right to unfettered access and use of such data while maintaining the confidentiality thereof subject to the provisions of the Freedom of Information Law and the Personal Privacy Protection Law.

2.4 Vendor shall ensure that (a) the Video Lottery Facility is maintained at all times in good condition and repair, in accordance with the standard set forth in Section 2.3 and the requirements of the Division of the Lottery, (b) to the extent applicable, the Video Lottery Facility is fully tenanted, and (c) any occupants thereof comply at all times with the provisions of their subleases or occupancy agreements.

2.5 The hours of operation of the Video Lottery Facility shall be in accordance with all applicable laws, including without limitation the Legislation and any applicable rules and regulations of the Division of the Lottery.

2.6 During the term of this MOU, Vendor shall have the right, subject to the approval of the Division of the Lottery and compliance with applicable building and safety codes, to design, construct and operate, and from time to time alter or modify, at its sole expense, such restaurants, bars, conference centers, meeting rooms, retail sales areas, entertainment venues, and other food service and hospitality facilities within the Renovation Premises as are consistent with other large-scale gaming facilities (collectively, the "**Hospitality Facilities**"). Vendor shall not be required to pay any additional consideration to State for the development and operation of the Hospitality Facilities beyond that provided in **Article 5** of this MOU.

ARTICLE 3

MARKETING

3.1 Vendor shall make best efforts to market and promote the Video Lottery Facility subject to the approval of the Division of the Lottery and in accordance with all applicable laws and consistent with the customary manner of marketing comparable operations in the industry and so as to attract the maximum number of visitors to the Video Lottery Facility.

3.2 Use of Gaming Brand and Customer Service Programs: Vendor shall use Vendor's gaming brand, as described in the Proposal, in all marketing and promotion of the Video Lottery Facility undertaken by Vendor. At no time shall there be a licensing fee charged for use of Vendor's gaming brand or proprietary customer service programs and standards in conjunction with the Video Lottery Facility. Vendor shall allow State, without royalty or other charge of any kind, to use Vendor's gaming brand in all marketing and promotion of the Video Lottery Facility undertaken by State and State shall be deemed to have been granted a license from Vendor for such use of Vendor's gaming brand. Vendor shall have the right, at no cost to Vendor, to use "Aqueduct," "Aqueduct Racetrack" and similar terms in its marketing and promotion of the Video Lottery Facility.

3.3 Non-Compete Covenant: Vendor and its member companies and affiliates shall not operate, advise, invest in, or otherwise facilitate gaming operations within a fifty (50) mile radius of Aqueduct without the written consent of State; provided, however,

that Vendor shall have the right to participate in any future request for proposals or other processes undertaken by State in connection with gaming operations. Vendor shall not utilize the Video Lottery Facility in any way to attract patrons to other gaming facilities that are not New York video lottery facilities, whether through transportation arrangements, discount programs, or other services or attractions. Without limiting the generality of the foregoing, in order to prevent the diversion of Video Lottery Facility patrons to other gaming venues, Vendor is prohibited from use of the Video Lottery Facility gaming customer database for any purpose other than the advertisement, marketing and promotion of Video Lottery gaming at Aqueduct or other New York video lottery facilities. Furthermore, Vendor and its member companies and affiliates shall not advertise, market or promote any non-New York Lottery gaming venue in the New York City metropolitan area without the approval of the Division of the Lottery.

ARTICLE 4

TERM

4.1 Initial Term: The term of this MOU and related development shall commence on the date on which all approvals necessary for the effectiveness of this MOU shall have been received and a fully executed copy of this MOU shall have been approved and filed in the Office of the State Comptroller pursuant to Section 112 of the State Finance Law ("**MOU Effective Date**") and, unless earlier terminated pursuant to the provisions hereof, shall terminate on a date that is thirty (30) years following substantial completion of the Video Lottery Facility, which shall be evidenced by issuance by the New York State Office of General Services of a temporary certificate of occupancy for the entire Video Lottery Facility (the "**Initial Term**").

4.2 Extension Term: So long as Vendor is not in default under any of the provisions of this MOU and subject to approval of the Division of the Lottery, which shall not be unreasonably withheld, State hereby agrees that Vendor may exercise one (1) option to extend the Initial Term by an additional ten (10) years in consideration for the payment by Vendor of a supplemental Licensing Fee to State on or before the date such additional ten-year term commences. The supplemental Licensing Fee shall be an amount equal to one-third of the 5-year average of annual Aid to Education produced by the Aqueduct Video Lottery Facility during the last five (5) years of the initial 30-year term of this MOU. Such extension term, if applicable, shall be subject to the same provisions as the Initial Term, except that Vendor shall continue to make capital expenditures to upgrade and maintain the Aqueduct Video Lottery Facility during the extension term according to a supplemental capital plan approved by the Division of the Lottery and except that Vendor shall have no further extension right.

ARTICLE 5

CONSIDERATION

5.1 State Expenses Fund: Separate and apart from the Entry Fee and the Upfront Licensing Fee, upon execution by the Parties of this MOU, Vendor shall deposit with the State the amount of One Million Dollars ($1,000,000) as an initial deposit into a replenishable expense fund (the "**State Expenses Fund**") to be used and drawn by State or ESDC to cover all costs and expenses incurred by State and ESDC in connection with transactions and activities contemplated in this MOU incurred after March 9, 2010 including, without limitation, (i) fees and disbursements of outside counsel, engineers, appraisers, consultants, financial and real estate advisors retained by State or ESDC, (ii) costs for dedicated State and ESDC staff engaged in such transactions and activities, and (iii) the costs of design review, construction oversight and inspection (collectively, the "**State Expenses**"), all of which shall be paid from the State Expenses Fund. State and ESDC shall have the right to withdraw such amounts from time to time from the State Expenses Fund as are necessary to reimburse State and ESDC for the State Expenses. State shall notify Vendor periodically of amounts drawn by State and ESDC from the State Expenses Fund, itemizing the purposes for which the funds were drawn. At State's or ESDC's request, Vendor shall replenish the State Expenses Fund within thirty (30) days to an amount designated by State or ESDC; provided however, that in no event shall Vendor be required to pay more than the aggregate sum of Three Million Dollars ($3,000,000) to the State Expenses Fund.

5.2 Licensing Fee: As and for consideration to State for being selected by State as the Aqueduct Video Lottery agent for development of the Video Lottery Facility, Vendor shall pay to State an upfront licensing fee as specified in the Proposal (the "**Licensing Fee**"), which Vendor shall pay to the State within ten (10) business days after the State delivers to the Vendor this MOU signed by the Governor, the Temporary President of the Senate, and the Speaker of the Assembly.

5.3 Capital Construction Grant: In accordance with applicable provisions of Chapter 90 of the Laws of 2010, the ESDC Loan Agreement (RFP Exhibit I), the NYRA Financing Agreement (RFP Exhibit J) and the Legislation, State shall provide for ESDC to fund the Capital Construction Grant in the sum of Two Hundred Fifty Million Dollars ($250,000,000), all of which shall be available to be applied by Vendor to pay eligible capital construction costs associated with the construction of the Video Lottery Facility, as provided in the Legislation (including, without limitation, reimbursement of amounts advanced by Vendor with respect to the construction of the Video Lottery Facility). The Capital Construction Grant shall be disbursed to Vendor as eligible capital construction costs of the construction of the Video Lottery Facility are incurred by Vendor and such disbursement shall at all times be subject to the procedures as set forth in the Capital Construction Grant Funding Agreement (MOU Exhibit C, **"Grant Disbursement Agreement"**) . To the extent that any bonds or notes may be issued by State or ESDC in connection with the Video Lottery Project, as authorized by Chapter 90 of the Laws of

2010 and the Legislation, State or ESDC shall be responsible for all debt service on the bonds.

5.4 Additional Construction Costs: Vendor shall pay all costs of the Video Lottery Project including any such costs that exceed the net proceeds of the Capital Construction Grant. Vendor shall provide State with assurances satisfactory to State of the sources and availability of any required additional funding. Based on its anticipation of the costs of developing the Video Lottery Project, Vendor hereby certifies to State that it is prepared to expend or finance the amount specified in the Proposal in hard and soft construction costs in addition to the Capital Construction Grant. Without limiting the generality of the foregoing sentence, no portion of the Capital Construction Grant shall be used to pay such debt service or to pay for any costs or expenses associated with the issuance or sale of such bonds or notes.

5.5 Vendor Fee and Vendor's Marketing Allowance: During the term of this MOU, Vendor shall receive from State, through the Division of the Lottery, a percentage of the net total revenue wagered at the Video Lottery Facility after payout of prizes, in accordance with Tax Law Section 1612 (the "**Video Lottery Revenues**").

5.6 Payments to NYRA: Vendor shall make payments to NYRA as required by the NYRA Financing Agreement (RFP Exhibit J).

5.7 Operating Payments: Commencing on the date that Vendor commences operations of the Preliminary Phase and continuing throughout the term of this MOU, Vendor shall make and State shall be entitled to receive payments in accordance with the requirements of the Legislation.

ARTICLE 6

CONDITION OF PREMISES

6.1 The Aqueduct Lands shall be provided to Vendor and Vendor shall accept the same in their as-is, where-is condition subject to (a) any encumbrances of record; (b) any violations of record imposed by any governmental authority, other than any such violations as of the date of transfer that are dangerous or hazardous to the health and safety of occupants of the Video Lottery Facility, or the public, which shall be the responsibility of State; and (c) any pre-existing environmental conditions, which pre-existing environmental conditions shall be the responsibility of Vendor up to a limit of One Million Dollars ($1,000,000), and which pre-existing environmental conditions shall be the responsibility of State to the extent such conditions result in costs exceeding One Million Dollars ($1,000,000). Such State-borne costs shall not be paid with any of the monies constituting part of the Capital Construction Grant or the State Expenses Fund.

6.2 Vendor, at its sole cost and expense, shall cure and remove all violations at the Video Lottery Facility that are the responsibility of Vendor under Section 6.1 or

arising or occurring after the MOU Effective Date including any that are dangerous or hazardous to the health and safety of occupants of the Video Lottery Facility or to the public. In connection with any such environmental conditions, Vendor shall contact the New York State Department of Environmental Conservation (currently to be contacted to file a complaint at http://www.dec.ny.gov/regulations/393.html), shall comply with all applicable laws and regulations and shall pay all penalties arising out of any and all of such violations. Thereafter, Vendor shall promptly cure and remove all other violation conditions (other than violation conditions that will be eliminated by the construction of the Video Lottery Facility).

ARTICLE 7

NO CONDITIONS PRECEDENT

7.1 There shall be no conditions precedent with respect to payment of the upfront Licensing Fee, which shall be due and payable no later than ten (10) business days after the State delivers to the Vendor this MOU signed by the Governor, the Temporary President of the Senate, and the Speaker of the Assembly as more fully described in Section 5.2 of this MOU.

ARTICLE 8

VENDOR'S DUE DILIGENCE

Following the signing and delivery of this MOU, the following shall occur:

8.1 State shall provide to Vendor reasonable access to the Video Lottery Facility, and all information and documents with respect to the Video Lottery Facility, for the making, at Vendor's sole cost and expense, of invasive and non-invasive physical due diligence examinations, reviews, surveys, investigations and assessments, including, without limitation, engineering studies, environmental assessments and other investigations, that Vendor deems necessary or beneficial in connection with the development of the Video Lottery Facility and the SEQRA process. Vendor agrees that State shall arrange for the SEQRA review of the Video Lottery Project at Vendor's cost and expense and that the State shall confirm that the environmental reports identified in MOU Schedule B (collectively, the "**Existing Environmental Reports**") are available to Vendor. Vendor acknowledges that Vendor has had the opportunity to review the Existing Environmental Reports prior to submission to State of Vendor's proposal for the Video Lottery Project, and further acknowledges that such review of the Existing Environmental Reports satisfies the obligation of State set forth in this Section 8.1 to provide Vendor information on the physical condition of the Video Lottery Facility in connection with the SEQRA process.

8.2 Vendor shall submit to the Division of the Lottery, for its review and approval, pre-schematic design documents, schematic design documents, design development documents and the building department filing and construction documents for the Video Lottery Project, each of which shall be subject to review and approval by State in its sole and absolute discretion. Vendor shall also submit to the Division of the Lottery any revised plans and specifications or other material changes for the Video Lottery Project for review and approval by State solely as to compliance with this MOU and SEQRA. Such plans shall not contemplate increasing the gross bulk of the building comprising the Clubhouse and Grandstand by more than 30,000 square feet or increasing the height of the Video Lottery Facility. Any new rooftop additions constructed by Vendor on the Clubhouse and Grandstand, including mechanical space and equipment, shall also be subject to Division of the Lottery review and approval in the Division of the Lottery's sole discretion. All aspects of the Video Lottery Project shall comply with the Legislation. Notwithstanding anything to the contrary set forth in this MOU, Vendor shall have the exclusive right to determine the scope of work, the level of finish, and the extent of the investment to be made by Vendor in constructing and furnishing the Video Lottery Facility, provided that all such work, finish, investments and improvements shall, at all times, comply with the requirements set forth in Section 1.3.1 and the Design Procedures. The approvals by the Division of the Lottery of Vendor's design documents, plans and specifications described in this Section 8.2 shall not be unreasonably withheld or delayed. Approval of a submission shall be deemed given if the Division of the Lottery does not respond (including by request for clarification or additional information) to such submission within thirty (30) days from receipt by the Division of the Lottery of the submission of the request for approval.

ARTICLE 9

VIDEO LOTTERY FACILITY

9.1 Prohibited Uses: The Video Lottery Facility and the Video Lottery Project shall not be used for any unlawful, illegal or hazardous uses or uses in any manner that constitute a nuisance or for any purpose or use that violates the certificate of occupancy or, in the reasonable judgment of the Division of the Lottery, detracts from or degrades Aqueduct, or that renders void or voidable any insurance then in force and required by the Division of the Lottery's regulations. Examples of such prohibited uses include: sale or display of pornographic, obscene, graphically violent or immoral items or services, adult entertainment establishments, and liquor store(s) selling alcoholic beverages for off-premises consumption.

9.2 Assignment: Except as set forth in Section 9.3, this MOU may not be assigned by Vendor in whole or in part, nor may control of Vendor be transferred or encumbered, without the prior written consent of the Division of the Lottery, the giving of which consent shall be in the Division of the Lottery's sole discretion.

9.3 Financing:

9.3.1 Vendor shall provide its financing plan, sources of funds, and uses of such funds ("**Vendor Financing Plan**") in sufficient detail and with sufficient documentation from financing sources to demonstrate Vendor's ability to meet the financial commitments and development commitments described in this MOU, and in particular, its secured financing to make its full Licensing Fee payment as required in Section 5.2 hereof. Such Vendor Financing Plan is set forth in Vendor's Proposal.

9.3.2 In no event shall Vendor's Proposal be subject to Vendor's ability to obtain financing as proposed in Vendor Financing Plan, and notably, there shall be no conditions precedent to the full and timely payment of the Licensing Fee other than the execution and delivery of this MOU.

9.3.3 All obligations and liabilities of Vendor under this MOU, or under any federal, state or local law, regulation, permit, approval, agreement or instrument, shall be non-recourse against State. Financing obtained by Vendor for the Video Lottery Project shall be subordinate to this MOU; provided however, that the lenders which provide Vendor with financing for the Video Lottery Project shall have the benefit of a non-disturbance agreement having provisions reasonably acceptable to State, Vendor and such lenders. Leasehold mortgage financing shall be permitted by Permitted Lenders (as hereinafter defined) or any syndicated lending transaction which is arranged by or through a Qualified Agent (a "Permitted Financing") and in compliance with the Division of the Lottery's regulations. A Permitted Financing may include provisions for a pledge of the equity interests in Vendor as additional security for the Permitted Financing. A Permitted Lender or Qualified Agent shall mean a lender or agent approved by the Division of the Lottery. Anything contained herein to the contrary notwithstanding, in no event shall this MOU be assigned to nor shall control of Vendor be assumed by any Prohibited Person, as defined in MOU Schedule C attached.

9.4 Insurance:

9.4.1 Vendor shall obtain and maintain, at its sole cost and expense, insurance coverage as specified in this section. All insurance required shall be obtained at the sole cost and expense of Vendor, shall be maintained with insurance carriers authorized to do business in New York State and acceptable to the Division of the Lottery; shall be primary and non-contributing to any insurance or self insurance maintained by State; shall be endorsed to provide written notice be given to State and ESDC, at least thirty (30) days prior to the cancellation, non-renewal, or material alteration of such policies, and shall name State and ESDC and any agencies or affiliates thereof, their respective officers, agents, trustees, directors and employees as additional insureds thereunder, except for Workers Compensation or Disability coverage.

9.4.2 General Liability Additional Insured Endorsement shall be on Insurance Service Office's (ISO's) form number **CG 20 26 11 85**, or a substitute form providing equivalent coverage. The additional insured requirement does not apply to Workers Compensation or Disability coverage.

9.4.3 Vendor shall require any subcontractors hired, to carry insurance with the same provisions provided herein. Contractors involved in the construction, maintenance, renovation or repair of the premises will maintain Commercial General Liability limits of not less than $5,000,000 each occurrence or in the case of major construction, additions or renovations limits agreed to by State and General Liability Additional Insured Endorsement shall be on Insurance Service Office's (ISO's) form number **CG 20 10 11 85**.

9.4.4 Vendor shall be solely responsible for the payment of all deductibles and self insured retentions to which such policies are subject. Deductibles and self insured retentions must be approved by the Division of the Lottery. Such approval shall not be unreasonably withheld.

9.4.5 Each insurance carrier must be rated at least "A-" Class "VIII" in the most recently published Best's Insurance Report. If, during the term of the policy, a carrier's rating falls below "A-" Class "VIII", the insurance must be replaced no later than the renewal date of the policy with an insurer acceptable to the Division of the Lottery and rated at least "A-" Class "VIII" in the most recently published Best's Insurance Report.

9.4.6 Vendor shall cause all insurance to be in full force and effect as of the MOU Effective Date and to remain in full force and effect throughout the term of this MOU. Vendor shall not take any action, or omit to take any action, that would suspend or invalidate any of the required coverages during the period of time such coverages are required to be in effect.

9.4.7 Not less than thirty (30) days prior to the expiration date or renewal date, the Vendor shall supply State updated replacement Certificates of Insurance and amendatory endorsements.

9.4.8 Vendor shall obtain and maintain the following insurance with limits not less than those described below, or as required by law, whichever is greater (limits may be provided through a combination of primary and umbrella/excess policies):

9.4.8.1 Commercial General Liability Insurance with a limit of not less than $50,000,000 each occurrence. Such liability shall be written on the Insurance Service Office's (ISO's) occurrence form CG 00 01, or a substitute form providing equivalent coverages and shall cover liability arising from premises operations, independent contractors, products completed operations, broad form property damage including completed operations, personal & advertising injury, cross liability coverage, liability assumed in a contract including the tort liability of another and explosion, collapse and underground. The limit for Fire Damage Legal shall not be less than $100,000.

9.4.8.1.1 If such Commercial General Liability Insurance contains an aggregate limit, it shall apply separately to each location.

9.4.8.2 Workers' Compensation/Disability Insurance as set forth in Section 2.11 of the RFP.

9.4.8.3 Comprehensive Business Automobile Liability Insurance with a limit of not less than $10,000,000 for each accident. Such insurance shall cover liability arising out of any automobile including owned, leased, hired and non owned automobiles.

9.4.8.4 Commercial Property Insurance on the Premises covering at a minimum, the perils insured under the ISO Special Causes of Loss Form (CP 10 30), or a substitute form providing equivalent coverages, for loss or damage to any owned, borrowed, leased or rented personal property, improvements and betterments, equipment, tools, including tools of their agents and employees, and property of State held in their care, custody and/or control.

9.4.8.5 Rental Value Insurance providing coverage for fair rental value of any portion of the described premises occupied by the Vendor.

9.4.8.6 Garage Keepers Legal Liability Coverage with a limit of not less than $1,000,000 at each location for Comprehensive and Collision Coverage for damage to a customer's automobile or automobile equipment in your care, custody or control.

9.4.8.7 If the Vendor uses, stores, handles, processes or disposes of hazardous materials, then Vendor shall maintain in full force and effect through the period required by the Division of the Lottery, Environmental Impairment Liability insurance with limits of not less than $5,000,000, providing coverage for bodily injury, property damage or loss of use of damaged property or of property that has not been physically injured. Such policy shall provide coverage for actual, alleged or threatened emission, discharge, dispersal, seepage, release or escape of pollutants, including any loss, cost or expense incurred as a result of any cleanup of pollutants or in the investigation, settlement or defense of any claim, suit, or proceedings against The People of the State of New York or ESDC, arising from Vendor's use, storage, handling, processing or disposal of hazardous materials

9.4.8.8 If Vendor sells, distributes, serves or furnishes alcoholic beverages, then Vendor shall maintain in full force and effect through the term, Liquor Liability Insurance with limits of not less than $5,000,000.

9.4.8.9 During the performance of any construction work, restoration or alteration, Vendor will maintain or require the contractors to maintain builder's risk coverage on a completed value form covering the perils insured under the ISO special causes of loss form, including collapse, water damage, and transit and theft of building materials, with deductible reasonably approved by the Division of the Lottery, in non reporting form, covering the total value of work performed and equipment, supplies and materials at the location of the job as well as at any offsite storage location used with respect to the Video Lottery Project. The policy shall cover the cost of removing debris, including demolition as may be legally necessary by the operation of any law, ordinance

or regulation. Such policy shall name as insureds, The People of the State of New York, ESDC, Vendor, Contractor and Subcontractors. Consent of the carrier must be included to allow for the occupancy or use of the property by Vendor and State.

9.4.8.10 If any construction work, restoration or alteration involves abatement, removal, repair, replacement, enclosure, encapsulation and/or disposal of any hazardous material or substance, petroleum or petroleum product, Vendor will require the Contractor to maintain in full force and effect throughout the term hereof, Pollution Legal Liability insurance with limits of not less than $10,000,000, providing coverage for bodily injury and property damage, including loss of use of damaged property or of property that has not been physically injured. Such policy shall provide coverage for actual, alleged or threatened emission, discharge, dispersal, seepage, release or escape of pollutants, including any loss, cost or expense incurred as a result of any cleanup of pollutants or in the investigation, settlement or defense of any claim, suit, or proceedings against State or ESDC arising from Contractor's work.

9.4.8.11 Coverage should be written on an occurrence basis. If not available and subject to the approval of the Division of the Lottery, if coverage is written on a claims-made policy, Vendor warrants that any applicable retroactive date precedes or matches the MOU Effective Date; and that continuous coverage will be maintained, or an extended discovery period exercised, for a period of not less than two (2) years from the time work on the Video Lottery Facility is completed.

9.4.8.12 If any agreement between State and Vendor includes disposal of materials from the job site, the Contractor must furnish to State evidence of pollution legal liability insurance with a limit of not less than $5,000,000 maintained by the disposal site operator for losses arising from the disposal site accepting waste under such agreement.

9.4.8.13 If autos are to be used for transporting hazardous materials, the Vendor shall provide pollution liability broadened coverage for covered autos (endorsement CA 99 48) as well as proof of MCS 90.

9.4.8.14 Waiver of Subrogation. Vendor shall cause to be included in each of its policies insuring against loss, damage or destruction by fire or other insured casualty a waiver of the insurer's right of subrogation against State, or, if such waiver is unobtainable (i) an express agreement that such policy shall not be invalidated if Vendor waives or has waived before the casualty, the right of recovery against State or (ii) any other form of permission for the release of State.

9.4.8.15 In the event of a loss in excess of a specified amount, the senior mortgagee, or if none, the Division of the Lottery, shall be the depository of all insurance proceeds for purposes of advancing the proceeds to pay for restoration costs as the work progresses. All proceeds of Video Lottery Facility and casualty insurance shall be applied to restore the Video Lottery Facility.

9.5 Limitation on Liability: During the term of this MOU, neither State, ESDC nor any other agency nor their respective directors, officers, employees, agents or independent contractors shall be liable to Vendor or to any other person for accident or injury to person or damage to the Video Lottery Facility, or the Video Lottery Project, or any matter arising out of or in connection with the development, financing, construction, subleasing, use or occupancy of the Video Lottery Facility and the Video Lottery Project, other than obligations of State or ESDC to Vendor under this MOU.

9.6 Indemnification: Vendor shall defend, indemnify and save State, any of its agencies, departments, authorities, subdivisions, commissions, boards or other entities, and ESDC, and their respective directors, officers, commissioners, members, employees, agents and independent contractors (collectively, the "**Indemnitees**") free and harmless from and against any and all liabilities, suits, obligations, fines, damages, penalties, claims, costs, charges and expenses, including, without limitation, reasonable attorneys' fees and disbursements, that may be imposed upon or incurred by, or asserted against, any of the Indemnitees by reason of any construction work, renovation, hazardous substances, environmental condition, whether now existing or arising hereafter, accident or injury to person or damage to the Video Lottery Facility, including the Video Lottery Project, or any other matter related to operation, leasing, use and occupancy of the Video Lottery Project and the Video Lottery Facility, subject, however, to the limitation set forth in Section 6.1 hereof with respect to existing environmental conditions. The foregoing indemnities shall apply notwithstanding fault or negligence on the part of State or any of its agencies, departments, authorities, subdivisions, commissions, boards or other entities, or any of their respective directors, officers, commissioners, members, employees, agents or independent contractors, or irrespective of the breach of a statutory obligation or the application of any rule of comparative or apportioned liability; provided, however, that such indemnities will not be applicable to a particular Indemnitee with respect to willful misconduct or gross negligence on the part of such Indemnitee. Vendor shall be given prompt written notice of any claim for indemnification together with copies of any correspondence, demands or pleadings relating to such claim and shall have the sole right to control the defense or settlement of any third party action or claim underlying a claim for indemnification with counsel of its own choosing, provided Indemnitees shall be given not less than thirty (30) days prior written notice of any proposed terms of settlement not covered by insurance. Indemnitees shall be obligated to reasonably cooperate with Vendor in the defense or settlement of any such third party action or claim and no Indemnitee shall compromise or settle any such third party action or claim without obtaining the prior written consent of Vendor, which consent shall not be unreasonably withheld or delayed. The foregoing indemnity shall not impose any personal liability with respect to the parent companies, subsidiaries, affiliates, officers, directors, agents or employees of Vendor.

9.7 Maintenance and Repair: During the term of this MOU, Vendor shall be responsible for all restoration, maintenance and repair, both interior and exterior, at the Video Lottery Project and the Video Lottery Facility. Without limiting the generality of the foregoing, Vendor intends to make annual maintenance capital expenditures with respect to the Video Lottery Project as described in the Proposal. Any such

improvement, restoration, maintenance or repair shall comply with all applicable statutes, codes, rules and regulations applicable to the building. Notwithstanding the foregoing, if State determines that Vendor has failed to so maintain and repair the exterior of the Video Lottery Project or the Video Lottery Facility and such failure poses a threat to health and safety and continues for thirty (30) days after written notice to Vendor, subject to unavoidable delays (or, if such maintenance and repair cannot be completed in thirty (30) days, if Vendor has failed to commence to maintain and repair the Video Lottery Project or the Video Lottery Facility in thirty (30) days and to diligently prosecute such maintenance and repair to completion), State and its agents and assigns, may enter the Video Lottery Facility and the Video Lottery Project to perform such maintenance, subject to agreed cure rights of any lender providing financing for the Video Lottery Facility or the Video Lottery Project. Vendor shall promptly pay to the Division of the Lottery the amount equal to the actual costs and expenses incurred by State for such maintenance and repairs.

9.8 Casualty: If the Video Lottery Project or the Video Lottery Facility shall be damaged or destroyed (in whole or in part) at any time during the term of this MOU, State shall have no obligation to replace, repair, rebuild or restore the Video Lottery Project or the Video Lottery Facility. If the Project or the Premises shall be destroyed in whole or in part, there shall be no abatement or reduction in the amounts payable by Vendor under this MOU. Vendor shall promptly as practicable under the circumstances (subject to the availability of adequate insurance proceeds and the agreement of any mortgagee to release such proceeds for such purpose) replace, repair, rebuild or restore the Video Lottery Project and the Video Lottery Facility to substantially the same condition and value as an operating entity as existed prior to such damage or destruction and may use insurance proceeds for all such purposes. All plans for such replacements, repairs, rebuilding or restorations shall require the prior approval of the Division of the Lottery, but only as to matters that are subject to the Design Procedures, and such replacements, repairs, rebuilding or restorations shall be in accordance with the Design Procedures. The replacement, repair, rebuilding or restoration work shall also be subject to the same requirements as the work performed in developing the Video Lottery Project.

9.9 No Brokers. No brokerage fees, finders' fees, commissions or other compensation will be payable by State or Vendor in connection with this MOU or the conveyance of a leasehold interest in the Video Lottery Facility to Vendor. Vendor shall indemnify State from and against any and all expenses, damage or liability (including, without limitation, costs and expenses of legal counsel) arising out of any claim for such fees, commissions or other compensation made in connection with the foregoing matters due to acts of such party. Each Party shall be responsible for the payment of its own attorneys' fees and costs in connection with this MOU or the conveyance of a leasehold interest in the Video Lottery Facility to Vendor.

9.10 Defaults: During the period Vendor is the tenant of the Video Lottery Facility, if Vendor fails to pay amounts due under this MOU, or to perform any of its other obligations thereunder, the lenders will be given notice and a reasonable time to cure provided that the lenders have requested, in writing, written notice of the same. If

not cured timely, State will have the right to pursue remedies available under this MOU, in law and in equity, to enforce payment and performance of any obligations under this MOU and/or the right to terminate this MOU.

9.11 Payments to State: Vendor shall pay to State the following:

9.11.1 PILOT: Vendor shall make payments in lieu of taxes ("PILOT") to State in the amount of full real estate taxes that would otherwise be due for the Aqueduct Lands, subject to any applicable real estate tax abatement program that would be available as of right to the Video Lottery Project or portions thereof if State were not the owner of the Video Lottery Facility. Insofar as the Aqueduct Lands, or any portion thereof, shall not be exempt from the payment of Taxes, Vendor shall pay all such Taxes on or before the date any penalty or interest shall be payable by reason of the nonpayment of such Taxes, and any PILOT payments which would have otherwise been payable by Vendor shall be reduced by an equivalent amount.

9.11.2 PILOST: Vendor shall be solely responsible for making all payments due to State in connection with sales tax on materials, goods, fixtures, equipment and other items of property incorporated in or used in connection with the construction/renovation of the Video Lottery Project and incurred prior to the Certificate of Occupancy for the Video Lottery Facility, including any services provided in connection therewith, at the prevailing local sales tax rate in an amount equal to State and local sales and compensating use taxes on materials, goods, fixtures, equipment and other items of property incorporated in or used in connection with the construction of the Video Lottery Project, including any service provided in connection therewith. Vendor, its contractors and subcontractors, shall have no right not to pay any of the foregoing as a result of the ownership of the fee interest being vested in State or a tax-exempt entity. In the event Vendor is relieved for any reason of the obligation to pay such amounts, Vendor shall then pay Payments in Lieu of Sales Tax ("PILOST") for the Video Lottery Project quarterly, in arrears, within thirty (30) days after the end of each quarter, based upon evidence provided by Vendor to State of the actual cost of materials acquired or work performed during such previous quarter which were subject to sales tax. In computing the amount of PILOST, Vendor shall be entitled to any exemptions for which Vendor and/or the Video Lottery Facility qualifies and continues to qualify, other than an exemption by reason of the ownership of the fee interest being vested in State or a tax-exempt entity.

9.11.3 PILOMRT: Vendor shall be solely responsible for making all payments due to State in connection with the New York State and New York City mortgage recording tax ("**MRT**") due on any mortgage financing or refinancing negotiated and obtained by Vendor and secured by a leasehold interest in the Video Lottery Facility. Vendor shall have no right not to pay any of the foregoing as a result of the ownership of the fee interest being vested in State or a tax-exempt entity or the landlord being a corporate governmental agency of New York State. In the event Vendor is relieved for any reason of the obligation to pay such amounts, Vendor shall then pay substitute amounts to State in the amount of MRT that would otherwise be due and payable. Any such amounts due for MRT payments shall be due on the date of closing of the mortgage

financing or refinancing. Vendor shall be entitled to any credits available from the payment of MRT in connection with mortgages on the Video Lottery Facility for which the Vendor has paid MRT.

9.11.4 Impositions: Vendor shall pay all of the following items (collectively, "Impositions") imposed by any governmental authority (including State, acting in its governmental capacity), all of which shall be calculated without taking into account exemptions available arising on account of the ownership of the Aqueduct Lands by State: (a) Taxes; (b) personal property taxes; (c) occupancy and rent taxes; (d) water, water meter and sewer rents, rates and charges; (e) excises; (f) levies; (g) license and permit fees; (h) service charges with respect to police protection, fire protection, street and highway construction, maintenance and lighting, sanitation and water supply, if any; (i) fines, penalties and other similar or like governmental charges applicable to the foregoing and any interest or costs with respect thereto and (j) any and all other governmental charges, and any interest or costs with respect thereto.

9.12 Licensing Fee Non-Payment. Non-payment of the Licensing Fee when due shall be a default under this MOU which shall entitle State to exercise all remedies, including termination of this MOU.

9.13 Division of the Lottery. Any permanent or final suspension, revocation or termination of any license, authorization or other approval necessary in order for Vendor to act as a video lottery agent of the Division of the Lottery at Aqueduct by a governmental authority or court having jurisdiction over such matters shall constitute a default under this MOU.

ARTICLE 10

VIDEO LOTTERY FACILITY DEVELOPMENT

10.1 Vendor shall be the developer of the Video Lottery Facility (the "**Video Lottery Developer**") and State shall be the owner. Vendor entity shall at all times include an entity with significant experience in the development and operation of large-scale gaming facilities.

10.2 Milestone Dates: Video Lottery Developer shall undertake development of the Video Lottery Facility so as to meet the following milestone dates:

10.2.1 subject to the Parties reaching mutual agreement as to the scope of the Preliminary Facilities as set forth in Section 1.3.1 hereof, construction of the Preliminary Facilities shall commence immediately following the date that the Division of the Lottery approves the initial plans and specifications for the Preliminary Facilities as set forth in Section 10.4.2 below;

10.2.2 construction of the Renovation Premises shall commence immediately following the later of (i) the completion of SEQRA review, or (ii) the date that the Division of the Lottery approves the initial plans and specifications for the Renovation Premises as set forth in Section 10.4.2 below; and

10.2.3 construction of the Construction Premises shall likewise commence immediately following the later of (i) the completion of SEQRA review, or (ii) the date that the Division of the Lottery approves the initial plans and specifications for the Construction Premises as set forth in Section 10.4.2 below.

10.2.4 Video Lottery Developer shall substantially complete, subject to force majeure delays, construction of the Video Lottery Facility and all related projects within the timeframes specified in the Proposal. The issuance of a temporary certificate of occupancy for the Video Lottery Facility shall be deemed to mean that the Video Lottery Facility shall be considered substantially complete. The definition of "force majeure" delays shall be based on industry standards for construction projects such as the Video Lottery Facility.

10.3 Records: All records of Video Lottery Developer related to or concerning the construction of the Video Lottery Project or the subleasing of any part of the Video Lottery Facility shall be subject to audit by State, at State's cost, on reasonable advance notice to Video Lottery Developer during Video Lottery Developer's regular business hours, provided however, that State's right to audit such records shall expire, with respect to records relating to the construction of the Video Lottery Project, on a date that is six (6) years after the issuance of the permanent certificate of occupancy for the Video Lottery Project.

10.4 Design and Construction of the Video Lottery Project:

10.4.1 Video Lottery Developer shall pay all costs and expenses of design and construction of the Video Lottery Project.

10.4.2 Prior to the commencement of any work by Video Lottery Developer on the Video Lottery Project, the Division of the Lottery shall have approved the plans and specifications in accordance with the Design Procedures. Video Lottery Developer must obtain the Division of the Lottery's prior written approval before Video Lottery Developer proceeds to the next phase, such approvals to be given within the time limits specified in Section 8.2 hereof or as otherwise specified in the Design Procedures. If the Division of the Lottery disapproves of any such plans and specifications, the Division of the Lottery, upon request, shall review with Video Lottery Developer the reasons for such disapproval and cooperate with Vendor to develop a plan to address the Division of the Lottery's concerns.

10.4.3 The Video Lottery Facility shall be developed and constructed to comply with all applicable federal and State laws, codes, rules and regulations, including the Americans with Disabilities Act and with all applicable statutes, codes, rules and

regulations, including the New York City Fire Code (with respect to life and safety only), applicable to the building. Video Lottery Developer shall be required to obtain, at its sole cost and expense, all appropriate governmental permits and approvals as if the fee interest in the Video Lottery Facility and the Video Lottery Project were owned by Video Lottery Developer. State shall cooperate with Video Lottery Developer, at Video Lottery Developer's sole cost and expense, to obtain such permits and approvals.

10.4.4 Video Lottery Developer shall use best efforts to achieve the goals for MWBE utilization and minority and female workforce participation, as required by the RFP and included in the Proposal.

10.5 Cooperation of State. In order to expedite Vendor's construction and renovation work, State shall, from and after the date hereof, at Vendor's sole cost and expense, take all necessary and appropriate actions so that all necessary approvals, permits and consents required by law to construct the Preliminary Facility, Video Lottery Facility and the Parking Facility ("Required Approvals") shall be issued by the Division of the Lottery (or such other applicable State agency responsible for issuing such Required Approvals for other State projects).

ARTICLE 11

VIDEO LOTTERY AGENT LICENSE

11.1 Upon completion of the Video Lottery Facility, Vendor shall operate the Video Lottery Facility or shall cause the Video Lottery Facility to be operated in accordance with the applicable laws and the Division of the Lottery's regulations.

ARTICLE 12

TRANSFER TAXES

12.1 Vendor shall pay applicable State and City transfer taxes, if any, due in connection with this MOU, without regard for any exemption by reason of State's being a party to this MOU.

ARTICLE 13

APPLICABLE STATUTES AND REGULATIONS

13.1 All Applicable Law: The Project shall be subject to and Vendor shall comply with all applicable provisions of Federal, State and local laws, as such laws may be amended from time to time.

13.2 New York State Law: Vendor specifically recognizes that the Project shall be subject to and Vendor shall comply with all applicable provisions of the Legislation, including without limitation, the Racing, Pari-mutuel Wagering and Breeding Law, the Tax Law, the Real Property Tax Law, the Alcoholic Beverage Control Law and the State Finance Law, and including without limitation the following:

13.2.1 Division of the Lottery's Rules: The Video Lottery Project shall be subject to any and all rules and regulations promulgated by the Division of the Lottery pursuant to Section 1617-a of the Tax Law, including without limitation regulations relating to licensing of employees, hours of operation, and compliance with applicable labor laws.

13.2.2 Labor Provisions: The Video Lottery Project shall be subject to any rules and regulations promulgated pursuant to Section 213 of the Racing, Pari-Mutuel Wagering and Breeding Law, including without limitation any requirement of State with respect to hiring of minority and women-owned business enterprises, entering of project labor agreements, payment of prevailing wages, and employment of contractors utilizing apprenticeship programs.

ARTICLE 14

DEFAULT IN MOU OBLIGATIONS

14.1 In the event Vendor is in material default of any of its obligations under this MOU, this MOU may be deemed terminated by written notice from State to Vendor and neither Party shall have any further liability under, or with respect to, this MOU; provided however, that State shall give written notice to Vendor of any material default of any of Vendor's obligations under this MOU, and Vendor fails to cure such default within thirty (30) days after receipt of such notice of default from State or, if the default is not susceptible of cure within thirty (30) days, Vendor fails to commence to cure such default within thirty (30) days after receipt of such notice of default from State or fails to diligently proceed and complete the cure within a reasonable time thereafter, which reasonable time shall in no event exceed two (2) months.

14.2 Except to the extent expressly provided in Sections 6.1 and 15.2 of this MOU, in no event shall State, or any of its agencies, departments, authorities, subdivisions, commissions, boards or other entities, or ESDC be liable for any costs or expenses incurred or to be incurred by Vendor in connection with, or related to, this MOU, the Video Lottery Facility, any other premises described herein or the Project. In no event shall any directors, officers, employees, consultants or agents of State, or any of its agencies, departments, authorities, subdivisions, commissions, boards or other entities or ESDC have any liability under this MOU.

ARTICLE 15

GENERAL PROVISIONS

15.1 Each Party represents that it has the right, power, legal capacity and authority to enter into and perform the obligations under this MOU and to bind its heirs, successors, executors, administrators, assigns, beneficiaries, trustees, and trustors. Each Party has had the opportunity to seek legal advice from attorneys of its/their own choosing.

15.2 In the event of any proceeding arising out of or related to a breach of this MOU by either Party hereto, the prevailing party shall be entitled to recover from the losing party all of the costs and expenses incurred in connection with such proceeding, including court costs and attorney's fees and expert's fees, whether or not such proceeding is prosecuted to judgment.

15.3 This MOU contains the entire understanding and agreement between the Parties, and supersedes any prior written or oral agreements between them concerning the subject matter contained herein. There are no representations, agreements, arrangements or understandings, oral or written, relating to the subject matter that are not fully expressed herein.

15.4 This MOU shall not be modified by either Party by oral representation made before or after the execution of this MOU. All modifications must be in writing and signed by the Parties.

15.5 This MOU shall not be construed against the Party preparing it, but shall be construed as if both Parties jointly prepared this MOU, and any uncertainty or ambiguity shall not be interpreted against any one Party.

15.6 The Parties agree that, except as provided in Section 5.1, each Party shall pay and be responsible for all of its own attorney's fees, costs, and expenses in connection with the negotiation and preparation of this MOU.

15.7 The Parties intend to execute all further and additional documents as shall be reasonable, convenient, necessary or desirable to carry out the intent and provisions of this MOU.

15.8 This MOU shall be construed and enforced in accordance with and governed by the laws of the State of New York, and venue for any action with respect to its enforcement shall lie in the Court of Claims, to the extent required, or State or Federal Court located in the County of Albany, State of New York.

15.9 This MOU may be executed in counterparts, and when each Party has signed and delivered one such counterpart, each counterpart shall be deemed an original

and, when taken together with the other signed counterpart, shall constitute one MOU, which shall be binding upon and effective as to all Parties.

15.10 Should any part of this MOU be found to be invalid, the validity of any remaining parts or provisions shall not be affected thereby.

15.11 All executory provisions of this MOU are conditional one upon the other.

15.12 The Parties represent and warrant that they understand the contents of this MOU and have executed it voluntarily.

15.13 All promises and covenants contained in this MOU shall survive the execution and delivery of this MOU.

15.14 Each Party acknowledges that such Party is fully aware of the significance and legal effect of this MOU, and is not entering into this MOU in reliance on any representation, promise, or statement made by any party, except those explicitly contained in this MOU.

15.15 No waiver by a Party or of its respective attorney of any condition or term of this MOU shall be deemed a waiver of any other condition or provision of this MOU.

15.16 Time is hereby expressly declared to be of the essence as it pertains to this MOU and to each and every term, covenant, agreement, condition and provision hereof.

15.17 Each person executing this MOU hereby represents and warrants that he/she has the legal power, right and actual authority to bind the Party on whose behalf they are executing this MOU to the provisions of this MOU.

15.18 Each Party to this MOU hereby agrees that, due to the nature of the development contemplated by this MOU, there may be changed circumstances or unexpected events that require future negotiation and agreement between the Parties. Each Party hereby covenants to the other that it will negotiate in such circumstances in good faith and in a fair and equitable manner to effectuate the goals of this MOU.

15.19 No brokerage fees, finders' fees, commissions or other compensation will be payable by State, ESDC or Vendor in connection with this MOU.

15.20 The parties do not intend to create, nor should this MOU be construed as creating, a partnership or joint venture relationship between State and Vendor for any purpose.

15.21 Notwithstanding anything to the contrary set forth in this MOU, the Parties intend that State shall be the sole owner of Aqueduct and the Aqueduct Lands and Aqueduct Improvements for any and all purposes, including all areas of New York law and Federal income tax law, excepting only such rights to use Aqueduct and the

Aqueduct Lands and Aqueduct Improvements as are expressly granted to Vendor pursuant to this MOU.

15.22 State represents and warrants to Vendor that State is the sole owner of Aqueduct, the Aqueduct Lands and the Aqueduct Improvements for any and all purposes, including all areas of New York law and Federal income tax law, excepting only such rights to use Aqueduct, the Aqueduct Lands and the Aqueduct Improvements as are expressly granted to Vendor pursuant to this MOU.

IN WITNESS WHEREOF, the Parties have entered into this MOU as of the Effective Date.

THE STATE OF NEW YORK

By: _____
Governor

_____
Temporary President of the Senate

_____
Speaker of the Assembly

THE VENDOR

By: _____

Its: Director

Each of the undersigned parties hereby executes this Memorandum of Understanding for the purpose of confirming its membership or participation in the Vendor, as defined herein.

DEVELOPMENT ENTITY Genting New York LLC

GAMING ENTITY Genting New York LLC

FINANCING ENTITY none

n/a

MOU EXHIBIT A

AQUEDUCT PREMISES

As described in Exhibit A of the Facilities Ground Lease Agreement dated September 12, 2008. Such descriptions are subject to amendment if corrective deeds are filed.

MOU EXHIBIT C

CAPITAL CONSTRUCTION GRANT FUNDING AGREEMENT DISBURSEMENT PROCEDURES

The Capital Construction Grant shall be disbursed according to the following general principles:

1. Payments shall be made solely pursuant to requisitions to pay for eligible capital construction costs of the construction of the Video Lottery Facility as provided in the Legislation.

2. The Capital Construction Grant Funding Agreement shall provide for pre-funding of a construction account in a sufficient amount to permit direct payment of applicable and approved construction costs in accordance with ESDC's customary procedures.

MOU Exhibit C

This **GRANT DISBURSEMENT AGREEMENT** includes all exhibits and attachments hereto and is made on the terms and by the parties listed below and relates to the Project described below:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT CORPORATION ("ESDC"):	633 Third Avenue New York, NY 10017 Contact: _____ Phone: _____ Fax: _____ e-mail: _____

THE GRANTEE:	Name: _____ Address: _____ _____ Contact Name: _____ Contact Title: _____ Phone: _____ Fax: _____ e-mail: _____

THE PROJECT:	Aqueduct Video Lottery Gaming Facility - Capital Works and Purposes Necessary to Properly House Video Lottery Terminal Gaming at Aqueduct Racetrack
PROJECT NUMBER:	_____
GRANT AMOUNT:	$250,000,000
FUNDING SOURCE:	New York State Urban Development Corporation – Capital Works or Purposes Bonds

---

ESDC APPROVAL DATE:	_____
EXPIRATION DATE:	_____

TERMS AND CONDITIONS

1. The Project

(a) The project will occur as described in the Memorandum of Understanding (the "MOU") a copy of which is attached as Exhibit A. The Grantee will perform the tasks on the schedule and as described in Exhibit A to this Agreement.

(b) The Grantee shall satisfy the applicable funding design and construction requirements attached hereto as Exhibit B.

(c) The Grantee will provide the consultant/contractor/vendor disclosure(s) required by Exhibit C.

2. Project Budget and Use of Funds

The Grantee will perform the project in accordance with the overall project budget, which includes the Grant funds, set forth in Exhibit D to this Agreement. The Grant will be applied only to eligible expenses, which are separately identified.

3. Conditions Precedent to Disbursement of the Grant

No grant funds shall be disbursed unless the Grantee is in compliance with the terms and conditions of this Agreement, including, but not limited to, Exhibit F (Disbursement Terms), and the following conditions have been satisfied:

(a) ESDC has received an opinion of Grantee's counsel, in substantially the form appended to this Agreement as Exhibit E.

(b) Any necessary approval has been issued by the Director of Budget of the state of New York, and the Grant funds have been received by ESDC.

(c) The Grantee has completed, signed, had notarized, and delivered to ESDC the Disclosure and Accountability Certification appearing as Exhibit J to this Agreement and the Corporation has, in its sole discretion, considered the disclosure, if any, made therein and determined to proceed in making the Grant.

(d) ESDC has received an acknowledgement from the New York State Division of the Lottery of Grantee compliance, in substantially the form attached hereto as Exhibit G-3.

4. Disbursement

Subject to the terms and conditions contained in this Agreement, ESDC shall disburse the Grant to the Grantee as follows:

(a) ESDC shall reimburse the Grantee, in the manner as set forth in Exhibit F, the amount of eligible expenses actually incurred by the Grantee, after presentation to ESDC of a Payment Requisition Form, in the form attached to this Agreement as Exhibit G and its attachments, together with such supporting documentation as ESDC may require, including, the applicable documents in the forms provided in Exhibit B for the funding design and construction requirements.

(b) The last ten percent (10%) of the Grant shall not be disbursed by ESDC until all of the tasks and reports required under this Agreement have been completed to ESDC's satisfaction.

(c) In no event will ESDC make any payment which would cause ESDC's aggregate disbursements to exceed the Grant amount.

5. Non-Discrimination and Affirmative Action

The Grantee will comply with ESDC's Non-Discrimination and Affirmative Action policies set forth in Exhibit H to this Agreement.

6. No Liability of ESDC

ESDC shall not in any event whatsoever be liable for any injury or damage, cost or expense of any nature whatsoever that occurs as a result of or in any way in connection with the Project and the Grantee hereby agrees to indemnify and hold harmless ESDC, the State and their respective agents, officers, employees and directors (collectively, the "Indemnitees ") from and against any and all such liability other than that caused by the gross negligence or the willful misconduct of the Indemnitees.

7. Representations, Warranties and Covenants

The Grantee represents, warrants and covenants that:

(a) It has full power and authority to execute and deliver this Agreement and to perform its obligations hereunder.

(b) This Agreement was duly authorized, executed and delivered by the Grantee and is binding and enforceable against the Grantee in accordance with its terms.

(c) It is duly organized, validly existing and in good standing under the laws of the State of its organization, has full power and authority to own its assets and to conduct the activities in which it is now engaged or proposed to be engaged and is duly qualified and in good standing under the laws of each other jurisdiction in which such qualification is required and shall maintain its existence in good standing in each such jurisdiction.

(d) There are no actions, suits or proceedings or, to the knowledge of Grantee, threatened against, or affecting Grantee before any court, governmental entity or arbitrator, which may, in any one case or in the aggregate, materially adversely affect the financial condition, operations, properties or business of the Grantee, except as may have been disclosed in writing to ESDC.

(e) Grantee is in compliance and shall continue to comply in all material respects with all material applicable laws, rules, regulations and orders. The Grant shall be used solely for eligible expenses in accordance with the terms and conditions of this Agreement.

(f) The information submitted by the Grantee in connection with its response to the RFP (as defined in the MOU) issued by the New York State Division of Lottery (the "Division of Lottery") for the project described therein, including the Grant, as such response may have been amended or supplemented in accordance with the RFP and as approved in writing by the Division of Lottery (the "Proposal"), is incorporated herein by reference in its entirety. In the event of an inconsistency between the descriptions, conditions, and terms of this Agreement and those contained in the RFP or the Proposal, the provisions of this Agreement shall govern. The Grantee hereby acknowledges that, in making the Grant, ESDC has relied on the statements and representations made by the Grantee in the Proposal. The Grantee hereby represents and warrants that it has made no material misstatement or omission of fact in the Proposal or otherwise in connection with the Grant and that the information contained in the Proposal continues on the date hereof to be materially correct and complete.

(g) The relationship of the Grantee (including, for purposes of this paragraph, its officers, employees, agents and representatives) to ESDC arising out of this Agreement shall be that of an independent contractor. The Grantee covenants and agrees that it will conduct itself in a manner consistent with such status, that it will neither hold itself out as, nor claim to be, an officer, employee, agent or representative of ESDC or the State by reason hereof, and that it will not by reason thereof, make any claim, demand or application for any right or privilege applicable to an officer, employee, agent or representative of ESDC or the State, including without limitation, worker's compensation coverage, unemployment insurance benefits, social security coverage or retirement membership or credit.

(h) Exclusive of payments made in accordance with the RFP, neither the Grantee nor any of the members of its Board of Directors or other governing body or its employees have given anything of value to anyone to procure the Grant or to influence any official act or the judgment of any person in the performance of any of the terms of this Agreement.

(i) Subject to subpart (p) of this Section 7, the Grant shall be used solely for eligible

expenses in accordance with the terms and conditions of this Agreement for capital works or purposes, including, but not limited to, costs for the design, acquisition, construction and equipment for such structures as may be necessary to properly house video lottery terminal gaming at Aqueduct racetrack, including, but not limited to, the costs of studies, appraisals, surveys, testing, environmental impact statements, infrastructure, facility design, construction and equipment, cost of leasing space, professional fees and costs and issuance of insurance, all in accordance with applicable law.

(j) Grantee is solely responsible and has sufficient funding for all Project costs in excess of the Grant.

(k) No materials, if any, purchased with the Grant will be used for any purpose other than capital works and purposes for the Project.

(l) The Grantee shall report in writing to ESDC any grants, commitments or funds received by the Grantee from any source, governmental or non-governmental, in connection with the carrying out of the Project, other than the grant of funds received under this Agreement. No part of the Grant will be applied to any expenses paid or payable from any other funding source.

(m) The Grant shall not be used in any manner for any of the following purposes:

(i) political activities of any kind or nature, including, but not limited to, furthering the election or defeat of any candidate for public, political or party office, or for providing a forum for such candidate activity to promote the passage, defeat, or repeal of any proposed or enacted legislation;

(ii) religious worship, instruction or proselytizing as part of, or in connection with, the performance of this Agreement;

(iii) payments to any firm, company, association, corporation or organization in which a member of the Grantee's Board of Directors or other governing body, or any officer or employee of the Grantee, or a member of the immediate family of any member of the Grantee's Board of Directors or other governing body, officer, or employee of the Grantee has any ownership, control or financial interest. For purposes of this paragraph, "ownership" means ownership, directly or indirectly, of more than five (5) percent of the assets, stock, bonds or other dividend or interest bearing securities; and "control" means serving as a member of the board of directors or other governing body, or as an officer in any of the above; and

(iv) payment to any member of Grantee's Board of Directors or other

governing body of any fee, salary or stipend for employment or services, except as may be expressly provided for in this Agreement.

(n) Any report or other product of the Grant, after approval of such product by ESDC, shall contain the following acknowledgment:

"Funding provided by a grant from the
Empire State Development Corporation"

(o) ESDC may make reasonable use of any report or other product of the Grant upon notice to the Grantee.

(p) Grantee will use ESDC grant funds, and submit payment requisitions, exclusively for eligible expenses related to capital works or purposes in accordance with IRS rules and regulations relating to ESDC's bonds and in accordance with the New York Debt Reform Act. Grantee acknowledges that grant funds must be used solely for authorized capital works and purposes and not for operating expenses or other working capital items or non-capital purposes, irrespective of whether the funds are still used for the benefit of the Project. Grantee acknowledges that the consequences of breaching this covenant could result in violations of state law and/or large bond issuances being treated as taxable instead of tax exempt for federal and state tax purposes, loss of certain federal subsidies to the state, adverse ratings changes for such bonds, and disproportionate negative financial consequences to the state and bondholders. Grantee recognizes its financial obligations, risks and liabilities for breach of this covenant. ESDC may, from time to time, request information from Grantee to confirm its compliance with this covenant and Grantee acknowledges its obligation under Section 8 (a) (ii) of the GDA to provide information upon request to ESDC.

8. Default and Remedies

(a) Each of the following shall constitute a default by the Grantee under this Agreement:

(i) Failure to perform or observe any obligation or covenant of the Grantee contained herein to the reasonable satisfaction of ESDC and within the time frames established therefor under this Agreement.

(ii) Failure to comply with any request for information reasonably made by ESDC to determine compliance by the Grantee with the terms of this Agreement or otherwise reasonably requested by ESDC in connection with the Grant.

(iii) The making by the Grantee of any false statement or the omission by the Grantee to state any material fact in or in connection with this Agreement or the Grant.

(iv) A default beyond any applicable grace period by the Grantee, or any entity which Grantee directly or indirectly controls, is controlled by, or is under common control with, under any other agreement with ESDC.

(b) Upon the serving of notice to the Grantee of the occurrence of a default (which notice shall specify the nature of the default), ESDC shall have the right to terminate this Agreement, provided that if the default is pursuant to paragraph 8(a)(i) or 8(a)(ii), no default shall be deemed to have occurred if Grantee cures such default within ten (10) days of notice from ESDC or, if the default cannot reasonably be cured within such ten-day period, Grantee commences to cure such default within the ten-day cure period and cures the default within ninety (90) days thereafter, provided further that ESDC shall not be obligated to make any disbursements during any such cure period.

(c) Upon such termination of this Agreement, ESDC shall withhold any Grant proceeds not yet disbursed and may require repayment of Grant proceeds already disbursed. If ESDC determines that any Grant proceeds had previously been released based upon fraudulent representations or other willful misconduct, ESDC may require repayment of those funds and may refer the matter to the appropriate authorities for prosecution. ESDC shall be entitled to exercise any other rights and seek any other remedies provided by law.

9. Term

The term of this Agreement shall commence on the date hereof and expire on the Expiration Date, as set forth on the first page of this Agreement.

10. Books and Records; Project Audit

(a) The Grantee will maintain accurate books and records concerning the Project for the term of this Agreement and for three (3) years from the expiration or earlier termination of this Agreement and will make those books and records available to ESDC, its agents, officers and employees during Grantee's business hours upon reasonable request.

(b) ESDC shall have the right, upon reasonable notice, to conduct, or cause to be conducted, one or more audits, including field inspections, of the Grantee to assure that the Grantee is in compliance with this Agreement. This right to audit shall continue for three (3) years following the expiration or earlier termination of this Agreement.

11. Survival of Provisions

The provisions of Sections 6, 8 and 10 shall survive the expiration or earlier termination of this Agreement.

12. Notices

(a) All notices, demands, requests or other communications permitted or required hereunder shall be in writing and shall be transmitted either:
   (i) via certified or registered United States mail, return receipt requested;
   (ii) by facsimile transmission;
   (iii) by personal delivery;
   (iv) by expedited delivery service; or
   (v) by e-mail.

Such notices shall be addressed as follows or to such different addresses as the parties may from time-to-time designate:

Empire State Development Corporation
Name:
Title:
Address: 633 Third Avenue, 34th Floor, New York, NY 10017
Telephone Number:
Facsimile Number:
E-Mail Address:

With a copy to:

Title: General Counsel
Address: 633 Third Avenue, 34th Floor, New York, NY 10017
Telephone Number: (212) 803-3750 Facsimile Number: (212) 803-3975
E-Mail Address: alaremont@empire.state.ny.us

GRANTEE:_____
Name:
Title:
Address:
Telephone Number:
Facsimile Number:
E-Mail Address:

(b) Any such notice shall be deemed to have been given either at the time of personal delivery or, in the case of expedited delivery service or certified or registered United States mail, as of the date of first attempted delivery at the address and in the manner provided herein, or in the case of facsimile transmission or email, upon receipt.

(c) The parties may, from time to time, specify any new or different address in the United States as their address for purpose of receiving notice under this Agreement by giving fifteen (15) days written notice to the other party sent in accordance herewith. The parties agree to mutually designate individuals as their respective representatives for the purposes of receiving notices under this Agreement. Additional individuals may be designated in writing by the parties for purposes of implementation and administration/billing, resolving issues and problems and/or for dispute resolution.

13. No Assignment

The Grantee may not assign or transfer this Agreement or any of its rights hereunder.

14. No Waiver

No waiver of any ESDC's rights arising under this Agreement, or any other source, can occur unless such waiver shall be in writing and signed by ESDC and such written document manifests a clear and unequivocal intent by ESDC to waive its contractual or other legal rights. The term "waiver" as used herein is a term of art as used in the legal profession. ESDC may not be estopped from asserting any of its legal rights, including but not limited to its rights under this agreement, unless ESDC has signed a written document that clearly and unequivocally states that the other party may detrimentally rely upon the terms of such written document. Absent such written document, there shall be no estoppel against ESDC and the other parties' alleged detrimental reliance shall be deemed to be unreasonable. The term "estoppel" is used herein is a term of art as used in the legal profession.

15. Modification

This Agreement may be modified only by a written instrument executed by the party against whom enforcement of such modification is sought.

16. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of the State of New York without reference to any conflict of law rules that might lead to the application of the laws of another jurisdiction. This Agreement shall be construed without the aid of any presumption or other rule of law regarding construction against the party drafting this Agreement or any part of it. In case any one or more of the provisions of this Agreement shall for any reason be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provision hereof and this Agreement shall be construed as if such provision(s) had never been contained herein. In the event of a conflict between the MOU attached hereto as part of Exhibit A and any other term or condition of this Agreement, then the term or condition of this Agreement shall govern.

17. Confidentiality of Information

Information contained in reports made to ESDC or otherwise obtained by ESDC relating to trade secrets, operations and commercial or financial information, including but not limited to the nature, amount or source of income, profits, losses, financial condition, marketing plans, manufacturing processes, production costs, productivity rates, or customer lists, provided that such information is clearly marked "Confidential" by the Grantee, will be kept confidential by ESDC, to the extent such information is determined by ESDC to be exempt from public disclosure under the Freedom of Information Law and not otherwise required by law to be disclosed. Notwithstanding the foregoing, ESDC will not be liable for any information disclosed, in ESDC's sole discretion, pursuant to the Freedom of Information Law or other applicable law, or which ESDC is required to disclose pursuant to legal process.

18. Special Provisions

The Grantee shall comply with the special provisions, if any, set forth in Exhibit I.

19. Litigation Costs

The Grantee shall pay, in any action or proceeding that is commenced to enforce and/or involves the enforcement of the terms and conditions of this Agreement, all of ESDC's costs including, without limitation, ESDC's attorneys' fees. The Grantee shall also pay any and all of ESDC's collection costs including, without limitation, its attorneys' fees.

20. Waiver

The Grantee knowingly and expressly waives the right to a trial by jury and the right to interpose any counterclaims in any action brought by ESDC under the terms of this Agreement.

In witness whereof, the parties have executed this Agreement by their duly authorized representatives as of the latest date written below:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
d/b/a EMPIRE STATE DEVELOPMENT CORPORATION

_____
(Signature)

_____
(Printed name and title)

_____
(date)

GRANTEE:_____

_____
(Signature)

_____
(Printed name and title)

_____
(date)

Rev. 3/4/2010

ESDC GRANT DISBURSEMENT AGREEMENT

EXHIBITS

EXHIBIT A	Project Description
EXHIBIT A-1	Memorandum of Understanding
EXHIBIT B	Funding Design and Construction Requirements
EXHIBIT C	Consultant/Contractor/Vendor Disclosure Statement
EXHIBIT D	Project Budget
EXHIBIT E	Opinion of Counsel
EXHIBIT F	Disbursement Terms
EXHIBIT G	Payment Requisition Form
EXHIBIT G-1	Payment Requisition Cover Letter
EXHIBIT G-2	Project Cost Documentation
EXHIBIT G-2A	Project Cost Summary for ESDC-Eligible Expenses
EXHIBIT G-3	Lottery Acknowledgement
EXHIBIT H	Non-Discrimination and Affirmative Action Policy
EXHIBIT H-1	M/WBE Compliance Report
EXHIBIT I	Special Provisions
EXHIBIT J	Disclosure and Accountability Certifications

EXHIBIT A: Project Description

GRANTEE:_____

Aqueduct Video Lottery Gaming Facility - Capital Works and Purposes Necessary to Properly House Video Lottery Terminal Gaming at Aqueduct Racetrack, Project

Project Number:_____

See Attached **MEMORANDUM OF UNDERSTANDING**

EXHIBIT B: FUNDING DESIGN AND CONSTRUCTION REQUIREMENTS

Aqueduct Video Lottery Gaming Facility - Capital Works and Purposes Necessary to Properly House Video Lottery Terminal Gaming at Aqueduct Racetrack, Project
Project Number:_____

See the attached material, forms and documents

EMPIRE STATE DEVELOPMENT CORPORATION
TABLE OF CONTENTS

- Design and Construction Requirements
- Tables of Approval Authority and Facsimile Signature
- Contract Change Order
- Schedule of Change Order
- Summary – Request for Payment
- Request for Payment
- Monthly Project Status Cost Control Report
- Cost Control Instructions D-1
- Contractor's Affidavit
- List of Subcontractors/Vendor Submitted with Request for Payment
- Contractor's Receipt and Waiver of Lien
- Subcontractor's Receipt and Waiver of Lien
- Affidavit and Final Waiver of Claims and Liens and Release of Rights
- Unconditional Waiver and Release
- Consultant's Code Certification Letter – Attachment A
- Contractor's Certification of Completed Construction – Attachment B
- Consultant's Certification of Completed Construction – Attachment C
- Pile Driving Report
- Survey Statement
- Typical Job Sign

EMPIRE STATE DEVELOPMENT CORPORATION
FUNDING DESIGN AND CONSTRUCTION REQUIREMENTS
for
(New York City and Aqueduct Video Lottery Gaming Facility)

The following design and construction submissions and review documents shall be supplied to ESDC:

Design Phase

The Grantee shall furnish to the Design and Construction Department (D&C):

- Project and construction budget
- Work scope including plans & specifications or written descriptions
- Code and zoning analysis
- Special agency approvals (health dept., highways, utility co., asbestos etc.)
- Construction cost estimates(incl. quantities and unit prices)
- Design/Construction Schedule
- Proposed/selected architects/engineers and copy of agreement
- Consultant's code certification letter-See Attachment A
- Project Status Cost Control Report - See Attachments D and D-1.
- Table of Approval Authority and Facsimile Signatures - See Attachments E-1, 2, 3, 4.

Construction Phase

The Grantee shall furnish to D&C copies of the following:

Submittals at the start of construction:

- Building permit
- Asbestos Free Building Certificate for alterations and demolitions (copy submitted to municipality)
- Plans with building department/authority approval stamp
- Contractor and CM Agreements/Cost
- Insurance policies naming New York State Urban Development Corporation d/b/a Empire State Development Corporation as additional insured.
- Construction schedule
- Trade payment breakdown

Submittals during construction:

- Progress schedules and updates
- Minutes of project meetings
- Building Department/authority amendments
- Payment requests
- Foundation survey (new construction only)
- Controlled inspection and test reports with architect's or engineer's approvals
- Project Status Cost Control Report - See Attachment D and D-1
- Change Issue and Change Order Log

Submittals at the completion of construction:

- Final punch lists
- Temporary Certificate of Occupancy (TCO)
- Certificate of Occupancy (CO)
- Contractor's Affidavit and Final Waiver of Claims and Liens and Release of Rights
- New York Board of Fire Underwriters approval (except in New York City)
- Contractor's Certifications of Completed Construction - See Attachment B
- Consultant's Certification of Completed Construction - See Attachment C (for NYC Local Laws and other specific items of work where certifications are desired).

Construction Contract Provisions

The construction agreement shall contain provisions satisfactory to D&C concerning:

- Insurance
- Method, schedule and terms of payments
- Provisions for contractor and subcontractor audits
- Contractor and Subcontractor lien waivers with monthly requisitions
- Contractor's warranty and clearing of liens at completion of construction
- There shall be no payments for stored material
- ESDC sign

Inspections

- ESDC will inspect throughout the construction phase until final completion.

Provisions for D&C Field Representative

If requested, the Grantee/Developer/Contractor shall provide an appropriate space at the job site with a desk, telephone, computer with internet and project website access, plan table, file cabinet, heat and air conditioning satisfactory to ESDC.

_____
(Name of Project)

Table of Approval Authority and Facsimile Signature

_____
(Owner)

Name/Title/Firm (Examples)	Facsimile Signature	Initials	Documents Requiring Approval (See (A) below for Examples)	Approval Auth ($ Limit)
Director Design and Construction	_____	_____		
Sr. Vice-President Facilities Administration	_____	_____		
Sr. Vice-President Business and Finance	_____	_____		

The above individuals have been delegated authority as stated, in accordance with a meeting of the Board of Directors on _____.

_____ _____
Secretary

(A) Examples of Documents Requiring Approval
- (1) Payment Requisitions
- (2) Change Orders
- (3) Owner Agreements
- (4) Contracts

S-A-M-P-L-E
ATTACHMENT E-1

_____
(Name of Project)

Table of Approval Authority and Facsimile Signature

_____
(Construction Management Firm)

Name/Title/Firm (Examples)	Facsimile Signature	Initials	Documents Requiring Approval (See (A) below for Examples)	Approval Auth ($ Limit)
Construction Manager	_____	_____		
Project Manager	_____	_____		
Controller	_____	_____		
President	_____	_____		

The above individuals have been delegated authority as stated, in accordance with a meeting of the Board of Directors on _____.

_____ _____
Secretary

(A) Examples of Documents Requiring Approval
- (1) Construction Payment Requisitions
- (2) Change Orders
- (3) Subcontracts
- (4) Owner Agreements
- (4) Contracts

S-A-M-P-L-E
ATTACHMENT E-2

_____

(Name of Project)

Table of Approval Authority and Facsimile Signature

_____
(Contractor)

Name/Title/Firm (Examples)	Facsimile Signature	Initials	Documents Requiring Approval (See (A) below for Examples)	Approval Auth ($ Limit)
Construction Superintendent	_____	_____		
Controller	_____	_____		
Vice President	_____	_____		
President	_____	_____		

The above individuals have been delegated authority as stated, in accordance with a meeting of the Board of Directors on _____.

_____ _____
Secretary

(A) Examples of Documents Requiring Approval
- (1) Construction Payment Requisitions
- (2) Change Orders
- (3) Purchase Orders
- (4) Owner Agreements
- (5) Contracts

S - A - M - P - L - E
ATTACHMENT E-3

_____
(Name of Project)

Table of Approval Authority and Facsimile Signature

_____
(Architect)

Name/Title/Firm (Examples)	Facsimile Signature	Initials	Documents Requiring Approval (See (A) below for Examples)	Approval Auth ($ Limit)
Partner-in-Charge	_____	_____		
Principal	_____	_____		
Controller	_____	_____		

The above individuals have been delegated authority as stated, by agreement of the Partnership on _____.

_____ _____

(A) Examples of Documents Requiring Approval
- (1) Construction Payment Requisitions
- (2) Change Orders
- (3) Architect Invoices
- (4) Architect/Consultant Contracts

S-A-M-P-L-E
ATTACHMENT E-4

New York State Urban Development Corporation
d/b/a Empire State Development
Design and Construction Department
Contract Change Order

Change Order No. _____ Date _____
Project/Location: _____ Contract No. _____
Contractor: _____

YOU ARE HEREBY AUTHORIZED TO COMPLY WITH THE FOLLOWING CHANGES TO THE CONTRACT PLANS AND SPECIFICATIONS

Issue No.	Description of Changes - Attach appropriate quantities, units, Unit Prices if applicable, drawings, cuts, etc.	Decrease in Contract Price	Increase in Contract Price
TOTAL DECREASE			
TOTAL INCREASE			
NET (INCREASE) (DECREASE) CONTRACT PRICE:			

The sum of $_____ is hereby added to, deducted from the Total Contract Price and the Total Adjusted Contract Price to date is $_____

Contract Completion Date is unchanged, increased, decreased by_____ Calendar Days. This document shall become an amendment to the Contract and all provisions of the Contract will apply hereto.

It is understood and agreed that this Change Order constitutes compensation in full to the contractor and its subcontractors and suppliers for all costs and mark-up directly or indirectly attributable to the change for all delays related thereto and for performance of the change within the time frame stated. Work performed under this Change Order prior to UDC/ESD or Architect's approval is at the Contractor's risk. No increase or decrease in the Contract Amount is authorized without UDC/ESD approval. Except as hereby modified, all items, conditions and provisions of the agreement remain unchanged and in full force and effect.

ACCEPTED:

_____ _____
Contractor (Authorized Official) Date

APPROVED:

_____ _____
UDC/ESD Construction Representative Date

APPROVED:

_____ _____
Architect/Engineer Date

_____ _____
UDC/ESD Director of Construction Date

_____ _____
Construction Manager (As Applicable) Date

_____ _____
UDC/ESD Vice President
Design & Construction Date

_____ _____
Chief Executive Officer
ORDA Date

New York State Urban Development Corporation d/b/a Empire State Development
Design and Construction Department

Change Order No. _____
Project/Location: _____ Contract No. _____
Contractor: _____

JUSTIFICATION FOR CHANGE

Reason for change: To qualify as a change, items must involve a change in the Scope of Work and an equal, betterment or necessity.

Identify the originator of this change order.

☐ Owner

☐ Funding Agent

☐ Architect

☐ Construction Manager

☐ Contractor

☐ Other _____

Identify the reason for this change order (use codes below) _____

ALT - Alternate - Items of work identified as a component of the base bid but not accepted at time of award
BAC - Back-charge – Back-charges against a specific contract for work assigned to another contract
BND - Bond/Insurance - Increased cost relating to bonding and/or insurance
CLA - Claim Settlement – To settle a claim
CLO - Close Out - Reconciliation of work that was not performed
COM -Completion Contract - Prime contractor completion of work was terminated and Surety failed to perform.
COR - Coordination - Related to the failure to properly coordinate the installation of the work by various contracts.
DEO - Design Error or Omission - Work required of the contractor due to design defects or omissions
EMR - Emergency Work – An unanticipated situation that results in a life safety/threatening condition
FLD - Field Conditions – Conditions that could not have reasonably been anticipated in project design stage
INF - Informational – Extension of time or non-cost related
INS - Insurance Settlement – Work performed due to an Act of God, fire, flood, hurricane tornado etc.
PRG - Program Change – A request by the client to decrease, change, or increase the scope of work of the project
OTH - Other – Reason not described above. Supply explanation below

Explanation if required:

_____

CHANGE ORDER IMPACT

1.	Will proposed change alter the size of the project?	Yes	☐	No	☐		
2.	Effect of this change on other contractors:	Yes	☐	No	☐		
3.	Has consent of surety been obtained?	Yes	☐	No	☐	Not Necessary	☐
4.	Will subject changes effect expiration or extent of insurance coverage?	Yes	☐	No	☐		

_____ _____
UDC/ESD Construction Representative Date

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
d/b/a EMPIRE STATE EVELOPMENT CORPORATION
Design and Construction Department

Project _____ Requisition No. _____

SCHEDULE OF CHANGE ORDERS

1. LIST OF CHANGE ORDERS			ADDITIONS		DEDUCTIONS
CHANGE ORDERS		DESCRIPTION	Total cost items added by change order	Cost of change order items completed to date	Deducts from contract prices as shown on change order
NO.	DATED				
		TOTALS			

2 ADJUSTED CONTRACT AMOUNT

a.	Original Contract Amount	$
b.	Plus Additons in (1.)	$
c.	Less Deletions in (1.)	$
d.	Total Amount of Change Orders to Date:	$
e.	Adjusted Contract Amount to Date	$

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
d/b/a EMPIRE STATE DEVELOPMENT CORPORATION
Design and Construction Department

Summary - Request for Payment

Project _____ Requisition No. _____

Name & Address of Contractor _____ Project No. _____

_____ Contract No. _____

Requisition Amount		
Original Contract		
Approved Change Orders		
Extras		
Credits		
Net Change (Add-Deduct)		
Adjusted Contract		
Work Completed To Date		
On Contract		
By Change Order Extras		
By Change Order Credits		
Net Change (Add-Deduct)		
Total Work Completed To Date		
Amount Earned To Date		
Less ____ % Retainer		
Amount Due To Date		
Less Previous Payments		
Contract		
Other (Explain Below)		
Payment Due This Estimate		

Remarks:

The following items are included in this Request for Payment:

- ☐ Summary - Request for Payment
- ☐ Request for Payment
- ☐ Contractor Affidavit
- ☐ List of Subcontractors
- ☐ Schedules of Change Orders
- ☐ Contractor's Receipt and Waiver of Lien
- ☐ Subcontractors' Receipt and Waiver of Lien (If Applicable)

SEE PAGE 2 FOR DESCRIPTION OF WORK, AMOUNTS AND APPROVALS

NEW YORK STATE URBAND DEVELOPMENT CORPORATION
d/b/a EMPIRE STATE DEVELOPMENT CORPORATION

Design and Construction Department

Request for Payment

Project _____ Requisition No. _____

Name & Address of Contractor _____ Project No. _____

_____ Contract No. _____

In accordance with the provisions of the Construction Contract/Letter Agreement dated _____ and Contractor's cost breakdown (schedule of values) attached thereto, this requisition is submitted for the smount of $_____ due for work performed up to the _____ day of _____ and as itemized below by the trades listed in the cost breakdown.

_____ Contractor (Signature) _____ Date_____

	Trade Item	Trade Item Total Amount	Amounts Completed To Date		Total	Amounts all Previous Requisitions	Amount This Requisition	% Compl.
			Material	Labor				
1								
2								
3								
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14								
15								
16								
17								
18								
19								
20								
21								
22								
23								
24								
25								
26								
27								
28								
29								
30								
31								
32	Total							
33	Less ( )% Retainer Line (32)							
	Totals							

Progress ☐ Satisfactory ☐ Unsatisfactory (If unsatisfactory, attach memo of explaination

Construction is _____ % Completed.

I certify that I have checked and verified the above application for payment and that to the best of knowledge and belief: (1) It is true and correct statement of work performed and/or magerial supplied by the Contractor; (2) all work and/or material incuded in this application has been inspected by me and/or my duly authorized represenatives and the work has been performed ad/or materials supplied in full in accordance with the requirements of the referenced Contract; and (3) apyment claimed and requested by the Contractor is correctly computed on the basis of work performed and/or material supplied to the last day of the period coverd by this application.

_____ _____
Architect Date Date

Approved:

_____ _____
UDC Construction Project Manager Date Director of Construction Date

_____ _____
Vice President Date
Design and Construction

105b-(09/08)

FULL COST REPORT SHALL HAVE ONE PAGE
FOR PROJECT TOTAL COST AND ADDITONAL PAGES
FOR EACH FUNDING SOURCE, INCLUDING ESDC.

MONTHLY PROJECT STATUS COST CONTROL REPORT

As of _____

_____
(Project)

Total Project Cost: _____ Project Number: _____ Contract Completion Date: _____ Estimated Completion Date: _____ Actual Completion Date: _____

		(1)	(2)	(3)	(4) (2+3)	(5)	(6)	(7) (5+6)	(8)	(9)	(10)	
						INVOICED			PROJECTED COST			
Description	Conctract/ Consultant	Budget (Date)	Original Contact/ Commitments*	Cumulative Approved C.O.'s/Amend	Revised Contract Commitments*	Prior Month Thru _____	This Month (Date)	Total To Date	Balance To Be Completed	Total Estimated Cost	(Over/Under) Budget	% Complete
(Sample Line Items Only - Use Additonal Sheet if Required)												
• Design												
A/E Fees												
Reimb. & Extra Services												
Other (List each item)												
• Related Design & Construction												
Cost												
Borings & Soils												
Environmental												
Survey												
Special Consultants (List)												
Other (List)												
• Testing & Inspection												
Soils/Foundation												
Other (List)												
• SUBTOTAL SOFT COSTS												
• Construction												
General Contract												
Other Items (List each item)												
• SUBTOTAL Excluding Contingency												
• Construction Contingency												
• SUBTOTAL HARD COSTS												
• Project Contingency												
• TOTAL PROJECT COST												

*Asterisk Commited Items not yet under formal contract

Prepared By: _____ Date: _____ Approved By: _____ Date: _____

S - A - M - P - L - E

ATTACHMENT D

09/08

Empire State Development Corporation
Monthly Project Status Cost Control Report
(Instructions for filling out Attachment D)

ESDC requires that a Monthly Cost Control Report be submitted on all projects funded during construction. This also includes projects in the planning stage which will be funded during construction.

The Cost Report is a management tool for tracking latest costs for all line items against the Budget. On a monthly basis, it keeps the Developer and ESDC informed, and highlights construction cost status, potential problems and variances.

The attached sample Monthly Project Status Cost Control Report illustrates how costs should be listed and separated by line item, for soft costs/other items and construction.

Several items in the form should be highlighted:

Column 1 - Budget -- This is the budget approved by the Developer and ESDC. Once approved, this column should not be changed.

Contingency
The Construction Contingency shown in "Budget" (Column 1) should not be changed. As the contingency is used up and allocated to various line items, the balance should be shown in the line item for Construction Contingency, under "Total Estimated Cost" (Column 9).

Column 2 - "Original Contract/Commitments" -- List approved contracts; also, firm commitments not yet under contract should be listed, and marked with an asterisk.

Column 3 - "Cumulative Approved Change Orders/Amendments" -- List only items approved by ESDC.

Column 4 - "Revised Contract/Commitments" -- Self explanatory.

Column 5 - "Invoiced Prior Months Thru" -- Self explanatory.

Column 6 - Invoiced "This Month" -- Self explanatory.

Column 7 - Invoiced "To Date" -- Self explanatory.

Column 8 - "Balance to be Completed" -- Subtract "Revised Contract/Commitments" (Col 9) from Total Invoiced to Date (Col 7).

Column 9 - "Total Estimated Cost" -- This is Projected Cost for the project -- Add "Invoiced To Date" (Col 7) and "Balance to be Completed" (Col 8).

Column 10 - "(Over/Under) Budget" -- Subtract "Total Estimated Project Cost" (Col 9) from "Budget" (Col 1).

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
d/b/a EMPIRE STATE DEVELOPMENT CORPORATION
Design and Construction Department

CONTRACTOR'S AFFIDAVIT

STATE OF NEW YORK)
) ss.:
COUNTY OF)

_____, being first duly sworn, deposes and says:

1. That I reside at_____

2. That I am _____,
(Corporate Office)
a corporation organized and existing under the laws of the State of New York, having its principal offices at _____
_____.

3. That the *CONTRACTOR* is the General Contractor of and the _____ _____ (Project) pursuant to a Construction Contract dated the _____ day of _____20___between the *CONTRACTOR* and _____ (Owner).

4. That the *CONTRACTOR* has received all payments due it under the aforesaid Construction Agreement as of the date of the immediately preceding requisition, for which it was paid.

5. That to the best of my knowledge and belief, the *CONTRACTOR* has to the date hereof performed all its obligations under the aforesaid Construction Agreement and has paid all just and lawful bills and claims against it in accordance with its contractual obligation with subcontractors and material men who have heretofore performed work and labor or furnished materials and equipment in connection with the aforesaid Construction Agreement.

6. That annexed hereto is a list of all subcontractors and material men who have heretofore performed work and labor or furnished materials and equipment in connection with said Construction Agreement. If none, state "None" _____.

_____
(Signature of Officer)

Sworn to before me this _____ day of _____, 20_____.

_____.
(Notary Public)

DC-105c (09/08)

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
d/b/a EMPIRE STATE DEVELOPMENT CORPORATION
Design and Construction Department

Project _____ Requisition No. _____

Name & Address of Contractor _____ Project No._____
Contract No. _____

LIST OF SUBCONTRACTORS/VENDOR SUBMITTED WITH REQUEST FOR PAYMENT

The following Subcontractors/Vendors are included for payment with this requisition:

Trade	Subcontractor or Vendor	Amount of Subcontract

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
d/b/a EMPIRE STATE DEVELOPMENT CORPORATION
Design and Construction Department

Project _____ General Contractor's Requisition No._____

Contract No._____

General Contractor _____ Owner _____

CONTRACTOR'S RECEIPT AND WAIVER OF LIEN

_____ Corporation (Contractor), in connection with the construction of a project of the New York State Urban Development Corporation d/b/a Empire State Development ("ESD") known as _____ _____, (the "Project") and the payment to _____ ("Contractor") of certain sums requisitioned by the Contractor pursuant to its Request for Payment No. _____dated ___, 20_____, (the "Requisition") for work performed or materials supplied for the Project to the date of the Requisition, for the benefit of _____, DOES HEREBY CERTIFY AND ACKNOWLEDGE that it has received all sums due and owing to it in accordance with its agreement with the Owner with respect thereto, other than sums, if any, withheld by the Owner in accordance with such agreement and approved by the Owner and ESD, for work performed or materials supplied for the Project to the date of _____ in the amount of _____ _____ ($_____) and DOES HEREBY FOREVER RELEASE AND WAIVE for itself, its successor and assigns any and all rights, claims and demands it has or may have against the Owner and ESD, including any and all rights which it has or may have pursuant to the New York Lien Law to file any lien or notice of lien against the Project or any property of the Owner on account of or deriving from labor performed or materials furnished for the Project to the date of the previously submitted requisition.

IN WITNESS WHEREOF, the contractor has caused this Certificate to be duly executed and the seal of the contractor to be affixed as of the date of the Requisition by the undersigned duly authorized officer.

Corporation:

Signed By: _____ Title: _____ Date:

State of New York)
) ss:
County of New York)

On this _____ day of _____, 20_____, before me, the subscriber personally appeared _____ to me personally know, who being by me duly sworn, did depose and say that he resides at _____ that he is _____ of the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is said corporate seal; that the seal was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Notary Public – County of:
My Commission expires:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
d/b/a EMPIRE STATE DEVELOPMENT CORPORATION
Design and Construction Department

Project _____ General Contractor's Requisition No._____

Contract No._____

General Contractor _____ Owner _____

SUBCONTRACTOR'S RECEIPT AND WAIVER OF LIEN

_____ ("Subcontractor"), in connection with the construction of a project of the New York State Urban Development Corporation d/b/a Empire State Development ("ESD") known as ___, (the "Project") and the payment to the General Contractor of certain sums requisitioned by the General Contractor pursuant to the General Contractor's Request for Payment No. ____ _____dated _____,_20____, (the "Requisition") for work performed or materials supplied for the Project to the date of the requisition, for the benefit of _____, DOES HEREBY CERTIFY AND ACKNOWLEDGE that it has received all sums due and owing to it in accordance with its agreement with the General Contractor with respect thereto, other than sums, if any, withheld by the General Contractor in accordance with such agreement and approved by the Owner and ESD, for work performed or materials supplied for the Project to the date of _____ in the amount of _____ ($_____) DOES HEREBY FOREVER RELEASE AND WAIVE for itself, its successor and assigns any and all rights, claims and demands it has or may have against the owner and ESD, including any and all rights which it has or may have pursuant to the New York Lien Law to file any lien or notice of lien against the Project or any property of the Owner on account of or deriving from labor performed or materials furnished for the Project to the date of the previously submitted requisition.

IN WITNESS WHEREOF, Subcontractor has caused this Certificate to be duly executed and the seal of Subcontractor to be affixed as of the date of the Requisition by the undersigned duly authorized officer.

Name of Sub-Contractor
Signed By: _____ Title: _____ Date:_____

State of New York)
) ss:
County of New York)

On this _____ day of _____, 20____, before me the subscriber personally appeared _____ to me personally know, who being by me duly sworn, did depose and say that he resides at _____that he is _____ of _____ the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is said corporate seal; that the seal was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Notary Public – County of:
My Commission expires:

DC-105h (09/08)

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
d/b/a EMPIRE STATE DEVELOPMENT CORPORATION
AFFIDAVIT AND FINAL WAIVER OF CLAIMS AND LIENS
AND RELEASE OF RIGHTS

STATE OF)
) SS:
COUNTY OF)

The undersigned, who is the _____ (designate title) of _____ which is the _____ _____ (designate whether the subcontractor, supplier or otherwise) for the _____(designate the type of work, supplies or services rendered) on the improvements constructed or being constructed on the premises hereafter identified, declares that his contract with _____ _____ (name of party contracted with) is in the total amount of $_____, which includes extras and all change orders to the date hereof.

In consideration of the amounts and sums previously received, and the payment of $_____ being full and final payment amount due, the undersigned does hereby waive and release to the Owner, New York State Urban Development Corporation d/b/a Empire State Development Corporation ("ESD") and to _____ _____ any and all claims and liens and rights to liens upon the premises described below (which may be more particularly described by an Exhibit "A" attached), and upon improvements now or hereafter thereon, and upon the monies or other considerations (due or to become due from the Owner, ESD or from _____ _____ or from any other person, firm or corporation), said claims and liens and rights to liens being on account of labor, services, materials, fixtures or apparatus heretofore furnished by or which may be furnished at any time hereafter by or at the request of the undersigned. The premises as to which said claims and liens and rights to liens are hereby released are identified as follows:

Project Name: _____
Address or Project: _____
City: _____ County: _____ State: __

The undersigned further represents and warrants that he is duly authorized and empowered to sign and execute this wavier on his own behalf and on behalf of the company or business for which he is signing; that he has properly performed all work and furnished all the materials of the specified quality per plans and specifications and in a good and workmanlike manner, fully and completely; that he has paid for all the labor, materials, equipment and services; that he has used or supplied or may hereafter use or supply to the above premises that he has no other outstanding and unpaid payment applications, invoices, retentions, holdbacks, chargebacks or unbilled work or materials, as of the date of the aforementioned last and final payment application of invoice; and that any materials which have been supplied or incorporated into the above premises were either taken from his fully-paid or open stock or were fully paid for and supplied as stated on the statement accompanying the last and final payment application or invoice.

The undersigned further agrees to reimburse and does hold harmless and fully indemnify Owner, ESD and _____ for any losses or expenses should any such claim, lien, or right to a lien be asserted (by the undersigned or by any laborer, materialman or subcontractor of the undersigned), including, without implied limitation, attorneys' fees incurred in the defense thereof.

In addition, for and in consideration of the amounts and sums received, the undersigned hereby waives, releases and relinquishes any and all claims, rights or causes of action whatsoever arising out of or in the course of the work performed on the above-mentioned project, contract or event.

Signed and delivered this _____ day of _____, 20_____.

_____
Individual or Corporation Name

By: _____

Title _____

On the _____ day of _____ in the year 20_____ before me the undersigned, a Notary Public in and for said state, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledge to me that se executed the same in her capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

_____
Notary Public

My Commission Expires:

Residence County: _____

DC-105i (09/08)

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
D/B/A EMPIRE STATE DEVELOPMENT CORPORATION
UNCONDITIONAL WAIVER AND RELEASE

The undersigned (the "Architect") has been paid and has received full payment for all services furnished by Architect and/or employees or others acting for Architect or claiming by, through or under Architect through

_____ to _____
(Date)

on the job of _____
(Owner)

located at _____
(Job Description)

Architect represents and warrants that Architect and all persons and entities acting for or claiming by, through or under Architect have fully performed and furnished all services to have been performed or furnished by Architect and/or any such other person and that there is not now due or owing any amount of money or wages to any party or entity in connection with this job or any part thereof. The Architect does hereby release for itself and any party or entity action for Architect or claiming by, through or under Architect, from any mechanic's liens, stop notice, bond right or claim of any nature whatsoever that the undersigned or any such other party has or may have with respect to the above referenced job.

The Architect further agrees to reimburse and does hold harmless and fully indemnify ESDC its successors and assigns for any losses or expenses should any such claim, lien, or right to a lien be asserted by the Architect or by any person or entity acting for or claiming by, through or under the Architect, including, without implied limitation, attorney's fees incurred in the defense thereof.

In addition, for and in consideration of the amounts and sums received, the undersigned hereby waives, releases and relinquishes any and all claims, rights or causes of action whatsoever arising out of or in the course of the work performed on the above-mentioned project, contract or event.

Date: _____

(Signature)

SEAL

_____
(Company Name)

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
D/B/A EMPIRE STATE DEVELOPMENT CORPORATION
UNCONDITIONAL WAIVER AND RELEASE

The undersigned (the "Construction Manager") has been paid and has received full payment for all labor, services, equipment or material furnished by Construction Manager and/or subcontractors, suppliers, materialmen, laborers, employees or others acting for Construction Manager or claiming by, through or under Construction Manager through

_____ to _____
(Date)

on the job of _____
(Owner)

located at _____
(Job Description)

Construction Manager represents and warrants that Construction Manager and all persons and entities acting for or claiming by, through or under Construction Manager have fully performed and furnished all labor, services, equipment or material to have been performed or furnished by Construction Manager and/or any such other person and that there is not now due or owing any amount of money or wages to any party or entity in connection with this job or any part thereof. The Construction Manager does hereby release for itself and any party or entity action for Construction Manager or claiming by, through or under Construction Manager, from any mechanic's liens, stop notice, bond right or claim of any nature whatsoever that the undersigned or any such other party has or may have with respect to the above referenced job.

The Construction Manager further agrees to reimburse and does hold harmless and fully indemnify ESDC its successors and assigns for any losses or expenses should any such claim, lien, or right to a lien be asserted by the Construction Manager or by any person or entity acting for or claiming by, through or under the Construction Manager, including, without implied limitation, attorney's fees incurred in the defense thereof.

In addition, for and in consideration of the amounts and sums received, the undersigned hereby waives, releases and relinquishes any and all claims, rights or causes of action whatsoever arising out of or in the course of the work performed on the above-mentioned project, contract or event.

Date: _____

(Signature)

NOTORIZED

_____
(Company Name)

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
D/B/A EMPIRE STATE DEVELOPMENT CORPORATION
UNCONDITIONAL WAIVER AND RELEASE

The undersigned (the "Engineer") has been paid and has received full payment for all services furnished by Engineer and/or employees or others acting for Engineer or claiming by, through or under Engineer through

_____ to _____
(Date)

on the job of _____
(Owner)

located at _____
(Job Description)

Engineer represents and warrants that Engineer and all persons and entities acting for or claiming by, through or under Engineer have fully performed and furnished all services to have been performed or furnished by Engineer and/or any such other person and that there is not now due or owing any amount of money or wages to any party or entity in connection with this job or any part thereof. The Engineer does hereby release for itself and any party or entity action for Engineer or claiming by, through or under Engineer, from any mechanic's liens, stop notice, bond right or claim of any nature whatsoever that the undersigned or any such other party has or may have with respect to the above referenced job.

The Engineer further agrees to reimburse and does hold harmless and fully indemnify ESDC its successors and assigns for any losses or expenses should any such claim, lien, or right to a lien be asserted by the Engineer or by any person or entity acting for or claiming by, through or under the Engineer, including, without implied limitation, attorney's fees incurred in the defense thereof.

In addition, for and in consideration of the amounts and sums received, the undersigned hereby waives, releases and relinquishes any and all claims, rights or causes of action whatsoever arising out of or in the course of the work performed on the above-mentioned project, contract or event.

Date: _____

(Signature)

SEAL

_____
(Company Name)

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
D/B/A EMPIRE STATE DEVELOPMENT CORPORATION
UNCONDITIONAL WAIVER AND RELEASE

The undersigned (the "General Contractor") has been paid and has received full payment for all services furnished by General Contractor and/or employees or others acting for General Contractor or claiming by, through or under General Contractor through

_____ to _____
(Date)

on the job of _____
(Owner)

located at _____
(Job Description)

General Contractor represents and warrants that General Contractor and all persons and entities acting for or claiming by, through or under General Contractor have fully performed and furnished all services to have been performed or furnished by General Contractor and/or any such other person and that there is not now due or owing any amount of money or wages to any party or entity in connection with this job or any part thereof. The General Contractor does hereby release for itself and any party or entity action for General Contractor or claiming by, through or under General Contractor, from any mechanic's liens, stop notice, bond right or claim of any nature whatsoever that the undersigned or any such other party has or may have with respect to the above referenced job.

The General Contractor further agrees to reimburse and does hold harmless and fully indemnify ESDC its successors and assigns for any losses or expenses should any such claim, lien, or right to a lien be asserted by the General Contractor or by any person or entity acting for or claiming by, through or under the General Contractor, including, without implied limitation, attorney's fees incurred in the defense thereof.

In addition, for and in consideration of the amounts and sums received, the undersigned hereby waives, releases and relinquishes any and all claims, rights or causes of action whatsoever arising out of or in the course of the work performed on the above-mentioned project, contract or event.

Date: _____

(Signature)

NOTARIZED

_____
(Company Name)

CONSULTANT'S CODE CERTIFICATION LETTER

Attachment A

The following Certification Letter shall be included in the initial report submitted to ESDC for approval.

DATE

Empire State Development
633 Third Avenue
New York, NY 10017-6754

Attention: Mr. Ed Decatrel, AIA
Vice President
Design and Construction

Re: Consultant's Code Certification of Architect (Engineer)
(Insert Location and Name of Project)

Gentlemen:

The undersigned, a principal of the firm of _____, duly qualified and registered to practice architecture/engineering in the State of New York, in connection with the _____ project, does hereby certify that final plans and specifications will be designed to conform with the (insert name of applicable building code) and applicable municipal regulations.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of , 20___.

SIGNATURE

ARCHITECT'S (OR ENGINEER'S)NAME SEAL

CONSULTANT'S CERTIFICATION OF COMPLETED CONSTRUCTION

Attachment B

The following Certification shall be submitted to ESDC at completion of construction on Consultant's letterhead.

.

DATE

Empire State Development
633 Third Avenue
New York, NY 10017-6754

Attention: Mr. Ed Decatrel, AIA
Vice President
Design and Construction

Re: Consultant's Certification of Completed Construction
(Insert Location and Name of Project)

Gentlemen:

The undersigned, an officer of _____ (firm name), in connection with the _____ project, does hereby certify that construction of all work required by the construction agreement has been completed in accordance with final construction requirements of the ____(insert name of applicable building code) and applicable municipal regulations.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of , 20___.

SIGNATURE

OFFICER'S NAME & TITLE SEAL

CONSULTANT'S CERTIFICATION OF COMPLETED CONSTRUCTION

Attachment C

The following Certification shall be submitted to ESDC at completion of construction on Consultant's letterhead.

.

DATE

Empire State Development
633 Third Avenue
New York, NY 10017-6754

Attention: Mr. Ed Decatrel, AIA
Vice President
Design and Construction

Re: Consultant's Certification of Completed Construction
(Insert Location and Name of Project)

Gentlemen:

The undersigned, a principal of the firm of _____ duly qualified and registered to practice architecture/engineering in the State of New York, in connection with the (insert location and name of project) project, does hereby certify that to the best of our knowledge construction of work required by the contract has been completed in accordance with the drawings approved by the (insert name of approving agency) and requirements of the (insert name of applicable building code).

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of , 20___.

SIGNATURE

ARCHITECT'S (OR ENGINEER'S) NAME SEAL

New York State Urban Development Corporation
633 Third Avenue, New York, NY 10017

PILE DRIVING REPORT

1. Project _____
2. Address _____

3. Name & Address of Pile Driving Contractor _____

4. Type & Material of Pile _____

5. Design Capacity of Pile _____ tons
6. Make, Model No. and energy of hammer _____

Date	Col. No.	Pile No.	Diameters			Elevations		Length of Pipe From Tip to Cutoff	Assumed Elevation Good Bearing Material B	Average Net Penetration In Inches per Blow for Last Five Blows C	Calculated Bearing Capacity Tons D	Deviation from Designed Location N or S E or W	Variation from Plumb	Remarks
			Tip	Cutoff	2/3 Up From Tip A	Cutoff	Tip							

I hereby certify that this is a true record of the driving of piles in this location and that all the piles have been installed in accordance with the design and the New York State Code requirements, except as noted, and that I have personally supervised the installation of these piles.

Date: _____ License No.: _____

_____
Signature of Professional Engineer or Architect

Notes:
A. For friction piles of varying diameter only.
B. Elevation of top of bearing material, as obtained from borings
C. After successive blows produce equal penetration for the last specified length.
D. If other than shown in "5" above. Explain reason for variance.

"Attachment F" 09/08

SURVEY STATEMENT

I CERTIFY TO:

(insert appropriate names)

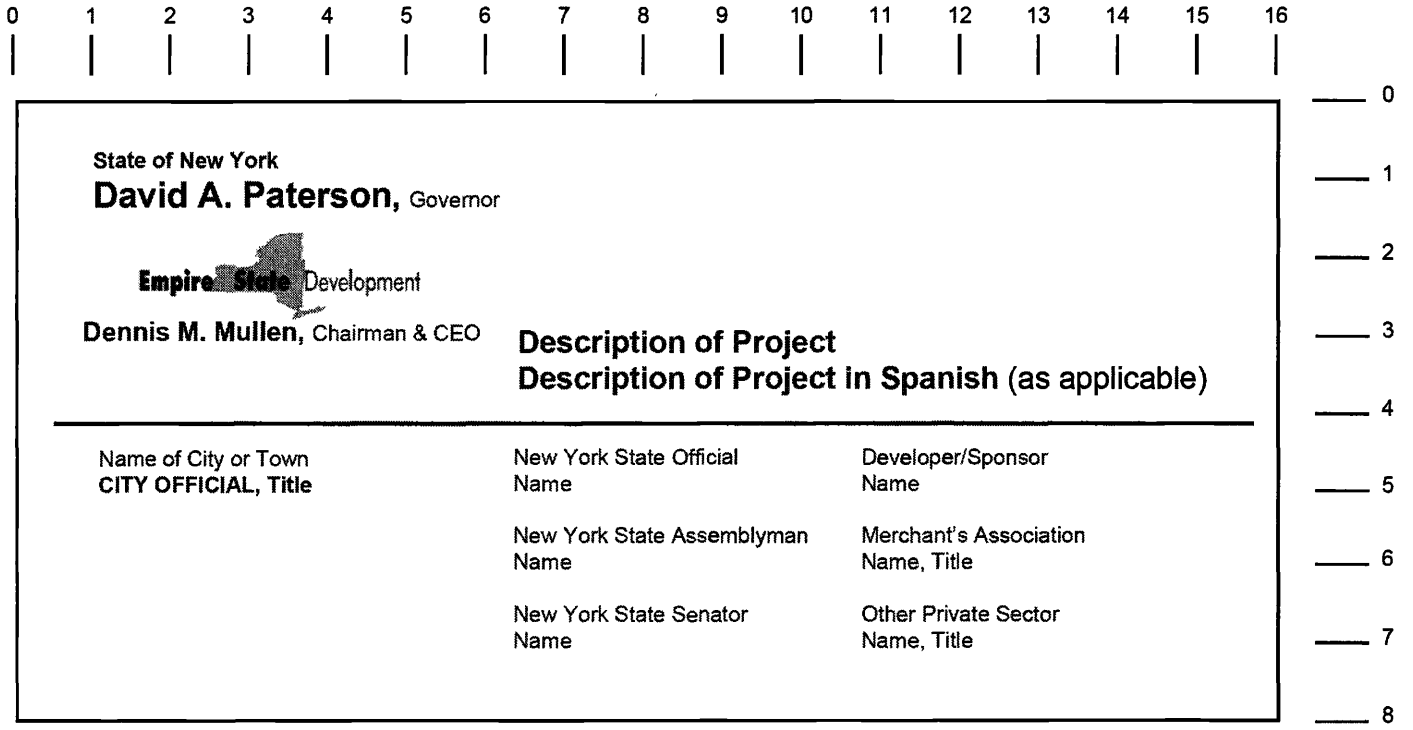
The New York State Urban Development Corporation
d/b/a Empire State Development Corporation

THAT THE BUILDING IS ERECTED ON SITE, AND WITHIN BUILDING RESTRICTIONS, IF ANY ON SITE. IT DOES NOT ENCROACH UPON ANY EASEMENTS OR RIGHT OF WAY IN ANY WAY OTHER THAN SHOWN ON THIS SURVEY. THIS INFORMATION IS TRUE AND CORRECT.

_____ _____

Signature of Surveyor Date

(SEAL)



ESD CONSTRUCTION SIGN

The contractor shall supply and install one sign identifying the project at commencement of construction which shall remain in place until development is completed. The sign can be a minimum of 4 ft. X 8 ft., up to a maximum of 8 ft. X 16 ft., and constructed of 3/4 in. thick exterior grade plywood, secured or supported to comply with all applicable codes and good construction practice. Exact location will be determined by ESD according to local conditions. The sign shall be painted white, front and back, with three coats of exterior grade enamel.

The text shall include the name of the Governor, the heads of the sponsoring State agencies, the name of the project and a list of regional legislators and officials. The exact text and layout shall be provided by ESD Public Affairs Dept... at the time of contract award.

GRAPHIC SPECIFICATIONS

Size: Minimum of 4 'high X 8' wide
Maximum of 8 'high X 16' wide

Color: Blue lettering on white background.
State map outline to be light grey

Font: Helvetica Bold
Helvetica Light

EXHIBIT C: Consultant/Contractor/Vendor Disclosure Statement

GRANTEE:_____
Aqueduct VLT Gaming Facility, Project – Project Number_____

Grantee must complete the following form for each consultant, contractor or vendor it uses whose fee amounts to at least 10% of the total grant or $500, whichever is less.

Grantee must attach a contract for any consultant(s) and contractor(s) used.

I, _____, am the _____of _____ (the "Grantee"), an entity that is duly organized and validly existing under the laws of the State of New York.

I attest that *(Consultant/Contractor/Vendor)*_____was chosen as a consultant/contractor/vendor on Project #«Project_Number» by the Grantee to *(Describe Services.*

_____

_____

_____. No member of the Grantee's Board of Directors or other governing body, or any officer or employee of the Grantee, or a member of the immediate family of any member of the Grantee's Board of Directors or other governing body, officer, or employee of the Grantee has any ownership, control or financial interest in the consultant/contractor/vendor as defined by Section 7(m)(iii) of this agreement.

I attest that *(Consultant/Contractor/Vendor)*_____ was chosen for its services/ products through a process of *(Describe method of selection, including efforts to involve Minority and/or Women-owned Business Enterprises, as defined in Exhibit H, and a description of any relationship between the grantee and the Consultant/Contractor/Vendor.)*_____

_____

_____

_____

_____

_____

_____

_____

_____

_____

_____.

Signature: _____Print Name: _____

Title: _____Date: _____

EXHIBIT D: Project Budget

«Orgn_Name_Client»
«Project_Name», Project «Project_Number»

USES	ESDC Eligible Expenses	SOURCE: List Source Name [	SOURCE: Other	TOTAL
				$0
Total Project Cost:	$0	$0	$0	$0

EXHIBIT E: Opinion of Counsel

[Letterhead of Counsel to the Grantee]

[Date]

Empire State Development Corporation
633 Third Avenue
New York, New York 10017

Attention: «Project_Manager»

Re: Aqueduct VLT Facility - Capital Works and Purposes Necessary to Properly House Video Lottery Terminal Gaming at Aqueduct Racetrack – Project Number

Ladies and Gentlemen:

We have acted as special counsel to «Orgn_Name_Client», a corporation [limited liability company] (the "Grantee"), in connection with the execution and delivery of the Grant Disbursement Agreement dated [Date of Agreement] (the "Agreement") between New York State Urban Development Corporation d/b/a Empire State Development Corporation ("ESDC") and the Grantee.

This opinion letter is being furnished to you at our client's request pursuant to Section 3(a) of the Agreement. Capitalized terms used but not defined herein shall have the meanings assigned thereto in the Agreement.

In rendering the opinions set forth herein, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary or appropriate for the purposes of this opinion letter, including (a) the Agreement, (b) the certificate of incorporation of the Grantee and (c) the by-laws of the Grantee. We have also examined and relied upon such other matters of law, documents, certificates of public officials and representations of officers and other representatives of the Grantee as we have deemed relevant, appropriate or necessary to the rendering of our opinions.

In rendering the opinions expressed below, we have assumed the legal capacity of all natural persons signing documents and that the signatures of persons signing all documents in connection with which this opinion letter is rendered are genuine, all documents submitted to us as originals or duplicate originals are authentic and all documents submitted to us as copies, whether certified or not, conform to authentic original documents. Additionally, we have assumed and relied upon the accuracy and completeness of all certificates and other statements, documents, records, financial statements and papers reviewed by us, and the accuracy and completeness of all representations, warranties, confirmations, schedules and exhibits contained in the Agreement, with respect to the factual matters set forth therein.

As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Grantee and of certain public officials. We have also assumed and relied upon the accuracy and completeness of all certificates and other statements, representations, documents, records, financial statements and papers reviewed by us, and the accuracy and completeness of all representations, warranties and exhibits contained in the Agreement with respect to the factual matters set forth therein.

Based upon the foregoing and subject to the assumptions, qualifications and other matters set forth herein, we are of the opinion that:

1. The Grantee is validly existing and in good standing under the laws of the State of New York and has full power and authority to execute and deliver the Agreement and to perform its obligations thereunder.

2. The Agreement has been duly authorized, executed and delivered by the Grantee and (assuming its due authorization, execution and delivery by ESDC) is binding on and enforceable against the Grantee in accordance with its terms, subject to applicable bankruptcy, insolvency reorganization, arrangement, liquidation, moratorium, fraudulent conveyance or transfer and other similar laws relating to or affecting creditors' rights generally from time to time in effect and to general principles of equity (regardless of whether enforcement is sought in a proceeding in equity or at law), and except as rights under the Agreement to indemnity and contribution may be limited by federal or state laws.

We are admitted to practice in the State of New York and we express no opinion as to any matters governed by any laws other than the laws of the State of New York. The opinions expressed herein that are based on the laws of the State of New York are limited to the laws generally applicable in transactions of the type covered by the Agreement.

This opinion letter is for the benefit solely of ESDC and not for the benefit of any other person. We are opining herein only as of the date hereof and we undertake no, and disclaim any, obligation to advise you of any changes in any matter set forth herein, regardless of whether changes in such matters come to our attention after the date hereof. No attorney-client relationship exists or has existed with ESDC by reason of our preparation, execution and delivery of this opinion letter. By providing this opinion letter and permitting reliance hereon by you, we are not acting as your counsel and have not assumed any responsibility to advise you with respect to the adequacy of this opinion letter for your purposes. This opinion letter may not be relied upon by any other person or for any other purpose or used, circulated, quoted or otherwise referred to for any other purpose.

Very truly yours,

EXHIBIT F: Disbursement Terms

GRANTEE:_____
«Project_Name», Project «Project_Number»

Subject to the terms and conditions contained in this Agreement, ESDC shall disburse the Grant to the Grantee as follows:

Initial Disbursement

After the execution of this Agreement by EDDC and the Grantee and its delivery to ESDC, the satisfaction of the conditions set forth in Section 3 of the Agreement, and Grantee' establishment of a separate bank account, in a financial institution satisfactory to ESDC, then ESDC shall disburse to such account of the Grantee a sum equal to five percent (5%) of the Grant. These disbursed Grant proceeds shall be deposited and kept in that account until proceeds are used by Grantee for reimbursement or payment of eligible expenses for the Project. Interest, if any, accruing on the proceeds deposited in such separate account shall be promptly paid to ESDC. Grantee shall promptly transmit to ESDC copies of all statements available or received periodic statements and other correspondence with respect to the account.

Subsequent Disbursements (exclusive of the Final Disbursement)

All disbursements after the initial advance shall be for Eligible Expenses (as set forth and in accordance with the budget in Exhibit D and in compliance with Exhibit A-1) incurred by the Grantee. Requisitions for payment after the initial requisition must include supporting documentation in the forms attached to this Agreement as Exhibit G and its attachments and the applicable forms attached as Exhibit B. In addition, the second requisition must include the supporting documentation for the initial advance. ESDC shall reimburse the Grantee, not more frequently than monthly, for eligible expenses actually incurred by the Grantee, in compliance with this Agreement and after presentation to ESDC of a Payment Requisition Form together with such supporting documentation as ESDC may require, in the form attached to this Agreement as Exhibit G and its attachments and the applicable funding design and construction requirements documentation in the forms attached as Exhibit B. The aggregate of the Initial Disbursement and the Subsequent Disbursements will not exceed ninety percent (90%) of the Grant.

Final Disbursement

As stated in Section 4, paragraph (b) of this Agreement, the final ten percent (10%) of the Grant shall not be disbursed by ESDC until all of the tasks and reports required have been completed to ESDC's satisfaction.

Expenditures eligible for reimbursement must have been incurred after May 25, 2010, the date that Chapter 90 of the Laws of 2010, in which the Grant was authorized, took effect.

Supporting documentation must include copies of invoices as well as proof of payment (e.g. cancelled checks (both sides), bank statements, paid credit card statements, or other proof of payment).

ESDC Design & Construction (D&C) Staff will review the construction documents and, at its option, visit the site during construction. Payments will be reviewed and approved when D&C requirements have been met.

ESDC reserves the right to require additional documentation to support payment requisitions.

Wire Transfer Information:

Grantee must provide a letter from a financial officer of the company/organization certifying to the accuracy of the following information:

Bank Name: _____

ABA #: _____

Acct. Name: _____

Acct. #: _____

EXHIBIT G: Payment Requisition Form

Aqueduct Video Lottery Gaming Facility Project, Project # _____ (attn: ESDC project manager)

Payment Request # _____, for $ _____ for work completed between _____ and _____, for Task(s) #

Do not re-type this form. Fill in only the version of the form included in the executed GDA. ESDC funds may be applied by Grantee in payment or reimbursement of the following costs:

THIS REQUEST

USES	A: ESDC SHARE	ESDC APPROVED REVISIONS	C: THIS REQUEST	D: TOTAL REQUESTED TO DATE	E: A-C-D BALANCE
TOTAL	$0				
(10 % Retainage)	0				
AVAILABLE	$0				

FUNDING STATUS

1	Total Project Cost per Exhibit D	
2	Total Eligible Expenses Incurred to Date (including this request)	
3	Balance to be Expended (Line 1 minus Line 2)	

CERTIFICATION

I hereby warrant and represent to the Empire State Development Corporation ("ESDC") that:

1) To the best of my knowledge, information and belief, the expenditures for which Grantee is seeking payment and/or reimbursement comply with the requirements of the Agreement between ESDC and Grantee, are Eligible Expenses, and that the payment and/or reimbursement of expenditures for which it is seeking payment and/or reimbursement from ESDC does not duplicate reimbursement or disbursement of costs and/or expenses from any other source.

2) I have the authority to submit this invoice on behalf of Grantee have been completed in the manner outlined in the Agreement.

3) The disclosure made to ESDC by Grantee on Grantee's Disclosure and Accountability Certification continue to be complete and correct, except as may otherwise have been subsequently disclosed to ESDC in writing.

4) I hereby attach the following documents for ESDC approval, in support of this requisition:

___ Documents in the forms for the funding design and construction requirements (Exhibit B)
___ Consultant/Contractor/Vendor Disclosure Statement (Exhibit C) including contracts as applicable
___ Project Cost Documentation (Exhibit G-2) – CPA-Prepared Project Cost Verification Letter
___ M/WBE Compliance Report (Exhibit H-1)
___ Disclosure & Accountability Certifications (Exhibit J; required only if there is a change to that previously submitted)
___ Other: _____

Signature:_____ Date:_____
Print Name: _____ Title:_____

EXHIBIT G-1: Payment Requisition Cover Letter

ON GRANTEE'S LETTERHEAD

Date

Loans & Grants Invoice Administrator
Empire State Development Corporation
633 Third Avenue
New York, New York 10017

RE: Aqueduct Video Lottery Gaming Facility, Project, Project Number _____

Dear Invoice Administrator:

Enclosed please find our request for payment/reimbursement. The package includes the following:

1. Completed Exhibit B Documentation
2. Completed Exhibit C: Consultant/Contractor/Vendor Disclosure Statement including contracts as applicable
3. Completed Exhibit G: Payment Requisition Form
4. Project Cost Documentation – Completed Exhibit G-2 – CPA-prepared Project Cost Verification Letter
5. Completed Exhibit J: Disclosure & Accountability Certifications form (required only if there is a change to that previously submitted)

If any further information is needed, please give me a call at (____)_____.

_____
Signature

Print Name _____

Title _____

Enclosures

EXHIBIT G-2: CPA-prepared Project Cost Verification Letter

]

[CPA Letterhead]

Report of Independent Accountants

Date

«Grantee Contact_Name_Title»
«Grantee_Orgn_Name»
«Street_Address»
«CitySTZip_Client»

Empire State Development Corporation
633 Third Avenue
New York, New York 10017
(Project Manager)

Re: Aqueduct Video Lottery Gaming Facility Project # _____-Verification of Project Costs

We have performed the procedures enumerated below, which were agreed to by [Grantee Orgn_Name] (the "Company") and Empire State Development Corporation ("ESD") (collectively the "specified parties"), solely to assist ESD in determining whether cost expenditures were incurred in a manner established by the project documents as follows:

> Project costs for capital works or purposes, including, but not limited to, costs for the design, acquisition, construction and equipment, for such structures as may be necessary to properly house video lottery terminal gaming at Aqueduct racetrack, including, but not limited to, the costs of studies, appraisals, surveys, testing, environmental impact statements, infrastructure, facility design, construction and equipment, cost of leasing space, professional fees and costs and issuance of insurance. Expenses must be incurred on or after _____ (the date that the New York State budget, in which the project is authorized, was passed) to be considered eligible project costs.

Management is responsible for Company compliance with those requirements. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose. Our procedures and findings are as follows:

1. Obtained the attached "Statement of Actual Costs" for the Project (Aqueduct Video Lottery Gaming Facility, Project # _____) prepared by the Company.

2. Agreed the total per the Statement of Actual Costs to the Company's financial accounting records -

the fixed asset subledger (....or name appropriate financial record report)

3. For costs and expenses appearing on the Statement of Actual Costs, selected a sample for detailed testing of underlying transactions. [CPA will indicate method of selection, dollar value and percentage of items sampled.]

4. For each asset or expense item selected, obtained the supporting documentation, such as purchase orders, receiving reports, invoices and cancelled checks as deemed appropriate [CPA will indicate which documentation was used].

5. Examined the supporting documentation for sampled items, noting the invoice date, invoice number and invoice amount. Agreed the dollar amount on the invoice to the Company's financial accounting records (fixed asset subledger - or appropriate report name) and the statement of actual costs.

6. For each invoice examined, obtained the related wire transfer documentation noting the wire transfer date, number, and amount. Then, agreed the wire transfer amount to the vendor invoice amount.

7. For each asset or expense item selected, determined that such sampled item is a capital expense in accordance with applicable state and federal law.

[Summarize any exceptions, if applicable]

We were not engaged to and did not conduct an examination, the objective of which would be the expression of an opinion on compliance. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the specified parties and is not intended to be and should not be used by anyone other than these specified parties.

(CPA)

Attachment: Statement of Actual Costs, (Aqueduct Video Lottery Gaming Facility Project, Project #_____)

Exhibit G-2A

Project Cost Summary for ESDC-Eligible Expenses*

Aqueduct Video Lottery Gaming Facility Project, Project #_____

Item#*	Check#	$ Amount	Invoice date	Vendor Name	Description of Item or Service
	TOTAL:				

PREPARED BY: _____ DATE: _____

*** Eligible Expenses – list only the costs to be reimbursed by ESDC. <u>Indicate item numbers clearly on any supporting documentation such as cancelled checks, bank statements and invoices</u>. Use additional copies of form as necessary.**

Exhibit G-3
[Lottery Letterhead]

[DATE]

Empire State Development Corporation
633 Third Avenue
New York, New York 10017

Re: Aqueduct Video Lottery Gaming Facility Project #_____
Lottery Acknowledgment

Ladies and Gentlemen:

The New York State Division of the Lottery (the "Lottery") acknowledges and confirms that [NAME OF GRANTEE] (the "Grantee") is in compliance with the Lottery's requirements in connection with the Grant Disbursement Agreement dated [DATE OF AGREEMENT] between the New York State Urban Development Corporation d/b/a Empire State Development Corporation and the Grantee, as of the date of this letter.

Very truly yours,

William J. Murray
Deputy Director and General Counsel

EXHIBIT H: Non-Discrimination and Affirmative Action Policy

It is the policy of the State of New York and ESDC, to comply with all federal, State and local law, policy, orders, rules and regulations which prohibit unlawful discrimination because of race, creed, color, national origin, sex, sexual orientation, age, disability or marital status, and to take affirmative action to ensure that Minority and Women-owned Business Enterprises (M/WBEs), Minority Group Members and women share in the economic opportunities generated by ESDC's participation in projects or initiatives, and/or the use of ESDC funds. The recipient of State funds represents that its equal employment opportunity policy statement incorporates, at a minimum, the policies and practices set forth below:

1) Borrower shall (i) not unlawfully discriminate against employees or applicants for employment because of race, creed, color, national origin, sex, sexual orientation, age, disability or marital status, (ii) undertake or continue existing programs of affirmative action to ensure that Minority Group Members and women are afforded equal employment opportunities, and (iii) make and document its conscientious and active efforts to employ and utilize M/WBEs, Minority Group Members and women in its workforce on contracts. Such action shall be taken with reference to, but not limited to, solicitations or advertisements for employment, recruitment, job assignment, promotion, upgrading, demotion, transfer, layoff or termination, rates of pay or other forms of compensation, and selection for training or retraining, including apprenticeship and on-the-job training.

2) Borrower represents and warrants that, for the duration of the Agreement, it shall furnish all information and reports required by the ESDC Affirmative Action Unit and shall permit access to its books and records by ESDC, or its designee, for the purpose of ascertaining compliance with provisions hereof.

ESDC NON-DISCRIMINATION AND AFFIRMATIVE ACTION DEFINITIONS

Affirmative Action

Shall mean the actions to be undertaken by the Borrower, Grantee and any Contracting Party in connection with any project or initiative to ensure non-discrimination and Minority/Women-owned Business Enterprise and minority/female workforce participation.

Minority Business Enterprise (MBE)

Shall mean a business enterprise, including a sole proprietorship, partnership or corporation that is: (i) at least fifty-one percent (51%) owned by one or more Minority Group Members; (ii) an enterprise in which such minority ownership is real, substantial and continuing; (iii) an enterprise in which such minority ownership has and exercises the authority to control and operate, independently, the day-to-day business decisions of the enterprise; (iv) an enterprise authorized to do business in the State of New York and is independently owned and operated; and (v) an enterprise certified by New York State as a minority business.

Minority Group Member

Shall mean a United States citizen or permanent resident alien who is and can demonstrate membership in one of the following groups: (i) Black persons having origins in any of the Black African racial groups; (ii) Hispanic persons of Mexican, Puerto Rican, Dominican, Cuban, Central or South American descent of either Indian or Hispanic origin, regardless of race; (iii) Asian and Pacific Islander persons having origins in any of the Far East countries, South East Asia, the Indian subcontinent or the Pacific Islands; and (iv) Native American or Alaskan native persons having origins in any of the original peoples of North America.

Women-owned Business Enterprise (MWBE)

Shall mean a business enterprise, including a sole proprietorship, partnership or corporation that is: (i) at least fifty-one percent (51%) owned by one or more citizens or permanent resident aliens who are women; (ii) an enterprise in which the ownership interest of such women is real, substantial and continuing; (iii) an enterprise in which such women ownership has and exercises the authority to control and operate, independently, the day-to-day business decisions of the enterprise; (iv) an enterprise authorized to do business in the State of New York and is independently owned and operated; and (v) an enterprise certified by New York State as woman-owned.

EXHIBIT H-1: M/WBE COMPLIANCE REPORT

PROJECT SPONSOR/DEVELOPER (the "Reporting Company"): _____

ADDRESS: _____

_____

TELEPHONE: _____

CONTACT PERSON: _____

ESD AA REPRESENTATIVE: _____

PROJECT NAME: _____ PROJ.#: _____

PROJECT START DATE: _____ PERCENT COMPLETE: _____

ACTUAL COMPLETION DATE:

Attach M/WBE contract documentation, i.e. executed contracts, final lien waivers, cancelled checks, etc./ or documentation describing "Best Efforts" taken to achieve M/WBE program. This report should be completed by an officer of the Reporting Company.

PRIME CONTRACTOR (Name, Address, Contact Person and Phone)	CONTRACT AMOUNT	M/WBE SUBCONTRACTOR (Name, Address, Contact Person and Phone)	SCOPE OF SERVICES	M/WBE CONTRACT AMOUNT	M/WBE PAYMENT PREVIOUS REPORT	M/WBE PAYMENT CURRENT REPORT	M/WBE AMOUNT PAID TO DATE

CERTIFICATION:

I, _____ (Print Name), the _____ (Title), do certify that (I) I have read this Compliance Report and (II) to the best of my knowledge, information and belief, the information contained herein is complete and accurate.

SIGNATURE _____ DATE _____

Questions? Please contact: _____ of ESD's Affirmative Action Unit at (212) 803-_____.

EXHIBIT I: Special Provisions

In the event of any conflict between Exhibit A of this Agreement and any other provisions of this Agreement, the terms of such other provisions shall govern.

The following sections of the Terms and Conditions of this Agreement are waived:

If the company is not a corporation but a limited liability company (LLC):

In 7(c), reference to "corporation" shall mean limited liability company, reference to "incorporation" shall mean organization, and reference to "corporate" shall mean organizational.

If Grant will be used for payment to a consultant or vendor who also serves as an officer or board member of grantee or is an "owner," as defined below [you will have to ask the Grantee if this is expected to apply]:

Section 7(m)(iii) of Terms and Conditions is amended as follows (underlined text shows addition):

The grant shall not be used in any manner for any of the following purposes:
payments to any firm, company, association, corporation or organization in which a member of the Grantee's Board of Directors or other governing body, or any officer or employee of the Grantee, or a member of the immediate family of any member of the Grantee's Board of Directors or other governing body, officer, or employee of the Grantee has any ownership, control or financial interest, except as disclosed by the Grantee and accepted by ESDC. For purposes of this paragraph, "ownership" means ownership, directly or indirectly, of more than five (5) percent of the assets, stock, bonds or other dividend or interest bearing securities; and "control" means serving as a member of the board of directors or other governing body, or as an officer in any of the above;

Exhibit J: DISCLOSURE & ACCOUNTABILITY CERTIFICATIONS

See Certification Form Attached

SECTION 12: DISCLOSURE & ACCOUNTABILITY CERTIFICATIONS

A. **No Conflict of Interest**

Except as otherwise fully disclosed herein and accepted by the parties hereto, the Grantee/Recipient affirms under penalty of perjury that neither the Sponsoring Member(s) nor any Related Parties to Sponsoring Member(s) has any financial interest, direct or indirect, in the Grantee/Recipient or in any of the Grantee/Recipient's equity owners, or has received or will receive any financial benefit, either directly or indirectly, from the Grantee/Recipient or its Related Parties.

B. **Good Standing**

Except as otherwise fully disclosed herein and accepted by the parties hereto, the Grantee/Recipient affirms under penalty of perjury that:

(A) At no time during the past five years has the Grantee/Recipient or any of the Grantee/Recipient's affiliates, principal owners or officers: (1) been debarred from entering into any government contract; (2) been found non-responsible on any government contract; (3) been declared in default and/or terminated for cause of any government contract; (4) been determined to be ineligible to bid or propose on any contract; (5) been suspended from bidding or entering into any government contract; (6) received an overall unsatisfactory performance rating from any government agency on any contract; (7) been subject to any judgments, injunctions or liens including but not limited to, judgments based on taxes owed, fines and penalties assessed by any governmental agency, or elected official against Grantee/Recipient; (8) been investigated by any governmental agency including, but not limited to, federal, state and local regulatory agencies; (9) been convicted of a misdemeanor and/or found in violation of any administrative, statutory or regulatory provisions; (10) been the subject of any felony, misdemeanor, or administrative charges; (11) been subject to any sanctions imposed as a result of judicial or administrative disciplinary proceedings; (12) failed to file any federal, state or city tax returns; (13) (to the extent the entity is a charity or not-for-profit organization) failed to file and all required forms with any government entity regulating the entity; (14) received a grant of immunity for any business-related conduct constituting a crime under local, State or Federal law; (15) agreed to a voluntary exclusion from bidding/contracting; (16) received a violation of State Labor Law deemed willful; (17) received a denial, decertification, revocation or forfeiture of Women's Business Enterprise, Minority Business Enterprise or Disadvantaged Business Enterprise status; (18) received a rejection of a low bid on a local, State or Federal contract for failure to meet statutory affirmative action or M/WBE requirements on a previously held contract; (19) received a consent order with the New York State Department of Environmental Conservation or a Federal, State or local government enforcement determination involving a violation of Federal, State or local government laws; or (20) received an occupational Safety and Health Act citation and Notification of Penalty containing a violation classified as serious or willful;

(B) At no time within the last seven years has the Grantee/Recipient or any of the Grantee/Recipient's affiliates, principal owners or officers been involved in any bankruptcy proceeding (whether or not closed);

(C) At no time within the last ten years has the Grantee/Recipient or any of the Grantee/Recipient's Affiliates, principal owners or officers been convicted of a felony, and/or any crime related to truthfulness and/or business conduct; and

(D) That neither the Grantee/Recipient nor any of the Grantee/Recipient's Related Parties paid any third party or agent, either directly or indirectly, to aid in the securing of this Agreement.

C. **Funds Used Solely for Public Purpose**

The Grantee/Recipient affirms under penalty of perjury that all funds to be expended pursuant to the terms of a grant to be awarded in accordance with the terms of the accompanying application are to be used solely and directly for the public purpose or public purposes specified in the accompanying application. The Grantee/Recipient further swears and affirms that all such funds will be used solely in the manner described in the application.

D. **Definitions**

As used herein in this Exhibit:

(1) "Affiliate" means any person or entity that directly or indirectly controls or is controlled by or is under common control or ownership with the specified party.

(2) "Grantee" or "Recipient" means the party or parties designated to receive funds pursuant to a Member Initiative Form, or their employees and Affiliates.

(3) "Related Party" means: (i) the party's spouse, (ii) natural or adopted descendants of the party or of the spouse, (iii) any sibling of the party or of the spouse, (iv) the son-in-law, daughter-in-law, brother-in-law, sister-in-law, father-in-law, or mother-in-law of any of the foregoing, (v) any person sharing the home of any of the foregoing, (vi) any staff member, employee, director, officer or agent of the party, and (vii) Affiliates or subcontractors of the party.

(4) "Sponsoring Member(s)" means the sponsoring Assemblyman or State Senator as identified by the Member Initiative Form and listed herein, or in the event no such specific Assemblyman or Senator is identified on the Member Initiative Form, it shall be the local Assemblyman and State Senator as listed herein. In addition, "Sponsoring Member(s)" shall include the Governor when appropriate as listed herein.

E. **Disclosure (use additional sheets, if necessary; if "none", please so indicate below)**

(A) Conflict of Interest (see "I.")

_____

_____

_____

_____

_____

_____

_____

_____

_____

_____

(B) Good Standing (see "II(A)-(D)")

_____

_____

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_____

The undersigned: recognizes that this Certification is submitted for the express purpose of assisting the State of New York or its agencies and political subdivisions to make a determination regarding the award of a contract or approval of a subcontract; acknowledges that the State of New York or its agencies and political subdivisions may in its discretion, by means which it chooses, verify the truth and accuracy of all statements made herein; acknowledges that intentional submission of false or misleading information may constitute a felony under Penal Law Section 210.40 or a misdemeanor under Penal Law Section 210.45, and may also be punishable by a fine or up to $10,000 or imprisonment of up to five years under 18 U.S.C. Section 1001; and states that the information submitted in this Certification and any attached pages is true, accurate and complete.

_____
Name of Grantee/Recipient

_____
Signature of Officer/Date

_____
Address

_____
Typed Copy of Signature

_____
City, State, Zip

_____
Title

Sworn to before me this

_____ day of _____ _____, 20_____

_____
Notary Public

MOU SCHEDULE B

ENVIRONMENTAL REPORTS

(COPIES OF THE FOLLOWING DOCUMENTS WERE PUBLISHED IN THE ENVIRONMENTAL NOTICE BULLETIN OF THE DEPARTMENT OF ENVIRONMENTAL CONSERVATION AND REMAIN PUBLICLY AVAILABLE.)

Full Environmental Assessment Form (EAF), dated March 10, 2004

Part 1 – Project Information

Part 2 – Project Impacts and Their Magnitude

Part 3 – Evaluation of the Importance of Impacts

Negative Declaration, Dated, March 10, 2004

Sitework to include repaving and restriping of existing parking lots. Greenspace and planting shall be added; planting of trees throughout the site. Dark sky compliant lighting and addition of vegetative screening shall be implemented.

Traffic – Improvement and mitigation measures describe in Part 3 shall be implemented prior to opening of Video Lottery Operations.

Energy – Increased energy demand will be mitigated via the supplier (ConEd) and contract specifications of the applicable design engineers.

MOU SCHEDULE C

DEFINITION OF "PROHIBITED PERSONS"

"Prohibited Person" means:

(i) any individual, corporation, partnership, joint venture, estate, trust, limited liability company, or unincorporated association; any federal, state, county or municipal government or any bureau, department or agency thereof; and any fiduciary acting in such capacity on behalf of any of the foregoing ("**Person**") that is in default or in breach, beyond any applicable grace period, of its obligations under any material written agreement with the City of New York (the "City"), the State of New York (the "State") or ESDC, or (b) that directly or indirectly controls, is controlled by, or is under common control with a Person that is in default or in breach, beyond any applicable grace period, of its obligations under any material written agreement with the City, the State, or ESDC, unless such default or breach has been waived in writing by the City, the State, or ESDC, as the case may be.

(ii) any Person (a) that has been convicted in a criminal proceeding for a felony or any crime involving moral turpitude or that is an organized crime figure or is reputed to have substantial business or other affiliations with an organized crime figure, or (b) that directly or indirectly controls, is controlled by, or is under common control with a Person that has been convicted in a criminal proceeding for a felony or any crime involving moral turpitude or that is an organized crime figure or is reputed to have substantial business or other affiliations with an organized crime figure.

(iii) any government, or any Person that is directly or indirectly controlled (rather than only regulated) by a government, that is finally determined to be in violation of (including, but not limited to, any participation in an international boycott in violation of) the Export Administration Act of 1979, as amended, or any successor statute, or the regulations issued pursuant thereto, or any government that is, or any Person that, directly or indirectly, is controlled (rather than only regulated) by a government that is subject to the regulations or controls thereof.

(iv) any government, or any Person that, directly or indirectly, is controlled (rather than only regulated) by a government, the effects of the activities of which are regulated or controlled pursuant to regulations of the United States Treasury Department or executive orders of the President of the United States of America issued pursuant to the Trading with the Enemy Act of 1917, as amended.

(v) any Person that is in default in the payment to the City of any real estate taxes, sewer rents or water charges totaling more than Ten Thousand Dollars ($10,000.00) (or any Person that directly controls, is controlled by, or is under common control with a Person in such default), unless such default is then being contested in good faith in accordance with the law.

(vi) any Person (a) that has owned at any time during the three (3) years immediately preceding a determination of whether such Person is a prohibited Person any property that, while in the ownership of such Person, was acquired by the City by in rem tax foreclosure, other than a property in which the City has released or is in the process of releasing its interest to such Person pursuant to the administrative code of the City or (b) that, directly or indirectly controls, is controlled by, or is under common control with such a Person.

The determination as to whether any Person is an organized crime figure or is reputed to have substantial business or other affiliations with an organized crime figure, or directly or indirectly controls, is controlled by, or is under common control with a Person that is an organized crime figure or is reputed to have substantial business or other affiliations with an organized crime figure shall be within the reasonable discretion of State.

Tab 8.C.:

Assignment of Ground Lease

EXHIBIT B

Assignment and Assumption of Facilities Ground Lease

Exhibit B

ASSIGNMENT AND ASSUMPTION OF FACILITIES GROUND LEASE

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT ("Agreement") made and entered into this ____ day of _____, 200__, (the "Effective Date") by and between THE NEW YORK RACING ASSOCIATION, INC., a not-for-profit racing corporation incorporated pursuant to Section 402 of the Not-For-Profit Corporation Law of New York, as authorized by Chapter 18 of the Laws of 2008, with a place of business at 110-00 Rockaway Boulevard, South Ozone Park, New York 11417 ("Assignor"), and GENTING NEW YORK LLC, with an address at c/o Steven Wilner, 1 Liberty Plaza, New York, NY ("Assignee").

WITNESSETH:

WHEREAS, Assignor and THE PEOPLE OF THE STATE OF NEW YORK ACTING BY AND TROUGH THE NEW YORK STATE FRANCHISE OVERSIGHT BOARD PURSUANT TO CHAPTER 18 OF THE LAWS OF 2008 (the "State") entered into that certain Facilities Ground Lease Agreement dated as of September 12, 2008 by and between the State, as Lessor, and Assignor, as Lessee (the "Lease").

WHEREAS, Assignor hereby desires to assign, sell, transfer, set over and deliver to Assignee and Assignee hereby desires to accept from Assignor the Lease subject to the terms and conditions herein mentioned.

NOW, THEREFORE, in consideration of the mutual covenants hereinafter set forth and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. The foregoing recitals are incorporated herein by reference. Capitalized and defined terms used in this Agreement shall have the same meanings as those ascribed to them in the Lease unless the context clearly requires otherwise. In the event that the terms of this Agreement conflict with the terms of the Lease, the terms of this Agreement control.

2. Assignor hereby sells and assigns the Lease to Assignee, effective from and after the Effective Date through the remainder of the term of such Lease, subject to the covenants and conditions therein mentioned, together with all right, title and interest of Assignor.

3. Assignee hereby agrees to assume the obligations of Assignor under the Lease accruing from and after the Effective Date through the balance of the term thereof, and to pay the rent and additional rent, and to faithfully perform all of the covenants, stipulations and agreements contained therein and to stand fully liable upon said Lease. Nothing contained in this Agreement shall be deemed to amend, modify, or alter in any way the terms, covenants and conditions set forth in the Lease.

4. Assignor and Assignee hereby represent and warrant that each has the full power and authority to execute this Agreement. Assignor hereby represents and warrants

that (i) the Lease is in full force and effect and has not been modified, amended or terminated, (ii) Assignor has no claims, offsets or defenses against the Lessor under the Lease, and (iii) it has not transferred, encumbered or conveyed its interest in the Lease to any person or entity, collaterally or otherwise.

5. Assignor shall, upon the reasonable request of Assignee, execute, acknowledge and deliver all such further acts, deeds, assignments, transfers, conveyances and assurances, and take all such further actions, as Assignee may reasonably request to give effect to the assignment hereby consummated.

6. This Agreement shall be governed by the laws of the State of New York without regard to the principles of conflicts of laws.

7. This Agreement may be executed in any number of counterparts, provided each of the parties hereto executes at least one counterpart; each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.

8 This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, this Assignment and Assumption of Facilities Ground Lease has been executed by Assignor and Assignee as of this ____ day of _____, 200__.

THE NEW YORK RACING
ASSOCIATION, INC.

By: _____
Name: Patrick L. Kehoe
Title: General Counsel

GENTING NEW YORK LLC

By: _____
Name: Barry Hoffman
Title: Director

Tab 8.D.:

Sublease

EXHIBIT C

Sublease Agreement

Exhibit C

SUBLEASE AGREEMENT

SUBLEASE AGREEMENT (this "Sublease"), dated as of_____,____, by and between GENTING NEW YORK LLC having an address at c/o Steven Wilner, 1 Liberty Plaza, New York, New York 10006 (the "Sublessor"), and THE NEW YORK RACING ASSOCIATION, INC, a not-for profit racing corporation incorporated pursuant to Section 402 of the Not-For-Profit Corporation Law of the State of New York, as authorized by Chapter 18 of the Laws of 2008, with a place of business at 110-00 Rockaway Boulevard, South Ozone Park, New York 11417 (the "Sublessee"), sometimes collectively referred to herein as the "Parties" or singularly as a "Party."

RECITALS

On September 12, 2008, and pursuant to (i) the authority granted by Chapter 18 of the Laws of 2008 passed February 13,2008, by the New York State Senate and the New York State Assembly, and signed into law by the Governor of the State on February 19, 2008, as amended (the "Legislation") (ii) the Chapter 11 plan filed by The New York Racing Association Inc. ("Old NYRA") pursuant to section 1121(a) of the Bankruptcy Code (the "Plan"), as confirmed by an order, dated April 28, 2008, of the United States Bankruptcy Court for the Southern District of New York and (iii) the State Settlement Agreement made by and among Old NYRA, Sublessee and the State of New York, the New York State Racing and Wagering Board, The New York State Non-Profit Racing Association Oversight Board and The New York State Division of the Lottery (the "Settlement Agreement"), Old NYRA conveyed all right, title and interest in and to the entire Aqueduct Racetrack (which term is defined below) to The People of the State of New York Acting by and through The State Franchise Oversight Board Pursuant to Chapter 18 of the Laws of 2008 (the "State"). The State Franchise Oversight Board (the "FOB") and Sublessee subsequently entered into that certain Franchise Agreement dated September 12, 2008 (the "Franchise Agreement"), pursuant to which Sublessee was granted the Franchise (as hereinafter defined) to conduct thoroughbred racing and pari-mutuel wagering with respect to thoroughbred racing at the "Aqueduct Racetrack" (which term is intended to include all of the real property and improvements associated with the racetrack and other facilities at Aqueduct Racetrack, including but not limited to parcels of land to be leased, subleased or licensed now or in the future, and sometimes referred to herein as the "Property"), and as more particularly described and depicted on Exhibit A-I attached hereto.

In order for Sublessee to operate the Franchise, the State was authorized pursuant to the Legislation to ground lease to Sublessee a portion of the Property. Pursuant to that certain "Facilities Ground Lease", dated September 12, 2008, between the State and Sublessee, the State, acting through the FOB, did ground lease to Sublessee a portion of the Property, as more particularly described and depicted in Exhibit A-2 annexed hereto (the "Facilities Ground Leased Premises"), all for such rentals, and upon such terms and conditions, contained in the Facilities Ground Lease.

The State, acting through the FOB, and Sublessee also entered into that certain "Racetrack Ground Lease" dated September 12, 2008, pursuant to which the State ground leased to Sublessee the remaining portions of the Aqueduct Racetrack not subject to the Facilities Ground Lease (the "Racetrack Ground Leased Premises"), all for such rentals, and upon such terms and conditions, contained in the Racetrack Ground Lease.

The Parties intend that: (i) Sublessee will assign its interest as lessee in the Facilities Ground Lease to the VLT Operator (hereinafter defined), pursuant to the terms and conditions contained in that certain "Assignment and Assumption of Facilities Ground Lease" between Sublessee, as assignor, and Sublessor, as assignee; (ii) VLT Operator, as lessee, and the FOB, on behalf of and for the benefit of the State ("Landlord"), as lessor, will amend and restate the Facilities Ground Lease; (iii) VLT Operator, as sublessor, and Sublessee will enter into this Sublease Agreement for a portion of the Facilities Ground Leased Premises, more particularly set forth herein; and (iv) the State, as landlord under the Facilities Ground Lease, will enter into a Non-disturbance and Attornment Agreement and an Omnibus Agreement (hereinafter defined) with Sublessee, as sublessee under this Sublease Agreement. The Parties agree that none of the actions listed in the preceding sentence shall be effective unless they all occur and occur one immediately after the other in the order in which they are listed in the preceding sentence.

Sublessor hereby subleases to Sublessee, and Sublessee hereby takes from Sublessor, the interior of a portion of the Facilities Ground Leased Premises, as more particularly described in the attached Exhibit B (the "Subleased Premises") (subject to Sublessee's expansion rights contained in Section 4.6(c) and the provisions of Section 7.15 herein), for such rental, and upon such terms and conditions, as contained in this Sublease.

ARTICLE I
EXHIBITS TO SUBLEASE AND DEFINITIONS

1.1 EXHIBITS:

Attached to this Sublease and hereby made a part hereof are the following:

EXHIBIT A-1,being a description of the "Property", which shall comprise the entire Aqueduct Racetrack, including the Facilities Ground Leased Premises and the Racetrack Ground Leased Premises.

EXHIBIT A-2, being a description of the "Facilities Ground Leased Premises", which shall consist of all portions of the Aqueduct Racetrack not subject to the Racetrack Ground Lease.

EXHIBIT B - being a description of the Subleased Premises.

EXHIBIT C, being a description of the VLT Premises (hereinafter defined).

EXHIBIT D, being a description of the Future Development Area (hereinafter defined).

EXHIBIT E, being a description of the Clubhouse (hereinafter defined).

EXHIBIT F, being a description of the Grandstand (hereinafter defined).

EXHIBIT G, being a description of the Parking Areas (hereinafter defined).

EXHIBIT H, being a description of the Real Estate Development Parcels (hereinafter defined)

EXHIBIT I, being a copy of the Capital Plan.

EXHIBIT J, being a list of Permitted Subleases.

EXHIBIT K, being a Memorandum of Sublease

EXHIBIT L, being Sublessee's Insurance Requirements

1.2 DEFINITIONS:

Capitalized terms not otherwise defined herein shall have the respective meanings given them in the Facilities Ground Lease and/or Franchise Agreement. The following terms for purposes of this Sublease shall have the meanings hereinafter specified:

"Additional Charges" shall mean all other taxes, levies, impositions, assessments or whatever type or nature levied or assessed against the Facilities Ground Leased Premises, Improvements, and/or Sublessee, other than Taxes.

"Building" shall mean the building within which the Clubhouse and Grandstand are located as depicted on the attached Exhibits. Exhibit B depicts those portions of the Building that comprise the Subleased Premises. Exhibit C depicts those portions of the Building that comprise the VLT Premises. Exhibit D depicts those portions of the Building that comprise the Future Development Area.

"Building Area" shall mean all of the Facilities Ground Leased Premises excluding the Parking Areas.

"Building Standard" shall mean a standard of operation, maintenance, security, repair, restoration, improvement and alteration with respect to the Subleased Premises which shall mean that the Subleased Premises shall be maintained in good, safe and clean condition and repair, in a manner not to detract from the commercial appeal of the VLT Operations.

"Clubhouse" shall mean the three-story enclosed structure located on the Facilities Ground Leased Premises, which constitutes a portion of the Building. Exhibit E depicts those portions of the Building that comprise the Clubhouse.

"Commencement Date" shall mean the date first above written, on which date this Sublease has been fully executed by Sublessor and Sublessee.

"Common Facilities" shall mean the parking areas, parking structures, streets, driveways, fences, tunnels, hallways, service roads, sidewalks, entrances, exits, means of ingress and egress, landscaping, common utilities and sewer lines, alleyways, loading docks and lanes, truck and delivery passages, exterior ramps, outdoor lighting facilities, pylon and other in common signs and sign structures and other common and service areas within the Facilities Ground Leased Premises or located at the Facilities Ground Leased Premises or servicing the Facilities Ground Leased Premises and utilized in common by Sublessor, Sublessee and any Occupants. Certain of the Common Facilities are depicted on the attached Exhibits to this Lease.

"Contaminants" shall mean any material, substance or waste classified, characterized or regulated as toxic, hazardous or a pollutant or contaminant under any Requirements, including asbestos in any form which is or could become friable, urea formaldehyde foam insulation, transformers or the equipment which contain dielectric fluid containing levels of polychlorinated biphenyls in excess of fifty parts per million.

"Contractor" shall mean any construction manager, contractor, subcontractor, laborer or materialman who shall supply goods, services, labor or materials in connection with the development, construction, management, maintenance or operation of any part of the Facilities Ground Leased Premises.

"Default Rate" The rate of interest per annum applicable to judgment claims in the State of New York.

"Facilities Ground Leased Premises" shall mean all portions of the Aqueduct Racetrack not subject to the Racetrack Ground Lease.

"Franchise" shall mean the authority granted to Sublessee to conduct racing and pari-mutuel wagering with respect to thoroughbred racing at the Property, as provided for in the Legislation and the Franchise Agreement.

"Franchise Agreement" shall have the meaning set forth in the Recitals.

"Future Development Area" shall mean that portion of the Building which excludes the Subleased Premises, the VLT Premises and the Common Facilities located within the Building. Exhibit D depicts those portions of the Building that comprise the Future Development Area.

"Grandstand" shall mean the structure, which constitutes a portion of the Building. Exhibit F depicts those portions of the Building that comprise the Grandstand.

"Improvements" shall mean all buildings, structures, improvements and other real and personal property associated therewith from time to time on the Facilities Ground Leased Premises.

"Land" shall mean those certain tracts of land underlying the Facilities Ground Leased Premises.

"Non-Disturbance Agreement" shall mean that certain Non-Disturbance Agreement dated as of the date hereof by and between Sublessee and the State.

"Occupants" shall mean any and all lessees, sublessees and licensees occupying at any time any or all of the VLT Premises, the Future Development Area and the Real Estate Development Parcels (prior to the release to the State) other than Sublessee.

"Omnibus Agreement" shall mean that certain Omnibus Agreement dated as of the date hereof by and between Sublessee and the State.

"Parking Areas" shall mean the parking areas and roads within the exterior Common Facilities. Exhibit G depicts those portions of the exterior Common Facilities that comprise the Parking Areas.

"Parking Area Adjustments" means seventy-five (75%) percent (since Sublessee's operations are seasonal in nature).

"Person" shall mean a corporation, an association, a partnership (general or limited), a limited liability company, a joint venture, a limited liability partnership, a private company, a public company, a limited life public company, a trust or fund (including but not limited to a business trust), an organization or any other legal entity, an individual or a government or any agency or political subdivision thereof.

"Real Estate Development Parcels" shall mean certain parcels located on the Parking Areas as depicted on Exhibit H.

"Requirements" shall mean all applicable laws, rules, regulations or other legal requirements enacted by a Governmental Authority having jurisdiction over the Subleased Premises or the operations or the activity at the Subleased Premises, including but not limited to the protection of the environment.

"State" shall mean the People of the State of New York.

"State Comptroller" shall mean the Office of the Comptroller of the State of New York.

"Sublease Year" Each calendar year during the Term of this Sublease, with the first Sublease Year being the partial year beginning on the Commencement Date and ending

on December 31 of the date in which the Commencement Date occurs, and the final Sublease Year expiring on the Expiration Date.

"Sublessee's Building Area Proportionate Share" shall mean a fraction having as its numerator the number of gross square feet located within the Building that comprises the Subleased Premises (which the parties agree is currently _____), and as its denominator the sum of (i) the number of gross square feet located within the Subleased Premises, the Future Development Area (to the extent it is leased and occupied by the VLT Operator or leased, licensed or otherwise occupied by any Occupant) and the VLT Premises combined (which the parties agree is currently _____). The Parties also agree that Sublessee's Building Area Proportionate Share will be adjusted in the following manner: (i) by increasing the denominator if and at such time Sublessor increases the size of the VLT Premises into or any Occupant occupies all or a portion of the Future Development Area or otherwise, and (ii) by increasing the numerator if and at such time Sublessee increases the size of the Subleased Premises into all or a portion of the Future Development Area.

"Sublessee's Parking Proportionate Share" shall mean (i) prior to the Phase II Development, the same as the Sublessee's Building Area Proportionate Share, and (ii) subsequent to the Phase II Development, a fraction having as its numerator the number of gross square feet located within the Building that comprises the Subleased Premises (which the parties agree is currently _____), and as its denominator the sum of the number of gross square feet located within the Subleased Premises, the VLT Premises, the Future Development Area, to the extent the Future Development Area is leased and occupied by the VLT Operator or leased, licensed or otherwise occupied by anyone else, and any buildings constructed on the Real Estate Development Parcels provided, however, Sublessee's Parking Proportionate Share shall never exceed on a per square foot basis the Parking Areas Operating Expense that is being paid by Sublessor, as further appropriately adjusted by the Operating Expense Exclusions and the Parking Area Adjustments (without any double counting).

"Sublessee's Parking Contribution" means Sublessee's Parking Proportionate Share multiplied by the Operating Expense attributable to the Parking Areas and as further adjusted by the Parking Area Adjustments.

"Sublessee's Building Area Contribution" means Sublessee's Building Area Proportionate Share multiplied by the Operating Expenses attributable to the Building Area.

"VLT Operator" and "VLT Operations" shall have the meanings specified in Section 5.1.

"VLT Premises" shall mean the interior portion of the Building which excludes the Subleased Premises, the Future Development Area (except to the extent the VLT Premises has been expanded into the Future Development Area) and the Common Facilities. Exhibit C depicts those portions of the Building that comprise the VLT Premises.

ARTICLE II
SUBLEASING CLAUSE

2.1 SUBLEASING CLAUSE

(a) Upon and subject to the terms, provisions and conditions hereinafter set forth, Sublessor does hereby SUBLEASE, DEMISE and LET unto Sublessee, and Sublessee does hereby take and sublease from Sublessor, (i) the Subleased Premises, and (ii) a non-exclusive right to use and occupy the Common Facilities, on an undivided basis together with Sublessor and the other Occupants and the Sublessor's , Sublessee's and other Occupants' agents, contractors, employees and invitees, TO HAVE AND TO HOLD together with all rights, privileges, easements and appurtenances belonging to or in any way pertaining to the Subleased Premises, for the term hereinafter provided, upon and subject to the terms, conditions and agreements contained herein.

(b) The term of this Sublease (the "Term") shall be for a period commencing on the Commencement Date and terminating on the date on which the Franchise Agreement expires or is revoked pursuant to the terms thereof (the "Expiration Date"). The Expiration Date shall be coterminous with the expiration date under the Racetrack Ground Lease.

2.2 DELIVERY OF SUBLEASED PREMISES

Physical possession of the Subleased Premises shall be delivered to Sublessee by Sublessor in "As Is" condition on the Commencement Date and Sublessee hereby agrees to accept the Subleased Premises on the Commencement Date in its "As-Is" and "Where Is" condition acknowledging that it has been in possession of the Subleased Premises prior to the date hereof.

2.3 APPROVAL BY SUBLESSOR

Any approval or consent granted by Sublessor under this Sublease shall be solely for the purposes of granting approval pursuant to the terms of this Sublease and shall not be deemed or construed to have any other meaning, including but not limited to, compliance with any applicable Requirements, the Franchise Agreement or the Legislation.

ARTICLE III
RENT

3.1 FIXED RENT.

Sublessee shall pay to Sublessor rent (" Fixed Rent") in the amount of One Dollar ($1.00) annually throughout the entire term of this Sublease. All of such annual Rent due from the date hereof until the expiration of the term of this Sublease has been paid in full, in advance, on the date hereof.

3.2 ADDITIONAL RENT AND OPERATING EXPENSE EXCLUSIONS.

(a) In addition to the payment of Fixed Rent, Sublessee shall pay, as additional rent, Sublessee's Parking Contribution and Sublessee's Building Area Contribution (which together, shall include the applicable share of all Operating Expenses) and all other amounts due and payable by Sublessee under this Sublease ("Additional Rent", and together with Fixed Rent, "Rent").

(b) "Operating Expenses" shall include all reasonable and competitive costs and expenses paid or incurred by or on behalf of Sublessor with respect to the Common Facilities and the Sublessor Repair Obligations (hereinafter defined), including, without limitation: (i) costs and expenses in connection with operating, maintaining, restoring, replacing and repairing in accordance with Sections 4.6(b) and (c) herein, (ii) wages and salaries of employees of Sublessor engaged in such operation, maintenance, restoration and repair but excluding security and any property manager and those employees of Sublessor's above the grade of building manager; (iii) payroll taxes, worker's compensation, medical insurance, union and general benefits for such employees, (iv) the cost of electricity, heat, ventilation, air-conditioning, water, sewer and other utilities, as further provided in Section 3.3 herein (v) the cost of casualty, liability, property and other insurance in accordance with Sublessor's insurance requirements set forth in Section 4.9(a) herein, (vi) the cost of landscaping, cleaning and janitorial services, including, without limitation, glass cleaning and garbage and waste collection and disposal and (vii) Additional Charges. All Building Area Operating Expenses and Parking Areas Operating Expenses shall consist of Sublessor's actual out-of-pocket costs incurred by Sublessor and shall not include any profit.

(c) Operating Expenses shall exclude the following expenses (collectively, the "Operating Expense Exclusions"): (i) depreciation and amortization, (ii) ground rent and principal and interest payments and other costs incurred in connection with any financing or refinancing of the Facilities Ground Leased Premises or any portion thereof, (iii) management fees, brokerage commissions, leasing commissions, consultant fees, and marketing, promotion and advertising expenses and the cost of rental insurance; (iv) all costs in connection with the operation, maintenance, restoration, repair, security, improving and alteration of the VLT Premises, the Future Development Area (provided, however, for a period of five (5) Sublease Years commencing on the date hereof, the cost of maintaining and insuring those portions of the Future Development Area that are not occupied by Sublessor and/or any Occupant shall be included as an Operating Expense and the maintenance obligations with respect to the Future Development Area shall be at all times in accordance with Article V of this Sublease), and the Real Estate Development Parcels (from and after any date that the Real Estate Development Parcels are leased, transferred or improved other than for parking), or any part thereof, (v) Taxes (hereinafter defined), (vi) legal fees, including but not limited to those pertaining to any litigation or arbitration, (vii) any cost to the extent Sublessor is reimbursed therefore out of insurance proceeds, parking charges or reimbursements received by Sublessor, (viii) costs incurred as a result of the negligence of Sublessor or its agents or employees, (ix) franchise, estate, gift, mortgage recording, transfer gains, transfer, unincorporated

business, commercial rent or income taxes imposed on Sublessor; (x) all costs incurred in connection with the transfer of the Future Development Area and the Real Estate Development Parcels, (xi) the cost of capital improvements and any other capital costs, except to the extent same is in the nature of a repair and the cost is amortized over the useful life of the capital improvement (capital improvements with respect to the facade shall be excluded from Operating Expenses, provided, however, that with respect to the lobby, Sublessee will pay Sublessee's Building Area Proportionate Share for costs incurred in connection with maintaining the improved lobby), (xii) any costs associated with the sale, transfer, or restructuring of the ownership of the Sublessor or the Facilities Ground Leased Premises, (xiii) the cost of constructing, improving, altering or developing any on grade, above-ground or below-ground parking structures, (xiv) the cost of improving the lighting in the Parking Areas and (xv) the costs for providing security.

(d) Sublessor may furnish to Sublessee, prior to the commencement of each Sublease Year, a statement setting forth Sublessor's reasonable estimate of Sublessee's Additional Rent for such Sublease Year. Sublessee shall pay to Sublessor on the first day of each quarter during such Sublease Year, an amount equal to 1/4th of Sublessor's estimate of Additional Rent for such Sublease Year. If Sublessor shall not furnish any such estimate of the Additional Rent for such Sublease Year or if Sublessor shall furnish any such estimate for a Sublease Year subsequent to the commencement thereof, then (i) until the first day of the quarter following the quarter is which such estimate is furnished to Sublessee, Sublessee shall pay to Sublessor on the first day of each quarter an amount equal to the quarterly sum payable by Sublessee to Sublessor under this Section 3.2 in respect of the last quarter of the preceding Sublease Year; (ii) after such estimate is furnished to Sublessee, Sublessor shall notify Sublessee whether the installments of Additional Rent previously made for such Sublease Year were greater or less than the installments of Additional Rent to be made in accordance with such estimate, and (x) if there is a deficiency, Sublessee shall pay the amount thereof within thirty (30) days after such notification by Sublessor, or (y) if there is an overpayment, Sublessor shall, within thirty (30) days after notification by Sublessor, refund to Sublessee the amount thereof; and (iii) on the first day of the quarter following the quarter in which such estimate is furnished to Sublessee and quarterly thereafter throughout such Sublease Year, Sublessee shall pay to Sublessor an amount equal to 1/4th of the Additional Rent shown on such estimate. Sublessor may, during each Sublease Year, furnish to Sublessee a revised statement of Sublessor's estimate of the Additional Rent for such Sublease Year, and in such case, the Additional Rent for such Sublease Year shall be adjusted and paid or refunded as the case may be, substantially in the same manner as provided in the preceding sentence. Sublessor shall furnish to Sublessee a statement ("Sublessor's Statement") for each Sublease Year (and shall endeavor to do so within one hundred twenty (120) days after the end of each Sublease Year) setting forth in reasonable detail the calculation of the Operating Expenses and the Additional Rent payable by Sublessee for the previous year. If Sublessor's Statement shows that the sums paid by Sublessee for the applicable Sublease Year exceeded the Additional Rent to be paid by Sublessee for the applicable Sublease Year, Sublessor shall refund to Sublessee the amount of such

excess within thirty (30) days of the furnishing of such Sublessor's Statement; provided, if such excess is not paid within thirty (30) days after the furnishing of such Sublessor's Statement, Sublessor shall pay to Sublessee such excess together with interest thereon at the Default Rate from the date which is thirty (30) days after the furnishing of such Sublessor's Statement through the date the refund is paid by Sublessor; and if the Sublessor's Statement shall show that the sums so paid by Sublessee were less than the Additional Rent to be paid by Sublessee for such Sublease Year, Sublessee shall pay the amount of such deficiency within thirty (30) days after the furnishing of such Sublessor's Statement; provided, if such deficiency is not paid within thirty (30) days after the furnishing of such Sublessor's Statement, Sublessee shall pay to Sublessor such deficiency together with interest thereon at the Default Rate from the date that is thirty (30) days after the furnishing of such Sublessor's Statement through the date the deficiency is paid by Sublessee. Sublessee, upon notice given with one hundred eighty (180) days after Sublessee's receipt of Sublessor's Statement, may elect to have Sublessee's designated agent examine such of Sublessor's books and records (collectively, "Records") as are directly relevant to such Sublessor's Statement and Sublessee shall be entitled, at its expense, to make copies of such Records to the extent relevant to Sublessee's review. Sublessee shall and shall cause its agent to treat all Records as confidential and only for the purposes herein intended. Sublessee, within one hundred twenty (120) days after the date on which the Records are made available to Sublessee, may send a notice ("Sublessee's Notice") to Sublessor that Sublessee disagrees with the applicable Sublessor's Statement, specifying in reasonable detail the basis for Sublessee's disagreement and the amount of the Additional Rent Sublessee claims is due (to the extent known to Sublessee). If Sublessee fails to timely deliver Sublesse's Notice to Sublessor, then Sublessor's Statement shall be conclusive and binding on Sublessee. Sublessor and Sublessee shall attempt to adjust such disagreement. If they are unable to do so, Sublessee shall notify Sublessor, within one hundred fifty (150) days after the date on which the Records are made available to Sublessee in connection with the disagreement in question, that Sublessee desires to have such disagreement determined by an Arbiter, and promptly thereafter Sublessor and Sublessee shall designate a certified public accountant (the "Arbiter") and whose determination made in accordance with this Section 3.2 shall be binding upon the Parties. If Sublessee timely delivers a Sublessee's Notice, the disagreement referenced therein is not resolved by the Parties and Sublessee fails to notify Sublessor of Sublessee's desire to have such disagreement determined by an Arbiter within the one hundred fifty (150) day period set forth in the preceding sentence, then the Sublessor's Statement to which such disagreement relates shall be conclusive and binding on Sublessee. If the determination of the Arbiter shall substantially confirm the determination of Sublessee, then Sublessor shall pay the cost of the Arbiter. In all other events, the cost of the Arbiter shall be borne equally by Sublessor and Sublessee. The Arbiter shall be a member of an independent certified public accounting firm having at least three (3) accounting professionals, who are certified public accountants. If Sublessor and Sublessee shall be unable to agree on the designation of the Arbiter within fifteen (15) days after receipt of notice from the other Party requesting agreement as to the designation of the Arbiter, then either Party shall have the right to request the American Arbitration Association to designate as the

Arbiter a certified public accountant whose determination made in accordance with this provision shall be conclusive and binding on both parties. If Sublessee shall prevail in such contest, Sublessor shall refund the appropriate amount to Sublessee. The term "substantial" shall mean a variance of 5% or more of the Additional Rent in question. If Sublessee shall prevail in such contest and the Arbiter shall confirm that the Additional Rent was overstated by 10% or more of the Operating Expenses on which the Additional Rent was paid, then Sublessor shall pay to Sublessee within thirty (30) days of the date of such determination, the reasonable cost of the agent of Sublessee which examined the Records in connection with such Additional Rent payment.

3.3 UTILITIES.

(a) Sublessee shall have exclusive use of (i) the lines, pipes and other mechanical equipment, and systems that currently exist on the Facilities Ground Leased Premises and provide utilities to the Building and the Common Facilities, including but not limited to, electricity, water, sewer, gas, sprinkler and natural gas, and (ii) the back-up electrical generator adjacent to the Clubhouse and oil tanks that are located on the Facilities Ground Leased Premises (collectively, the "Existing Utility Systems"). Sublessee shall pay for the cost of the utilities used by the Existing Utility Systems directly to the utility providers. In the event that Sublessee can not make payments directly to the utility providers, then Sublessee shall arrange through Sublessor to have submeters installed in the Subleased Premises at Sublessee's cost and expense, and Sublessee shall pay to Sublessor the actual out of pocket costs incurred by Sublessor for such utility services. Sublessee shall also be responsible for maintaining and repairing the Existing Utility Systems located within the Subleased Premises and any costs incurred in connection therewith. Any portion of the Existing Utility Systems located within the Common Facilities, VLT Premises and/or the Future Development Area, shall be maintained and repaired by Sublessor, at Sublessee's sole cost and expense. If Sublessor fails to promptly repair the Existing Utility Systems that are located within the Common Facilities, VLT Premises and/or the Future Development Area after notice by Sublessee, Sublessee shall be allowed access within such premises for the purpose for maintaining and repairing the Existing Utility Systems. Sublessor, at Sublessor's sole cost and expense, and with Sublessee's prior consent, which shall not be unreasonably withheld or delayed, shall have the right to relocate the Existing Utility Systems in the Common Facilities, the VLT Premises, and the Future Development Areas upon thirty (30) days notice to Sublessee, provided Sublessor perform such relocation work at such times that Sublessee is not operating its business in the Subleased Premises.

(b) Sublessee's Parking Contribution and Sublessee's Building Area Contribution for utilities within the Common Facilities shall be determined by separate meters placed within the Common Facilities and Sublessee shall pay to Sublessor Sublessee's Parking Proportionate Share and Sublessee's Building Area Proportionate Share, as applicable, for Sublessee's demand for said utilities. If Sublessee's demand for utilities within the Common Facilities cannot be determined by separate meters for the Common Facilities, then the Parties shall agree to adjust the cost of the utilities in an

equitable and proportionate manner, taking into account Sublessee's seasonal and limited use of the Subleased Premises.

(c) Sublessor shall be required to install new lines and other systems to provide utilities to the VLT Premises, the Common Facilities and the Future Development Area, at such time as Sublessor or any other Occupant commences any Future Development, at no cost to Sublessee. Sublessor shall not be entitled to the use of the Existing Utility Systems while it is constructing the VLT Premises; however, in and to the extent Sublessor cannot obtain adequate temporary utilities for use during such construction or for operation of temporary VLT Operations, Sublessee, upon request by Sublessor, shall provide to Sublessor the use of such utilities as are currently existing on the Facilities Ground Leased Premises provided Sublessor's use thereof does not adversely affect or interfere with Sublessee's supply of, distribution or use of the Existing Utility Systems other than to a de minimus extent, and Sublessor shall be responsible for the cost of its demand for and consumption of such utilities in an equitable and proportionate manner.

(d) Sublessor agrees that if the water pipe currently existing within the Facilities Ground Leased Premises has sufficient capacity to accommodate water consumption by both Sublessor and Sublessee and thus will not adversely affect Sublessee's use or delivery of its water supply, it shall allow both Sublessor and Sublessee the use of the water pipe. Sublessor and Sublessee shall have separate water meters installed at the cost of Sublessor so that each party may be assessed water consumption separately. However, in the event separate water meters cannot be installed, Sublessor and Sublessee agree to adjust the cost of water consumption in an equitable and proportionate manner, taking into account Sublessee's seasonal and limited use of the Subleased Premises.

(e) If any meters or submeters are shared, and Sublessee disagrees in good faith with any determination or adjustment of the amount charged to Sublessee (the "Actual Charge") Sublessee shall notify Sublessor thereof within one (1) year after Sublessor gives Sublessee notice of such determination or adjustment or if Sublessee believes (i) there is a change in the rate by which Sublessor is charging Sublessee ("Sublessor's Rate") or (ii) Sublessee is paying in excess of the entire cost of Sublessee's demand for and/or consumption of, electricity, including, without limitation, by reason that electrical equipment is removed or altered within the Subleased Premises, or if Sublessee decreases its hours of operation, Sublessee shall notify Sublessor thereof. If the parties cannot reach agreement with respect to any of the contested items listed above, then in each case, Sublessor shall retain, at Sublessee's expense, or at Sublessor's expense if the consultant substantially agrees with Sublessee, an independent electrical consultant reasonably satisfactory to Sublessee who shall survey the demand for, and consumption of, electricity by Sublessee and, if applicable, each other Occupant who shares such submeter, and the determination made by the electrical consultant shall be binding on Sublessor and Sublessee. If Sublessee fails to so disagree with any determination or adjustment made by Sublessor, or to request that Sublessor obtain an independent electrical consultant, within such ninety (90) day period, such determination

or adjustment shall be conclusive and binding on Sublessee. Pending the determination of such consultant, Sublessee shall pay the Actual Charge determined by Sublessor and upon such determination by the consultant, an appropriate adjustment shall be made retroactive to the date of the relevant change. Sublessor shall refund to Sublessee any overpayment as hereinabove provided within fifteen days after Sublessor is notified of such consultant's determination. Surveys of Sublessee's electrical consumption shall take into account that the Sublessor's Rate or the electric consumption of Sublessee during the period that the survey is conducted may be different than the Sublessor's Rate or electric consumption of Sublessee during the period covered by the Actual Charge that Sublessee is contesting.

(f) Sublessor shall cooperate, at the sole cost and expense of Sublessee, in Sublessee's efforts to obtain electrical utility incentives for which Sublessee may be qualified, provided, that such efforts shall not in any way adversely impact Sublessor, any Occupants in the Building or the operation of the Building.

(g) As of the date hereof, the providers of Sublessee's Existing Utility Systems are as follows:

(i) Electrical Supplier: Juice

(ii) Electrical Delivery: Consolidated Edison

(iii) Gas Supplier: NATGASCO

(iv) Gas Delivery: National Grid

(v) Water Supplier: The New York City Water Board

(h) Sublessor and Sublessee agree that to the extent feasible, any of the Building systems serving the Subleased Premises shall be kept separate and distinct from those Building systems serving the remaining portions of the Building and the Common Facilities.

3.4 PAYMENT OF TAXES.

Sublessee shall have no obligation to pay any property taxes, special assessments and special ad valorem levies (as defined in NY Real Property Tax Law, Section 102, subdivisions 14, 15, 20) levied or assessed against the Facilities Ground Leased Premises and Improvements (together, "Taxes"), during the Term, which are payable by the State pursuant to the Legislation Sublessee shall pay its proportionate share of Additional Charges pursuant to Section 3.2(b) herein.

3.5 SECURITY DEPOSIT.

Sublessee shall not be obligated to pay a security deposit to Sublessor at any time during the Term of this Sublease.

ARTICLE IV
CONDITION AND USE OF THE SUBLEASED PREMISES

4.1 COVENANT OF TITLE, AUTHORITY AND QUIET POSSESSION.

(a) Sublessor's Representations, Warranties and Special Covenants. Sublessor hereby represents, warrants and covenants as follows:

(i) Binding Obligation. This Sublease will be a valid obligation of Sublessor and is binding upon Sublessor in accordance with its terms once approved by the applicable state authorities, including, but not limited to the State Comptroller.

(ii) Authority. Sublessor is a duly authorized corporation, validly existing and in good standing under the laws of the State of Delaware and has been duly authorized by all requisite corporate action to enter into, deliver and perform under this Sublease. Neither the execution and delivery of this Sublease by Sublessor, nor the performance of its obligations hereunder, will result in violation of any law applicable to Sublessor or provision of the organizational documents of Sublessor.

(iii) Consents. No permission, approval or consent by third parties or any other governmental authorities is required in order for Sublessor to enter into this Sublease or make the agreements herein contained, other than those which have been obtained.

(iv) Quiet Enjoyment. So long as the Franchise Agreement is in full force and effect and there has been no revocation of the Franchise, Sublessee shall have the quiet enjoyment and peaceable possession of the Subleased Premises and the Common Facilities, in common with Sublessor and any Occupants during the Term of this Sublease in accordance with the terms of this Sublease, against hindrance or disturbance of any person or persons whatsoever claiming by, through or under Sublessor.

(v) Proceedings. To the knowledge of Sublessor, there are no actions, suits or proceedings pending or threatened or asserted against Sublessor which would, if successful, prevent Sublessor from entering into this Sublease or performing its obligations hereunder.

(vi) Limitations. Except as otherwise expressly provided herein, this Sublease is made by Sublessor without representation or warranty of any kind, either express or implied, as to the condition of the Subleased Premises, title to the Facilities Ground Leased Premises (except pursuant to the Facilities Ground Lease, Sublessor hereby represents that it is the lessee under a valid ground lease), the Facility's merchantability, its condition or its fitness for Sublessee's intended use or for any particular purpose and all of the Subleased Premises is leased or licensed on an "as is" basis with all faults, provided, however, Sublessor covenants and warrants that it has not taken any action or done anything that has or would adversely affect the Sublessee's

ability to (i) conduct its racing operations on the Racetrack Ground Leased Premises, (ii) conduct its Permitted Uses, (as such terms are hereinafter defined) within the Subleased Premises, or (iii) abrogate any rights of Sublessee under the terms and conditions of this Sublease.

(vii) Subordination. Sublessor covenants and warrants that as of the date of this Sublease it has not in any manner encumbered its leasehold interest as lessee under the Facilities Ground Lease and Sublessor agrees that it will not in any manner encumber its leasehold interest as lessee under the Facilities Ground Lease during the Term of this Sublease. Notwithstanding the foregoing, Sublessor shall have the right to encumber its leasehold interest under the Facilities Ground Lease provided Sublessor procures from the lender and delivers to Sublessee a Subordination and Non-Disturbance Agreement ("SNDA") in favor of the Sublessee, which SNDA shall be acceptable to Sublessee.

(b) Sublessee's Representations, Warranties and Special Covenants. Sublessee hereby represents, warrants and covenants as follows:

(i) Existence. Sublessee is a not-for-profit racing corporation duly incorporated pursuant to Section 402 of the Not-for-Profit Corporation Law of the State of New York, as authorized by Chapter 18 of the Laws of 2008, validly existing and in good standing under the laws of the State of New York and its adopted and currently effective articles of incorporation.

(ii) Authority. Sublessee has all requisite power and authority to operate its business, own its property, enter into this Sublease and consummate the transactions herein contemplated, and by proper action has duly authorized the execution and delivery of this Sublease and the consummation of the transactions herein contemplated.

(iii) Binding Obligations. This Sublease constitutes a valid and legally binding obligation of Sublessee and is enforceable against Sublessee in accordance with its terms.

(iv) No Default. The execution by Sublessee of this Sublease and the consummation by Sublessee of the transactions contemplated hereby do not, as of the Commencement Date, result in a breach of any of the terms or provisions of, or constitute a default or a condition which upon notice or lapse of time or both would ripen into a default under the Legislation, the articles of organization of Sublessee, or under any resolution, indenture, agreement, instrument or obligation to which Sublessee is a party or by which the Subleased Premises or any portion thereof is bound; and does not to the knowledge of Sublessee, constitute a violation of any order, rule or regulation applicable to Sublessee or any portion of the Subleased Premises of any court or of any federal or state or municipal regulatory body or administrative agency or other governmental body having jurisdiction over Sublessee or any portion of the Subleased Premises.

(v) Consents. No permission, approval or consent by third parties or any other governmental authorities is required in order for Sublessee to enter into this Sublease or make the agreements herein contained, other than those which have been obtained.

(vi) Proceedings. To the knowledge of Sublessee, there are no actions, suits or proceedings pending or threatened or asserted against Sublessee which would, if successful, prevent Sublessee from entering into this Sublease or performing its obligations hereunder.

4.2 USE OF SUBLEASED PREMISES.

(a) Sublessee's use of the Subleased Premises shall be primarily for the management and operations of all functions as may be necessary or appropriate to conduct racing, racing operations, pari-mutuel and simulcast wagering (collectively, the "Uses"), together with various activities related thereto, including, without limitation, live wagering and retail, food, beverage, trade expositions and entertainment facilities, racing equestrian, social and community activities, and other uses and activities historically conducted on the Facilities Ground Leased Premises (collectively, the "Ancillary Uses," and, together with the Uses being the "Permitted Uses") at or with respect to the Subleased Premises and the Common Facilities, subject to and in compliance with the provisions of the Franchise Agreement, applicable Requirements, including, without limitation, the Legislation. Sublessee shall not conduct, manage or otherwise operate VLT Operations at the Subleased Premises or any other area of the Facilities Ground Leased Premises.

(b) In the event that this Sublease is terminated pursuant to an amendment to the Franchise Agreement and the Legislation whereby Sublessee is permitted to discontinue operating its business within its Subleased Premises, this Sublease shall terminate and Sublessee shall have no further obligations to Sublessor with respect to this Sublease. If Sublessee discontinues its operations in the Subleased Premises pursuant to this section, Sublessee shall deliver the Subleased Premises back to Sublessor vacant, clean and in safe condition, whereby the physical condition of the Subleased Premises would not detract from the commercial appeal of the VLT Operations.

4.3 SUBLETTING AND ASSIGNING.

(a) Assignment. Sublessee may, subject to requirements of Section 138 of the State Finance Law and the receipt of all required governmental approvals in connection with any permitted assignment (if any) of Sublessee's rights and obligations under the Franchise Agreement, assign, sublease, license or otherwise transfer Sublessee's leasehold interest granted to Sublessee under this Sublease, in whole only (and not in part). It is understood and agreed that Sublessee's interest in this Sublease may only be assigned or transferred to a party in which the Franchise is being assigned and which party shall hold the Franchise at the time of assignment, or any successor thereto. Upon any such assignment, the assignee shall execute and deliver to Sublessor a

written assumption of all of the obligations of Sublessee under this Sublease. Sublessee shall be released from any obligations arising under this Sublease which accrue from and after such an assignment, but not those accruing before such assignment.

(b) Concessions, Sub-subletting and Licensing. Sublessee shall have the right from time to time, without the prior written consent of Sublessor but with the consent of the State to the extent required by the Legislation (including without limitation Section 206 thereof), to grant concessions at the Subleased Premises as Sublessee may deem proper for the conduct at the Subleased Premises of Ancillary Uses as permitted in Section 4.2 hereof ("Concessions"). All Concessions shall be entered into in compliance with the Legislation (including without limitation Section 208-6 thereof), and other Requirements. Agreements for the operation of Concessions may, at the election of Sublessee, be in the form of sub-subleases, licenses or concession agreements; provided, that no sub-subletting or licensing shall relieve Sublessee of any of its obligations under the Sublease, and all Concessions, whether in the form of sub-subleases, licenses or concession agreements, shall be strictly subject and subordinate to the terms and provisions of this Sublease.

(c) Other than with respect to the grant of Concessions, Sublessee may not sublet all or any portion of the Subleased Premises without the prior written consent of the State, as required by Section 138 of the State Finance Law, but without the consent of Sublessor, upon the receipt of all required governmental approvals in connection with any sub-sublease or transfer. Notwithstanding anything to the contrary contained herein, (x) the stabling of horses belonging to third parties shall not constitute a sublease under the terms of this Sublease and (y) those subleases set forth on Exhibit J hereto (the "Permitted Subleases") shall not be subject to the general subleasing prohibition set forth in this Section 4.3(a) and Sublessor hereby consents to the Permitted Subleases. In addition to the foregoing, Sublessee shall also have the right to enter into any sublease or occupancy agreement with The New York Thoroughbred Breeders Inc., The New York Thoroughbred Horsemen's Association (or such other entity as is certified and approved pursuant to Section 228 of the New York State Racing, Pari-Mutuel Wagering and Breeding Law, as amended), The New York State Racing and Wagering Board, The New York State Department of Taxation and Finance, and with any governmental authorities, agencies, boards or regulators of the State, without the consent of Sublessor or the State.

(d) General Provisions. Sublessee shall, in connection with any assignment, license or sub-sublease, provide notice to Sublessor, as provided below in Section 7.2, of the name, legal composition and address of any Concessionaire, together with a complete copy of the agreement under which such Concession is granted. In addition, Sublessee shall provide Sublessor with a description of the nature of the Concessionaire's business to be carried on in the Subleased Premises.

4.4 LEASEHOLD MORTGAGE.

Sublessee shall have the right, subject to any requirements of the Legislation and the Franchise Agreement and the State's reasonable approval of the form

and content of the loan documentation evidencing such mortgage or encumbrance, to mortgage or encumber this Sublease and/or in any improvements made and owned by Sublessee and/or in Sublessee's personal property, furniture, fixtures and equipment (collectively, "Sublessee's Property"). No mortgagee shall foreclose upon Sublessee's leasehold interest hereunder, unless such mortgagee or a purchaser at the foreclosure sale is a holder of the Franchise at the time of such foreclosure.

4.5 COMPLIANCE WITH LAWS/MAINTENANCE OF SUBLEASED PREMISES.

(a) Sublessee shall use, operate and maintain the Subleased Premises and the improvements situated thereon in compliance with all Requirements and the Building Standard.

(b) Sublessee shall have the right to contest the validity, enforceability or applicability of any Requirements applicable to the Land, Building and Improvements constituting the Subleased Premises, provided that there is no danger of an imminent threat of Sublessor losing title to the Subleased Premises and provided that Sublessee's failure to comply with any Requirements would not subject Sublessor or the State to criminal liability and/or create interference in any material respect with the VLT Operations. During such contest, compliance with any such contested Requirements may be deferred by Sublessee; provided, however, that Sublessee shall promptly comply with the final determination of any such contest. If non-compliance shall result in a lien being filed against the Subleased Premises, Sublessor may require Sublessee to deposit with Sublessor a surety bond issued by a surety company of recognized responsibility guaranteeing and securing the payment in full of such lien. Prior to instituting such proceeding, if required by law, Sublessee shall provide notice to the Attorney General of the State of New York, which may choose to be a party in such contest. Any such proceeding instituted by Sublessee shall be commenced as soon as is reasonably possible after the issuance of any such contested matters, or after actual notice to Sublessee of the applicability of such matters to the Subleased Premises, and shall be prosecuted with reasonable dispatch. In the event that Sublessee shall institute any such proceeding, Sublessor shall cooperate with Sublessee in connection therewith, and Sublessee shall be responsible for the reasonable and actual out-of-pocket costs and expenses incurred by Sublessor in connection with such cooperation.

(c) Sublessor shall comply with all Requirements affecting the Facilities Ground Leased Premises, other than that portion of the Subleased Premises Sublessee is obligated to maintain pursuant to Section 4.7. Sublessor shall have the right to contest the validity, enforceability or applicability of any Requirements provided that Sublessor's failure to comply with any Requirements would not subject Sublessee or the State to criminal liability and/or create interference in any material respect with Sublessee's operations within the Subleased Premises. Any such proceeding instituted by Sublessor shall be commenced as soon as is reasonably possible after the issuance of any such contested matters, or after actual notice to Sublessor of the applicability of such matters to the Facilities Ground Leased Premises, and shall be prosecuted with reasonable

dispatch. During such contest, compliance with any such contested Requirements may be deferred by Sublessor; provided, however, that Sublessor shall promptly comply with the final determination of any such contest.

4.6 SUBLESSOR COVENANTS.

(a) Sublessor Services. From and after the date hereof, provided that Sublessee is not in default in the payment of Rent after the expiration of any applicable notice and cure period, Sublessor shall furnish Sublessee through existing facilities at the Facilities Ground Lease Premises, with the following services in connection with the Subleased Premises:

(i) hot and cold water in sufficient quantities to meet the needs of Sublessee, its employees, customers and invitees for use in the restrooms and, (ii) elevator service, (iii) electricity in accordance with the terms and conditions contained in Section 3.3, (iv) access to the Subleased Premises for Sublessee and its employees 24 hours per day/ 7 days per week, (v) the right to connect to the Building's standard telecommunication system and service at the point of connection on each floor of the Subleased Premises and (vi) such other services as Sublessee shall reasonably require.

(ii) heat, ventilation and air-conditioning ("hvac") to the Subleased Premises as required by Sublessee. Notwithstanding the foregoing, Sublessor shall not be held liable to Sublessee for failure to provide any such services which failure is caused by any utility provider.

Notwithstanding the foregoing, Sublessor shall not be obligated to provide any utility services to Sublessee in the Subleased Premises to the extent that Sublessee is obtaining its own utility services from Sublessee's Existing Utility Systems or from replacements thereof, or from any other systems that exclusively serve the Subleased Premises, and making payment for such utility services directly to the utility providers. In all other cases, Sublessor is obligated to comply with this Section 4.6(a).

(b) Other Building Services. Except and to the extent the following shall be Sublessee's obligation pursuant to this Sublease, Sublessor shall, at Sublessor's cost and expense (subject to reimbursement by Sublessee as Operating Expenses to the extent provided for in Section 3.2 hereof) operate, maintain, repair and replace (but only if reasonably necessary instead of repairing) (collectively, the "Sublessor Repair Obligations") (i) all exterior portions of the Facilities Ground Leased Premises (including the exterior portions of the Subleased Premises) and all appurtenances thereto including paving and landscaping of the Facilities Ground Leased Premises (excluding the Future Development Area and all improvements thereon,) including the Common Facilities, (ii) all structural parts of the Building (including the Subleased Premises), both exterior and interior, including, but not limited to, floor slabs, walls, windows and window sills, foundations, facades and roofs, and all repairs thereto necessary to make same sound and watertight, (iii) all exterior doors and plate glass, (iv) all Building systems serving the Common Facilities including concealed water, sewer, gas, electric

and other utility lines and all sprinkler systems, (v) all mechanical equipment, including but not limited to, the hvac system and any elevators and escalators, (vi) all fences located within or located at the Facilities Ground Leased Premises, including but not limited to providing crowd control, and (vii) all other portions of the Common Facilities.

(c) Future Development Area. Sublessor and Sublessee acknowledge and agree that it is anticipated that the Future Development Area will not be occupied or utilized for some time. During such time and to the extent that all or any portion of the Future Development Area is not utilized, Sublessor's maintenance and repair obligations with respect to such Future Development Area shall be minimal, and Sublessor shall only be obligated to ensure that the Future Development Area is safe, insured and does not deteriorate. Sublessor shall have the right to expand its VLT Premises into all or a portion of the Future Development Area which is not utilized by Sublessee or any Occupant, to be exercised upon thirty (30) days prior written notice to Sublessee, and, in such event, Sublessee's Building Area Proportionate Share shall be adjusted as provided herein and Sublessor shall be obligated to operate, maintain, restore, replace, repair, secure, improve and alter such expanded space consistent with its obligations with respect to the VLT Premises. Sublessor, in its reasonable discretion, shall make Alterations and shall construct at the perimeter of the Future Development Area such demising walls as are necessary to separate the Subleased Premises located within the Building from the Future Development Areas being subleased by Sublessor if such Future Development Area impinges on the non-public areas of the Subleased Premises, using materials customarily used for this type of space, the location and design of such demising walls to be reasonably acceptable to Sublessee. Sublessee shall have the right to expand its Subleased Premises into all or a portion of the Future Development Area that is not utilized by Sublessor or any Occupant, to be exercised upon thirty (30) days prior written notice to Sublessor provided Sublessee has obtained the State's consent to such expansion, and in such event, Sublessee's Building Area Proportionate Shares shall be adjusted as provided herein. Sublessee shall not make any Alterations in any portion of the Future Development Area until such portion of the Future Development Area becomes a part of the Subleased Premises other than Alterations with respect to Building systems or mechanical systems that service the Subleased Premises that are located in or run through the Future Development Area. Sublessee shall provide Sublessor with ten (10) days notice prior to commencing any Alterations in any portion of the Future Development Area, except in the case of an emergency, whereby Sublessee may make Alterations as necessary without prior notice to Sublessor. Further, Sublessee shall operate, maintain, restore, replace, repair, secure, improve and alter such expanded space consistent with its obligations with respect to the Subleased Premises, including Section 4.11 hereof.

(d) Parking. Sublessor acknowledges that the number of parking spaces provided at the Facilities Ground Leased Premises must, at all times during the Term of the Sublease, take into account Sublessee's parking requirements. Sublessor also acknowledges that on approximately three (3) days each year, which at this time is expected to be when the Wood Memorial (1 day) and the Breeders Cup (2 days)

traditionally take place ("Peak Parking Days"), Sublessee requires parking well in excess of its usual requirements. Sublessee's parking requirements on Peak Parking Days for any calendar year shall be based upon the number of parking spaces for Peak Parking Days used in the prior calendar year. Sublessee shall provide Sublessor with at least thirty (30) days prior notice to each such event advising as to the date or dates of such event. If, at any time during the Term of this Sublease, due to the use by Sublessor, Phase II Developer (hereinafter defined) and/or any Occupants, or their respective customers or invitees, of any parking spaces within the Parking Areas, or as a result of any Facilities Ground Leased Premises Development (hereinafter defined), Sublessee is unable to use any of the parking spaces on the Facilities Ground Leased Premises that are currently utilized by Sublessee, Sublessor shall provide to Sublessee and its customers and invitees alternate parking sufficient in number and convenient to the Clubhouse in order to satisfy Sublessee's and its customers' and invitees' parking requirements. For purposes of determining what parking spaces are currently utilized, such determination shall be based on the number of parking spaces utilized in the prior calendar year. Sublessor may reserve a reasonable number of parking spaces in a section to be specified by the VLT Operator, of the Parking Areas for VIP parking and the VLT Operator's exclusive use, provided same are not located directly in front of Sublessee's entrance to the Clubhouse.

(e) Sublessor Repair Obligations. Sublessor shall be obligated to make all repairs which are expressly made Sublessor's responsibility under any other article of this Sublease, unless such repairs are not covered by the insurance required to be maintained by the Sublessor hereunder and are necessitated by the negligence or misconduct of Sublessee or such repairs as are necessary to remedy any defect, structural or otherwise, in any portion of the Facilities Ground Leased Premises (including but not limited to the Subleased Premises and the Common Facilities) existing by reason of Sublessor's failure to perform properly its obligations under this Sublease.

(f) Sublessor's Warranties. It is agreed and understood that Sublessee shall have the benefit of all warranties which Sublessor may have with respect to all mechanical equipment, including but not limited to, the hvac system, for as long as all such warranties continue in force and effect.

(g) Construction Costs, Interference and Obligations. Sublessor covenants and agrees that (i) Sublessee shall have no responsibility or obligation to incur any costs in connection with the construction, maintenance or repair in connection with the VLT Operations, the Future Development Area (except as specifically set forth in this Sublease) or the Phase II Development, (ii) at Sublessee's reasonable discretion and subject to Section 4.6(j) Sublessor shall construct at the perimeter of the VLT Premises and/or Future Development Area such demising walls as are necessary to separate the Subleased Premises and/or the Common Facilities located within the Building from the VLT Premises and Future Development Area using materials customarily used for this type of space, the location and design of such demising walls to be reasonably acceptable to Sublessee, (iii) the VLT Premises shall be maintained in a manner comparable to other first class VLT Premises facilities operating similar operations under similar conditions

in the United States, and (iv) Sublessor shall, and shall cause any Occupant to, not interfere in any material respect with Sublessee and with Sublessee's Permitted Uses, which obligation shall survive the termination of this Sublease, for the benefit of Sublessee as lessee under the Racetrack Ground Lease.

(h) Trade Union Workers. Sublessee currently employs union workers on the Subleased Premises and in other areas of the Facilities Ground Leased Premises pursuant to the Racetrack Ground Lease, including but not limited to plumbers, laborers, carpenters, heavy equipment workers and window washers. Since the union workers will continue to work at the Subleased Premises and the Parking Areas and during and after the Facilities Ground Leased Premises Development (hereinafter defined), Sublessor and Sublessee agree that, in order to prevent strife between and among competing union workforces, Sublessor and its employees and Contractors shall work harmoniously with such union workforces and Sublessee and its employees and Contractors shall work harmoniously with Sublessor's union workforces. Any issues arising in connection with competing jurisdictions within the Subleased Premises and Common Facilities between Sublessee's union workforces and Sublessor's union workforces shall be resolved pursuant to union grievance procedures, insofar as that is permissible under state law.

(i) Security. Sublessee shall be permitted to retain and provide its own security forces (" Sublessee's Security Forces") in order to provide security to the Subleased Premises and Common Facilities, including the Parking Areas located on the Facilities Ground Leased Premises. If Sublessor desires Sublessee's Security Forces to provide security on and within the Common Facilities, Sublessee shall provide such Security Forces to the extent available and the parties agree that such costs shall be allocated equitably and proportionately between Sublessor, Sublessee, the Phase II Developer and other Occupants. Notwithstanding that the State, Sublessor or the Phase II Developer may be providing security for the Parking Areas at the Property, the Sublessee's Security Forces shall not be restricted from acting in accordance with their legal authority with respect to illegal, disruptive, dangerous or inappropriate actions occurring outside of the Subleased Premises.

(j) Coordination of VLT Premises and Subleased Premises. It is the intent of the Sublessor and the Sublessee that there may be demising walls separating the VLT Premises and the Subleased Premises in those areas of the Subleased Premises and the VLT Premises which are generally open to the public for purposes of the business being conducted at the Subleased Premises and the VLT Premises, with such demising walls to contain doors that connect the public areas of the Building with the Subleased Premises and the VLT Premises. At such time as Sublessee's business operations are closed, the connecting doors for said demising walls shall be locked and no access to the Subleased Premises will be allowed. The VLT Operator shall erect demising walls for all non-public areas within the VLT Premises as are necessary to separate the VLT Premises from such public areas using materials customarily used for this type of space, the location and design of such demising walls to be reasonably acceptable to the Sublessee.

(k) Sublessor Improvement Rights to Subleased Premises. Sublessor shall have the right, subject to Sublessee's consent, which consent shall not be unreasonably withheld, to make improvements to the Subleased Premises, which improvements shall be solely for the purpose of changing or modifying finishes within the Subleased Premises to be consistent or complementary to the finishes contained within the VLT Premises. In Sublessor's performance of such improvement work, Sublessor shall not interfere with Sublessee's business operations other than to a deminimus extent or in any manner reconfigure the Subleased Premises.

4.7 SUBLESSEE COVENANTS.

(a) Sublessee Repairs. Sublessee shall be responsible for keeping the Subleased Premises in accordance with the Building Standard. Sublessee shall be solely responsible for maintenance and repair within the Subleased Premises and may undertake the performance of any maintenance and repair within the Subleased Premises without the consent of Sublessor. Sublessee's maintenance, repair and replacement obligations shall include, without limitation, repairs to and replacements of: (i) floor covering; (ii) interior partitions, including interior windows and glass; (iii) interior doors; (iv) the interior side of demising walls; (v) electronic, fiber, phone and data cabling and related equipment that is installed by or for the exclusive benefit of Sublessee and located within the Subleased Premises; and (vi) air conditioning units, kitchens, personal restrooms or showers, hot water heaters, plumbing and similar facilities exclusively serving Sublessee and located within the Subleased Premises. Notwithstanding the foregoing, at such time as the VLT Operator has occupied the VLT Premises, Sublessee shall have a reasonable period of time to perform such improvement work that may be required to bring the Subleased Premises to Building Standard. Upon the Expiration Date, the Subleased Premises will be surrendered to Sublessor in accordance with the Building Standard, subject to damages caused by ordinary wear and tear or damage or destruction by acts of God, causes beyond Sublessee's control, or conditions which, under the provisions of this Sublease, it is the obligation of Sublessor to remedy.

(b) Interference and Obligations. Sublessee shall not interfere in any material respect with Sublessor or any Occupant or their respective uses of the VLT Premises and Future Development Area. This provision shall survive the termination of this Sublease.

4.8 DAMAGE CLAUSE.

(a) Notice of Damage. If the Building or the Subleased Premises shall be totally or partially damaged or destroyed by fire or other casualty (each, a "Casualty"), Sublessee shall, upon actual knowledge of the occurrence of such Casualty, give to Sublessor prompt notice thereof.

(b) Obligation to Restore. (i) If all or any portion of the Subleased Premises becomes untenantable due to a Casualty, this Sublease shall not terminate except as expressly set forth herein. Sublessor, with reasonable promptness, shall cause a general

contractor selected by Sublessor to provide Sublessor and Sublessee with a written estimate (the "Completion Estimate") of the amount of time required, using standard working methods, to substantially complete the repair and restoration of the Subleased Premises and the Common Facilities necessary to provide access to the Subleased Premises and sufficient parking to meets the needs of Sublessee and its employees, customers and invitees. Sublessor shall promptly and diligently restore the Subleased Premises (including Sublessee's improvements but excluding Sublessee's Property). Such restoration shall be to substantially the same condition that existed prior to the date of the Casualty.

(c) Substantial Damage. If the structural portions of the Subleased Premises and/or the remainder of the Building suffers such severe damage or are destroyed to such an extent that, in Sublessor's and Sublessee's reasonable opinion exercising sound business judgment, it is in the best interests of the Parties to rebuild the Subleased Premises and/or Building in a manner different from that which existed prior to the date of the Casualty, Sublessor shall not unreasonably withhold its consent to such alternate rebuilding and shall rebuild the Subleased Premises and/or the remainder of the Building in such alternate manner, provided that the same does not materially adversely affect Sublessor and any excess costs resulting from such alternate rebuilding (in excess of insurance proceeds) shall be paid by Sublessee.

4.9 INSURANCE.

(a) Sublessor shall obtain and maintain in full force and effect all such insurance as required by the State under the Facilities Ground Lease, as amended between the Sublessor and the State, provided, however, Sublessor shall be required, at a minimum, to carry all such insurance in coverages and amounts as was required by the Sublessee, as lessee, under the Facilities Ground Lease.

(b) Sublessee shall be required to maintain the insurance, coverages and amounts as shown in the attachment attached hereto as Exhibit L.

4.10 UNPERFORMED COVENANTS OF SUBLESSOR OR SUBLESSEE.

(d) Failure of Sublessor to Perform. If Sublessor shall fail to perform any of the terms, provisions, covenants or conditions to be performed or complied with by Sublessor pursuant to this Sublease, or if Sublessor should fail to make any payment which Sublessor agrees to make, and any such failure shall, if it relates to a matter which is not of an emergency nature, remain uncured for a period of thirty (30) days after Sublessee shall have served upon Sublessor notice of such failure, or for a period of 48 hours after service of such notice if in Sublessee's judgment reasonably exercised such failure relates to a matter which is of an emergency nature, then Sublessee may, at Sublessee's option, perform any such term, provision, covenant or condition or make any such payment, as Sublessor's agent, and in Sublessee's sole discretion as to the necessity therefor, and the full amount of the cost and expense entailed, or the payment so made, shall immediately be owing by Sublessor to Sublessee, and Sublessee may, at its option,

deduct the amount thereof, together with interest at the Default Rate thereon from the date of payment, without liability of forfeiture, from Rents then due or thereafter coming due hereunder (the "Offset"), and irrespective of who may own or have an interest in the Subleased Premises at the time Offsets are made. Any such Offset shall not constitute a default in the payment of Rent unless Sublessee shall fail to pay the amount of the Offset to Sublessor within 30 days after final adjudication that such amount is owing to Sublessor. The option given in this article is for the sole protection of Sublessee, and its existence shall not release Sublessor from the obligation to perform the terms, provisions, covenants and conditions herein provided to be performed by Sublessor or deprive Sublessee of any legal rights which it may have by reason of any such default by Sublessor. Sublessor and Sublessee acknowledge and agree that the remedies of Rent abatement or lease termination provided for throughout this Sublease may be insufficient as Sublessee's remedy for Sublessor breaches or other events that may give rise to such remedies hereunder. In addition to the rights of Sublessee described herein, and any and all rights hereunder, at law or at equity, Sublessor and Sublessee agree that Sublessee shall have the right to seek specific performance and/or injunctive relief from a court of competent jurisdiction or in any other appropriate legal or administrative proceeding. Notwithstanding the foregoing, if Sublessor disputes Sublessee's right to take one or more Offsets or any amount constituting a portion of any such Offset, Sublessor may require that such dispute be settled by arbitration, as provided in Section 7.14 herein.

(e) Failure of Sublessee to Perform. If Sublessee shall fail to perform any of the terms, provisions, covenants or conditions to be performed or complied with by Sublessee pursuant to this Sublease, or if Sublessee should fail to make any payment which Sublessee agrees to make, and any such failure shall, if it relates to a matter which is not of an emergency nature, remain uncured for a period of thirty (30) days after Sublessor shall have served upon Sublessee notice of such failure, or for a period of 48 hours after service of such notice if in Sublessor's judgment, reasonably exercised, such failure relates to a matter which is of an emergency nature, then Sublessor may, at Sublessor's option, perform any such term, provision, covenant or condition or make any such payment, as Sublessee's agent, and in Sublessor's sole discretion as to the necessity therefore, and the actual out of pocket cost and expense incurred by Sublessor, shall immediately be owing by Sublessee to Sublessor, and Sublessor may, at its option, add the amount thereof, together with interest at the Default Rate thereon from the date of payment, without liability of forfeiture, to amounts then due or thereafter coming due hereunder. In addition to the rights contained herein, Sublessor shall have any legal rights or other rights they have under this Sublease which they may have by reason of any such default by Sublessee.

4.11 ALTERATIONS.

(f) Sublessee shall have the right, subject to the restrictions imposed by Legislation, the Franchise Agreement, the Omnibus Agreement and the Applicable Requirements, to develop, redevelop, refurbish, renovate or make such other improvements, capital expenditures or otherwise ("Alterations"), to the Subleased Premises and the fixtures and improvements thereon, as shall be necessary or desirable

for the operation of the Subleased Premises for the uses permitted under this Sublease and the Franchise Agreement.

(g) Sublessee has heretofore delivered to Sublessor a five-year capital expenditure plan (such capital plan as amended and extended from time to time, as approved by the State, the "Capital Plan") setting forth in reasonable detail the capital expenditures and the budgeted costs therefore which Sublessee proposes to make with respect to the Subleased Premises for the Sublease Years 2008-2013, and which has been approved by the State. A copy of the approved Capital Plan 2008-2013 is annexed hereto as Exhibit I. Sublessee shall submit to Sublessor all amendments and extensions of the Capital Plan approved by the State, promptly upon such approval, which shall be similar to the detail contained in the then-existing approved Capital Plan.

(h) Sublessee shall be entitled to perform all Alterations which are set forth in the approved Capital Plan. If Sublessee desires to perform any Alterations which are not set forth in the approved Capital Plan, Sublessee shall obtain the prior written consent of the State, in accordance with the Omnibus Agreement, to such Alterations, unless such Alterations (i) do not affect any structural elements or Building systems or the improvements and (ii) in the good faith estimation of Sublessee's architect or engineer, cost more than $100,000 to complete, which, in the case of (i) and (ii) above, the State's prior written consent shall not be required.

(i) Prior to performing any proposed Alterations, Sublessee shall, at Sublessee's expense, procure and maintain in its possession and provide to Sublessor: (i) detailed plans and specifications for such Alterations, to the extent same is required by any governmental authorities having jurisdiction over the Subleased Premises, (ii), insurance certificates from all Contractors evidencing the insurance coverages required under this Sublease, and (iii) all permits, approvals, and certifications required by any governmental authorities having jurisdiction over the Subleased Premises. Upon completion of any Alterations, Sublessee shall obtain any certificates of final approval of such Alterations required by any governmental authority, together with the "as-built" plans and specifications for such Alterations (together, the "Completion Documents"). Upon Sublessor's request, Sublessee shall promptly provide to Sublessor, in hard copy or electronic form (as Sublessor may request), any or all of the documents required to be obtained under this Section 4.11(d) including the Completion Documents, upon the completion of the Alteration.

(j) All Alterations shall be made and performed, in all material respects, in accordance with the plans and specifications therefore, as same may be modified from time to time. All Alterations shall be made and performed in a good and workmanlike manner, using materials substantially similar in quality to the existing materials at the Subleased Premises, and in good compliance with all applicable Requirements, as well as requirements of insurance bodies having jurisdiction over the Subleased Premises. No Alterations shall impair the structural integrity of soundness of any improvements and cause damage to any of Sublessor's property.

(k) All Contractors that Sublessee proposes to employ in connection with the performance of Alterations in the Subleased Premises, must be properly bonded and licensed. Notwithstanding the foregoing, all Contractors shall have such insurance coverage and bonding (i) as is commercially reasonable with respect to the form and amounts of coverage, taking into account the size and cost of the Alterations, or (ii) as otherwise required by the State, using the same standard.

(l) All Alterations made by Sublessee shall become the property of Sublessor or the State, as the case may be, upon the expiration of the Sublease. Throughout the Term of this Sublease, to the extent permitted under the applicable tax laws, rules and regulations, Sublessee shall have the sole and exclusive right to take depreciation of all Alterations made by Sublessee.

(m) Any Alterations made to the Facilities Ground Leased Premises, whether performed by Sublessor or any Occupant, when performed or completed, will not impair the structural integrity or soundness of the Building, impede the operation of any of Sublessee's Building systems within the Subleased Premises or cause damage to Sublessee's Property. In no event shall any structure or obstruction of any kind be erected at the Facilities Ground Leased Premises which would in any manner block access to the entrance to the Aqueduct Racetrack, the Building, or the Parking Areas, unless specifically set forth herein.

(i) Indemnification for Mechanics Liens.

(A) Sublessee will pay or cause to be paid all costs and charges for work performed by Sublessee or caused to be performed by Sublessee in or to the Subleased Premises. Sublessee will indemnify Sublessor against, and hold Sublessor and the Facilities Ground Leased Premises free, clear and harmless of and from, all mechanics' liens and claims of liens, and all other liabilities, liens, claims and demands on account of such work by or on behalf of Sublessee. If any such lien, at any time, is filed against the Facilities Ground Leased Premises or any part thereof, on account of work performed or caused to be performed by Sublessee in or to the Subleased Premises, Sublessee will cause such lien to be discharged of record within forty-five (45) days after the filing of such lien. If Sublessee fails to pay any charge for which a mechanics' lien has been filed, and has not discharged same of record as described above, Sublessor may, at its option, in addition to exercising any other remedies Sublessor has under this Sublease on account of a default by Sublessee, pay such charge and related costs and interest, and the amount so paid, together with reasonable attorneys' fees incurred in connection with the removal of such lien, will be immediately due from Sublessee to Sublessor.

(B) Sublessor will pay or cause to be paid all costs and charges for work performed by Sublessor or caused to be performed by Sublessor in or to the Facilities Ground Leased Premises. Sublessor will indemnify Sublessee against, and hold Sublessee and the Subleased Premises free, clear and harmless of and from, all mechanics' liens and claims of liens, and all other liabilities, liens, claims and demands

on account of such work by or on behalf of Sublessor. If any such lien, at any time, is filed against the Facilities Ground Leased Premises or any part thereof, on account of work performed or caused to be performed by Sublessor in or to the Facilities Ground Leased Premises, Sublessor will cause such lien to be discharged of record within forty-five (45) days after the filing of such lien. If Sublessor fails to pay any charge for which a mechanics' lien has been filed, and has not discharged same of record as described above, Sublessee may, at its option, in addition to exercising any other remedies Sublessee has under this Sublease on account of a default by Sublessor, pay such charge and related costs and interest, and the amount so paid, together with reasonable attorneys' fees incurred in connection with the removal of such lien, will be immediately due from Sublessor to Sublessee.

4.12 SIGNAGE.

(n) Sublessor hereby consents to any and all of Sublessee's signage and sponsorship signage that is currently installed on the Facilities Ground Leased Premises ("Sublessee's Existing Signage") and to any upgrade of Sublessee's Existing Signage, provided such signage does not detract from the commercial appeal of the VLT Operations. Sublessee may sell, lease or otherwise permit any signage or sponsorship signage that is related to Sublessee's business operations to be erected within the Subleased Premises, without the consent of Sublessor. Subject to Sublessor's reasonable approval thereof, Sublessee shall have the right to install and maintain any other of its signs or its sponsor's signs on any part of the Facilities Ground Leased Premises, including the exterior of the Facilities Ground Leased Premises, the Building and the Common Facilities. All such signs shall be furnished, installed and maintained by Sublessee at its sole cost and expense but Sublessor shall, at Sublessee's sole reasonable cost and expense, provide the electrical connections and wiring for all such signs as required by Sublessee. Sublessor agrees that if a pylon sign is erected at or near the Facilities Ground Leased Premises or Building and the Occupants of the Facilities Ground Leased Premises are permitted to place their logo signs on said pylon sign, then Sublessee shall, at its sole cost and expense, be permitted to place its logo on the pylon sign. In the event such a sign is erected, such sign shall be kept in good order and repair by Sublessor and lighted during the evening hours, as determined by Sublessor, and Sublessee shall pay Sublessee's Building Area Proportionate Share of the costs thereof. In no event shall Sublessee erect any signage in any area of the Facilities Ground Leased Premises to competitors of Sublessor and Sublessee shall, upon written notice from Sublessor, not renew or extend any current lease or license for any signage that is leased or licensed to competitors of Sublessor.

(o) Sublessor may sell, lease or otherwise permit signage or sponsorship signage (other than sponsorship signage for racing) to be erected on or about the Facilities Ground Leased Premises other than the Subleased Premises, including but not limited to the exterior of the Building and the Common Facilities, without the consent of Sublessee provided such signage does not block any of the windows of the Subleased Premises or is not placed on the exterior portions of the Subleased Premises or the Clubhouse. Notwithstanding the foregoing, if Sublessor commences VLT Operations

within the VLT Premises, Sublessor shall be permitted to install and maintain signs or sponsorship signage on or about the VLT Premises, provided same do not impede or interfere with Sublessee's signs. In no event shall Sublessor or any other Occupant sell or lease signage or advertising space on or about the VLT Premises or the Facilities Ground Leased Premises, including but not limited to the exterior of the Building and the Common Facilities, to competitors of Sublessee and in no event shall Sublessor erect sponsorship signage which relates to racing operations in or on any area of the Property. This provision shall survive the termination of the Sublease, for the benefit of Sublessee as lessee under the Racetrack Ground Lease.

4.13 SUBLESSOR MORTGAGE

Sublessor represents and warrants that, as of the date hereof, except for a mortgage disclosed to Sublessee which is subject to a non-disturbance agreement executed by Sublessee and such mortgagee, it has not mortgaged or encumbered its leasehold interest in the Facilities Ground Leased Premises. Sublessor may not mortgage or encumber all or any part of the Facilities Ground Leased Premises that includes all or any portion of the Subleased Premises without obtaining a non-disturbance agreement in favor of Sublessee, which may be on such mortgagee's customary form, in form and content reasonably satisfactory to Sublessee, modified as necessary to preserve Sublessee's rights under this Sublease, including that under no circumstances may this Sublease be terminated except as set forth herein.

4.14 NAME OF RACETRACK.

The name of the racetrack shall be Aqueduct Racetrack, and such name shall not be changed during the term of this Sublease without the written consent of both Sublessor and Sublessee having been first obtained. Sublessor may not use the name of the racetrack for any purpose or in any manner that would benefit any competitor of Sublessee.

4.15 INDEMNIFICATION, WAIVER AND RELEASE.

(p) Sublessee Indemnification. Sublessee shall indemnify, defend and hold harmless Sublessor, Empire State Development Corporation, the FOB and their respective officers, directors, trustees, employees, members, managers, and agents (collectively, the "Indemnitees"), from and against any and all claims, actions, damages, liability and expense which (i) arise from or in connection with the possession, use or occupancy of the Subleased Premises, (ii) result from or are in connection with any act or omission by Sublessee or its agents, Contractors or employees, (iii) result from any default or breach of this Sublease or any provision herein by Sublessee, or (iii) result in injury to person or property or loss of life sustained within the Subleased Premises, except if caused by the negligence, acts or omissions of Sublessor, or its agents, Contractors or employees. In case any Indemnitee shall be made a party to any litigation covered by this indemnity, whether or not also commenced by or against Sublessee, then Sublessee shall protect and hold the Indemnitees harmless and shall pay all costs,

expenses and reasonable attorneys' fees incurred or paid by such parties in connection with such litigation.

(q) Sublessor's Indemnification. Sublessor shall indemnify, defend and hold harmless Sublessee from and against any and all claims, actions, damages, liability and expense which (i) arise from or in connection with the possession, use or occupancy of the Common Facilities, (ii) result from or are in connection with any act or omission by Sublessor, its agents, Contractors or employees, (iii) result from any default or breach of this Sublease or any provision herein by Sublessor, or (iii) result in injury to person or property or loss of life sustained within the Common Facilities, except if caused by the negligence, acts or omissions of Sublessee or its agents, Contractors or employees. In case Sublessee shall be made a party to any litigation covered by this indemnity, whether or not also commenced by or against Sublessor, then Sublessor shall protect and hold Sublessee harmless and shall pay all costs, expenses and reasonable attorneys' fees incurred or paid by such parties in connection with such litigation.

ARTICLE V
DEVELOPMENT CLAUSE

5.1 DEVELOPMENT OF THE FACILITIES GROUND LEASED PREMISES.

(a) The parties acknowledge that from time to time during the Term of this Sublease, (i) Sublessor shall develop and construct all or a portion of the VLT Premises for the operation of video lottery gaming terminals and activities and uses associated with such operation (the "VLT Operations") and in such capacity, Sublessor may from time to time be referred to herein as the "VLT Operator", (ii) Sublessor may expand its VLT Operations into all or a portion of the Future Development Area and/or may sublease or license, for the direct benefit of the State, all or any portion of the Future Development Area to any Occupant, subject to applicable Requirements, provided Sublessor shall not sublet or license any Future Development Area to any competitor of Sublessee other than for executive offices for New York City OTB (the "Future Development"), and (iii) Sublessor may release one or more of those portions of the Facilities Ground Leased Premises identified as the "Real Estate Development Parcels" (each, a "Real Estate Development Parcel"), to the State to lease or license to a third party entity or entities selected in accordance with the terms of the Franchise Agreement (collectively, the "Phase II Developer") for the development of retail, hotel and entertainment facilities or such other uses and facilities as are approved by the FOB (the "Phase II Development"), provided there shall be no pari-mutuel or simulcast wagering or horse racing conducted at the Aqueduct Racetrack by any party other than Sublessee, and from and after such release, the provisions of this Sublease shall not apply to the portions so released. The construction and development of the VLT Premises, the Future Development and the Phase II Development, to the extent undertaken on the premises subject to the Facilities Ground Lease, may herein be collectively referred to as the "Facilities Ground Leased Premises Development" and shall at all times be conducted in a manner which satisfies the conditions set forth in the Franchise Agreement and Article 5 of this Sublease. The

provisions of this paragraph prohibiting Sublessor from subletting or licensing any Future Development Area to any competitor of Sublessee other than New York City OTB shall survive the termination of this Sublease, for the benefit of Sublessee as lessee under the Racetrack Ground Lease.

(b) Pursuant to the Omnibus Agreement, and in connection with the Phase II Development, Sublessee shall be entitled to receive from the State such information, including, but not limited to, site development and construction plans, specifications, schedules, reports, contracts, agreements, budgets, surveys and such other documentation (the "Development Documentation"), as shall be in the possession of the State in order to allow Sublessee to determine the nature, scope, design and conformity of such Phase II Development to the Development Requirements (defined below). Sublessor shall also provide to Sublessee such Development Documentation as it has in its possession. At such times as Sublessor expands its VLT Operations or commences Future Development, Sublessor shall also provide Sublessee with all available Development Documentation for its review. Sublessor covenants that the Facilities Ground Leased Premises Development shall not interfere with Sublessee's Permitted Uses and Ancillary Uses of the Subleased Premises in any material respect.

5.2 DEVELOPMENT REQUIREMENTS.

Supplementing Section 5.1 of this Sublease, in connection with any or all of the Facilities Ground Leased Premises Development undertaken on premises then subject to the Facilities Ground Lease, Sublessor agrees that Sublessor shall comply with the following requirements, which are collectively defined as the "Development Requirements":

(a) Compliance with Franchise Agreement. Sublessor shall have complied, and continue to comply, with the requirements contained in Section 2.13(a) of the Franchise Agreement applicable to Sublessor.

(b) Development Costs. Sublessee shall not be required to incur any costs in connection with the development and construction of the Facilities Ground Leased Premises Development.

(c) Timing, Noise and Interference During Initial Construction. Sublessor acknowledges that, due to the presence of horses on the Property, the Property should not be subjected to excessive noise to the extent commercially practicable. Sublessee acknowledges that the construction of the Facilities Ground Leased Premises Development will inherently create noise and disruption. Sublessor therefore agrees that it will take appropriate measures to minimize the likelihood and extent of interference with horse racing, training and stabling of horses. In particular, the initial construction of the Facilities Ground Leased Premises Development or any part thereof (the "Initial Phase II Construction") which could reasonably be expected to interfere with racing, training and stabling of horses shall, to the extent commercially practicable, be conducted at such times and in such manner so as to minimize the likelihood of any such

interference, but Sublessor or any Occupants shall not be obligated to incur any additional overtime costs in order to minimize noise and disruption on the Property. In order to cooperate and to assist with the compliance of this provision, at such time as there is any construction work or any other activity scheduled that is reasonably likely to interfere with racing, training and stabling of horses, the Parties shall establish a procedure of coordination with each other in order to make each other aware of such potential disruption so that the Parties can take appropriate action. Sublessor agrees that it will take appropriate measures to minimize the likelihood and extent of interference with Sublessee's and its employees', customers' and invitees' use and occupancy of the Facilities Ground Leased Premises and the Ground Leased Premises, including parking, as a result of the development and construction of the Facilities Ground Leased Premises Development, including, without imitation, the staging of all construction related vehicles and equipment and the storing of construction materials and supplies. This provision shall survive the termination of this Sublease, for the benefit of Sublessee as lessee under the Racetrack Ground Lease.

(d) Timing, Noise and Interference Other Than During Initial Construction. Other than during Initial Phase II Construction, which is covered by subparagraph 5.2(c) above, Sublessee and Sublessor each agree and Sublessor shall require any Occupants to agree that each party shall conduct or permit the conduct of its respective permitted uses in a manner that does not interfere in any material respect with the other party's operations within the Facilities Ground Leased Premises or the Ground Leased Premises. Other than during the Initial Phase II Construction, to the extent that either Sublessee, Sublessor or Occupant engages in an activity that is reasonably likely to cause interference in any material respect with another party's operations (an "Impact Activity"), each party engaging in the activity shall provide, or Sublessor shall require Occupant to provide, to the other party or parties, as applicable, with five (5) business days notice of its intention to engage in such Impact Activity (the "Impact Notice"). In the event that a party (the "Objecting Party") objects to another party's (the "Non-Objecting Party") Impact Activity, the Objecting Party shall have two (2) business days from the date of receipt of the Impact Notice in question to object thereto, provided that, if the Objecting Party shall not object within such two (2) business days, the Objecting Party shall be deemed to have no objection thereto. In the event that the Objecting Party does object to a particular Impact Activity, the Objecting Party and the Non-Objecting Party shall cooperate in good faith to determine a date and time during which the Non-Objecting Party may engage in the applicable Impact Activity (such date not to be more than ten (10) days subsequent to Objecting Party's receipt of the Impact Notice). Notwithstanding the foregoing, nothing contained in this Section 5.2(d) shall be construed to require any party to incur overtime costs or incur other extra expense. This provision shall survive the termination of the Sublease, for the benefit of Sublessee as lessee under the Racetrack Ground Lease.

ARTICLE VI
DEFAULT CLAUSE

6.1 EVENTS OF DEFAULT NOT RESULTING IN FRANCHISE REVOCATION

The following events shall each constitute a "Non-Revocation Event of Default" under this Sublease:

(a) Monetary Defaults. Failure on the part of Sublessee to pay Rent or any other sums and charges when due to Sublessor hereunder and the continuation of such failure for ten (10) days after written notice to Sublessee.

(b) Nonmonetary Defaults. Failure on the part of Sublessee to perform any of the terms or provisions of this Sublease other than the provisions (x) requiring the payment of Rent, and (y) breach of which would give rise to the revocation of the Franchise Agreement pursuant to the terms thereof, and the continuation of such failure for thirty (30) days after written notice to Sublessee, provided that if the default is of such character as to require more than thirty (30) days to cure, if Sublessee shall fail to commence curing such default within thirty (30) days following notice and thereafter to use reasonable diligence in curing such default.

6.2 REMEDIES FOR NON-REVOCATION EVENT OF DEFAULT NOT RESULTING IN FRANCHISE REVOCATION

If a Non-Revocation Event of Default shall occur, Sublessor shall be entitled, at Sublessor's election, to exercise any remedies available at law or in equity on account of such Non-Revocation Event of Default, including without limitation, to bring one or more successive suits for monetary damages and/or specific performance, but Sublessor shall not be entitled to terminate this Sublease and remove Sublessee from possession of the Subleased Premises. In addition to the foregoing, Sublessor may undertake to cure such Non-Revocation Event of Default for the account of Sublessee, and Sublessee shall be responsible for the reasonable and actual out of pocket cost and expenses incurred by Sublessor in performing such cure (with interest accruing at the Default Rate) which shall immediately be owing by Sublessee to Sublessor.

6.3 REVOCATION OF FRANCHISE AGREEMENT

Notwithstanding anything in this Sublease to the contrary, if Sublessee's Franchise shall be duly revoked pursuant to Racing Law §§244 and 245, then this Sublease shall be deemed automatically, without further notice or legal action, terminated as of the date of such Franchise revocation, and Sublessor shall have the right, at Sublessor's election, to exercise any of the remedies set forth in Section 6.4 of this Sublease which are applicable following termination of the Sublease. Sublessee shall have the right to remain in possession of the Subleased Premises for a period of not more than thirty (30) days following termination of the Sublease, solely for the purposes of

orderly vacating the Subleased Premises in the condition required by this Sublease, TIME BEING OF THE ESSENCE to the obligation of Sublessee to vacate the Subleased Premises as provided in this Sublease no later than the thirtieth (30th) day following the termination of this Sublease. Sublessor has no other rights to terminate this Lease other than those stated in this Section 6.3.

6.4 LEASE TERMINATION FOLLOWING REVOCATION OF FRANCHISE AGREEMENT

(a) If this Sublease shall be terminated as provided in Section 6.3, Sublessor, without notice, may re-enter and repossess the Subleased Premises using such force for that purpose as may be necessary and permissible pursuant to applicable laws, without being liable to indictment, prosecution or damages therefore and may dispossess Sublessee by summary proceedings or otherwise.

(b) No termination of this Sublease pursuant to Section 6.3, or taking possession of or reletting the Subleased Premises or any part thereof, shall relieve Sublessee of its liabilities and obligations under this Sublease which shall survive such expiration, termination, repossession or reletting.

6.5 NO WAIVER

No failure by Sublessor to insist upon the strict performance of any covenant, agreement, term or condition of this Sublease or to exercise any right or remedy consequent upon a breach thereof, and no acceptance of full or partial rent during the continuance of any such breach, shall constitute a waiver of any such breach or of such covenant, agreement, term or condition. No covenant, agreement, term or condition of this Sublease to be performed or complied with by Sublessee, and no breach thereof, shall be waived, altered or modified except by a written instrument executed by Sublessor. No waiver of any breach shall affect or alter this Sublease, but each and every covenant, agreement, term and condition of this Sublease shall continue in full force and effect with respect to any other then existing or subsequent breach thereof.

6.6 REMEDIES CUMULATIVE

All amounts expended by either party to cure any default by the other party or to pursue remedies hereunder shall be paid by the defaulting party to such other party upon demand. Each right and remedy of Sublessor and Sublessee provided for in this Sublease shall be cumulative and shall be in addition to every other right or remedy provided for in this Sublease or now or hereafter existing at law or in equity or by statute or otherwise, and the exercise or beginning of the exercise by either party to this Sublease of any one or more of the rights or remedies provided for in this Sublease or now or hereafter existing at law or in equity or by statute or otherwise shall not preclude the simultaneous or later exercise by such party of any or all other rights or remedies provided for in this Sublease or now or hereafter existing at law or in equity or by statute or otherwise.

ARTICLE VII
MISCELLANEOUS

7.1 ESTOPPEL CERTIFICATES

Either party shall, at any time and from time to time upon not less than ten (10) days' prior request by the other Party, execute, acknowledge and deliver to such other Party, a statement in writing certifying (i)its ownership of its interest hereunder, (ii)that this Sublease is unmodified and in full force and effect (or if there have been any modifications, that the same is in full force and effect as modified and stating the modifications), (iii) the dates to which the rent and any other charges have been paid, and (iv) that, to the best of its knowledge, no default hereunder on the part of the other Party exists (except that if any such default does exist, such Party shall specify such default).

7.2 NOTICES

All notices hereunder to the respective Parties will be in writing and will be served by personal delivery or by prepaid, express mail (next day) via a reputable courier service, or by prepaid, registered or certified mail, return receipt requested, addressed to the respective parties at their addresses set forth below. Any such notice to Sublessor or Sublessee will be deemed to be given and effective: (i) if personally delivered, then on the date of such delivery, (ii) if sent via express mail (next day), then one (1) business day after the date such notice is sent, or (iii) if sent by registered or certified mail, then three (3) business days following the date on which such notice is deposited in the United States mail addressed as aforesaid. For purposes of this Sublease, a business day shall be deemed to mean a day of the week other than a Saturday or Sunday or other holiday recognized by banking institutions of the State of New York. Copies of all notices will be sent to the following:

If to Sublessee:

The New York Racing Association, Inc.
Aqueduct Racetrack
110-00 Rockaway Boulevard
South Ozone Park, New York 11417
Attn: General Counsel

With a copy to:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Brian S. Rosen, Esq.

If to Sublessor:

Genting New York LLC
c/o Steven Wilner
1 Liberty Plaza
New York, NY 10006

With a copy to:

The New York State Franchise Oversight Board
Franchise Oversight Board
c/o Executive Chamber
The Capitol
Albany, NY 12224
Attention: Chairman
Telecopy: _____

With a copy to:

The State of New York
Office of the Attorney General
of the State of New York
The Capitol
Albany, New York 12224-0341
Attention: Nancy Hershey Lord, Esq.
Fax: (508) 408-2057

With a copy to:

Charities Bureau
Department of Law
120 Broadway - 3rd Floor
New York, New York 10271

With a copy to:

The Racing and Wagering Board
Chairman
N.Y.S. Racing and Wagering Board
1 Broadway Center, Suite 600
Schenectady, New York 12305
Telecopy: (518) 347-1250

With a copy to:

Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019
Attn: Alan S. Kornberg, Esq.

7.3 ACCESS TO SUBLEASED PREMISES

Sublessee shall permit Sublessor and the authorized representatives of Sublessor to enter the Subleased Premises at reasonable times upon prior reasonable notice to Sublessee (i) for the purpose of serving or posting or keeping posted thereon notices required by law; (ii) for the purpose of conducting periodic inspections of the same and (iii) for the purpose of performing any work thereon required to be performed by Sublessor pursuant to this Sublease or that Sublessor, in the reasonable exercise of Sublessor's judgment, is required to perform to prevent waste, loss, damage or deterioration to or in connection with the Subleased Premises.

7.4 WAIVER OF PERFORMANCE BY EITHER PARTY

No waiver of any of the provisions of this Sublease shall be deemed, or shall constitute a waiver of any other provision, whether or not similar, nor shall any waiver constitute a continuing waiver, nor shall a waiver in any instance constitute a continuing waiver, nor shall a waiver in any instance constitute a waiver in any subsequent instance.

7.5 CAPTIONS

Captions throughout this instrument are for convenience and reference only and the words contained therein shall in no way be held to explain, modify, amplify or aid in the interpretation, construction or meaning of the provisions of this Sublease.

7.6 SUBLEASE BINDING ON SUCCESSORS/MODIFICATION

All covenants, agreements, provisions and conditions of this Sublease shall be binding upon and inure to the benefit of the parties hereto and their heirs, devisees, executors, administrators, successors in interest and assigns and grantees, and shall be deemed to run with the land. No modification of this Sublease shall be binding unless evidenced by an agreement in writing signed by Sublessor and Sublessee.

7.7 BROKERAGE COMMISSION

Sublessor and Sublessee represent and warrant one to the other that no broker commission, finder's fees or similar compensation is due to any party claiming through Sublessor or Sublessee, as applicable, and Sublessor and Sublessee agree to hold the other Party harmless from any liability to pay any such brokerage commission, finder's fees or similar compensation to any parties claiming same through the indemnifying Party.

7.8 ATTORNEYS' FEES

Either Party shall be entitled to recover its reasonable attorneys' fees and similar costs incurred in connection with the enforcement of its rights and remedies under this Sublease.

7.9 MEMORANDUM OF LEASE

Sublessor and Sublessee agree to execute and deliver to each other a short form of this Sublease in recordable form which incorporates all of the terms and conditions of this Sublease by reference in the form mutually agreed upon by Sublessor and Sublessee and attached hereto as Exhibit K ("Memorandum of Lease"). Sublessor and Sublessee agree that at such recording party's cost, either party may record such Memorandum of Lease, in the office of the county clerk in which the Facilities Ground Leased Premises is located.

7.10 PARTIAL INVALIDITY

If any term, provision, condition or covenant of this Sublease or the application thereof to any Party or circumstances shall, to any extent, be held invalid or unenforceable, the remainder of this Sublease, or the application of such term, provisions, condition or covenant to persons or circumstances other than those as to whom or which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision of this Sublease shall be valid and enforceable to the fullest extent permitted by law.

7.11 APPLICABLE LAW AND VENUE

This Sublease shall be governed by and construed in accordance with the laws of the State of New York.

7.12 PRIMACY OF DOCUMENTS

In the event of a conflict between the provisions of the Legislation and the provisions of this Sublease or the Franchise Agreement, the provisions of the Legislation shall prevail. In the event of a conflict between this Sublease and the Franchise Agreement, the provisions of the Franchise Agreement shall prevail.

7.13 COUNTERPARTS

This Sublease may be executed in two or more fully or partially executed counterparts, each of which shall be deemed an original, binding the signer thereof against the other signing Party, but all counterparts together will constitute one and the same instrument.

7.14 ARBITRATION. (a) If this Sublease shall require any dispute between Sublessor and Sublessee to be settled by arbitration, then each Party shall have the right to submit such dispute to arbitration, which shall be conducted in Manhattan in accordance with the Commercial Arbitration Rules (Expedited Procedures) of the AAA. The Party requesting arbitration shall do so by giving notice to that effect to the other Party, specifying in said notice the nature of the dispute, and that said dispute shall be determined in the City of New York, by a panel of three (3) arbitrators in accordance

with this Section 7.14. Sublessor and Sublessee shall each appoint their arbitrator within five (5) days after such Party's notice. The arbitrators so appointed shall meet and shall, if possible, determine such matter within ten (10) days after the second arbitrator is appointed and their determination shall be binding on the parties. If for any reason such two arbitrators fail to agree on such matter within such period of ten (10) days, then either Sublessor or Sublessee may request ENDISPUTE/JAMS (or any organization which is the successor thereto or any other arbitration or mediation entity that is an active or retired state or federal judge) to appoint an arbitrator who shall be impartial within seven (7) days of such request and both parties shall be bound by any appointments so made within such 7-day period. The third arbitrator (and the second arbitrator if selected by the other arbitrator as provided above) only shall subscribe and swear or affirm to an oath fairly and impartially to determine such dispute. Within seven (7) days after the third arbitrator has been appointed, each of the first two arbitrators shall submit their respective determinations to the third arbitrator who must select one or the other of such determinations (whichever the third arbitrator believes to be correct or closest to a correct determination) within seven (7) days after the first two arbitrators shall have submitted their respective determinations to the third arbitrator, and the selection so made shall in all cases be binding upon the parties, and judgment upon such decision may be entered into any court having jurisdiction. In the event of the failure, refusal or inability of an arbitrator to act, a successor shall be appointed within ten (10) days as hereinbefore provided. In the case of all disputes to be determined by arbitration in accordance with this Section 7.14, the arbitrator shall be engaged in such field for a period of at least ten (10) years before the date of his appointment. The third arbitrator shall be an active or retired New York State or federal judge experienced with the subject matter with which the arbitration is concerned and shall schedule a hearing where the parties and their advocates shall have the right to present evidence, call witnesses and experts and cross-examine the other Party's witnesses and experts. Either Party shall have the right, at any time, to make a motion to the third arbitrator to grant summary judgment as to any question of law.

(b) Sublessor and Sublessee agree to sign all documents and to do all other things necessary to submit any such matter to arbitration and further agree to, and hereby do, waive any and all rights they or either of them may at any time have to revoke their agreement hereunder to submit to arbitration and to abide by the decision rendered thereunder. For such period, if any, as this agreement to arbitrate is not legally binding or the arbitrator's awards is not legally enforceable, the provision requiring arbitration shall be deemed deleted and matters to be determined by arbitration shall be subject to litigation.

(c) Except as otherwise specifically provided herein, the losing Party shall pay the fees and expenses for all arbitrators.

7.15 CLUBHOUSE PREMISES.

The parties agree and acknowledge that notwithstanding the exhibits attached hereto, in connection with the initial occupancy of the VLT Premises by the

VLT Operator, if any portion of the Clubhouse included in the exhibits as the VLT Premises is not actually demised under this Sublease to the VLT Operator for the VLT Premises, such portion of the Clubhouse shall become part of the Subleased Premises. If any part of the Clubhouse that is not included in the exhibits as VLT Premises is required by the VLT Operator for VLT gaming, the parties shall negotiate in good faith to allocate a reasonable amount of alternate or additional space within the Clubhouse to reasonably accommodate the requirements of both parties, provided that the Sublessee shall be under no obligation to agree to any allocation of alternate or additional space to the VLT Operator within the Clubhouse if such allocation would result in an adverse impact upon Sublessee's operations or customer experience within the Subleased Premises to more than a de minimus extent. If the Parties' good faith negotiations result in a reasonable accommodation that is mutually satisfactory to each, in such case the Subleased Premises and the VLT Premises shall be appropriately adjusted. Moreover, if the VLT Operator proposes to use or operate any additional or alternate space within the Clubhouse for non-gaming activities, such as dining, Sublessee shall participate in good faith discussions with the VLT Operator regarding such activities, however, Sublessee shall be under no obligation to agree to any such activities within the Clubhouse if such activities or allocation of spaces attendant thereto would result in an adverse impact upon Sublessee's operations or customer experience within the Subleased Premises to more than a de minimus extent.

7.16 RESTRICTIONS ON PARI-MUTUEL WAGERING.

The Parties hereby acknowledge and agree that there shall be no pari-mutuel or simulcast wagering or horse racing conducted at the Aqueduct Racetrack by any party other than Sublessee.

7.17 TIME PERIOD FOR PAYMENT OBLIGATIONS.

All payments to be made by Sublessor and Sublessee pursuant to this Sublease shall be made within ten (10) business days after demand therefor, unless a time period for such payment is otherwise specifically set forth herein. If either Party fails to make any payment due within the time period required under this Sublease, then such Party shall pay to the other Party the amount so due together with interest thereon at the Default Rate, which interest shall accrue from the date such payment is due through the date such payment is made.

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Sublessor and Sublessee have executed this Sublease as of the day and year first above written.

SUBLESSOR:

GENTING NEW YORK LLC

By: _____
Name: Barry Hoffman
Title: Director

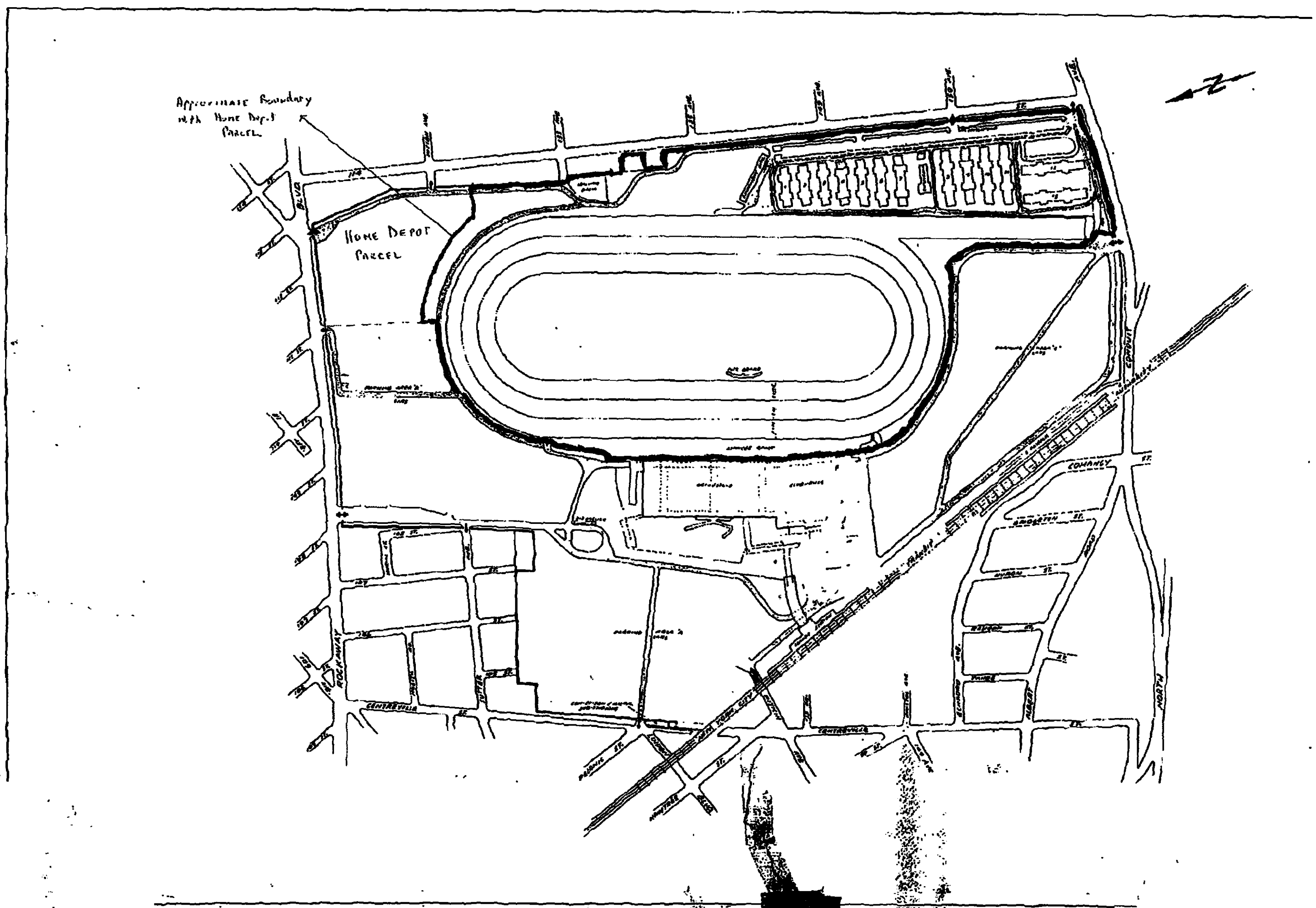
SUBLESSEE:

THE NEW YORK RACING
ASSOCIATION, INC.

By: _____
Name: Patrick L. Kehoe
Title: General Counsel

EXHIBIT A-1

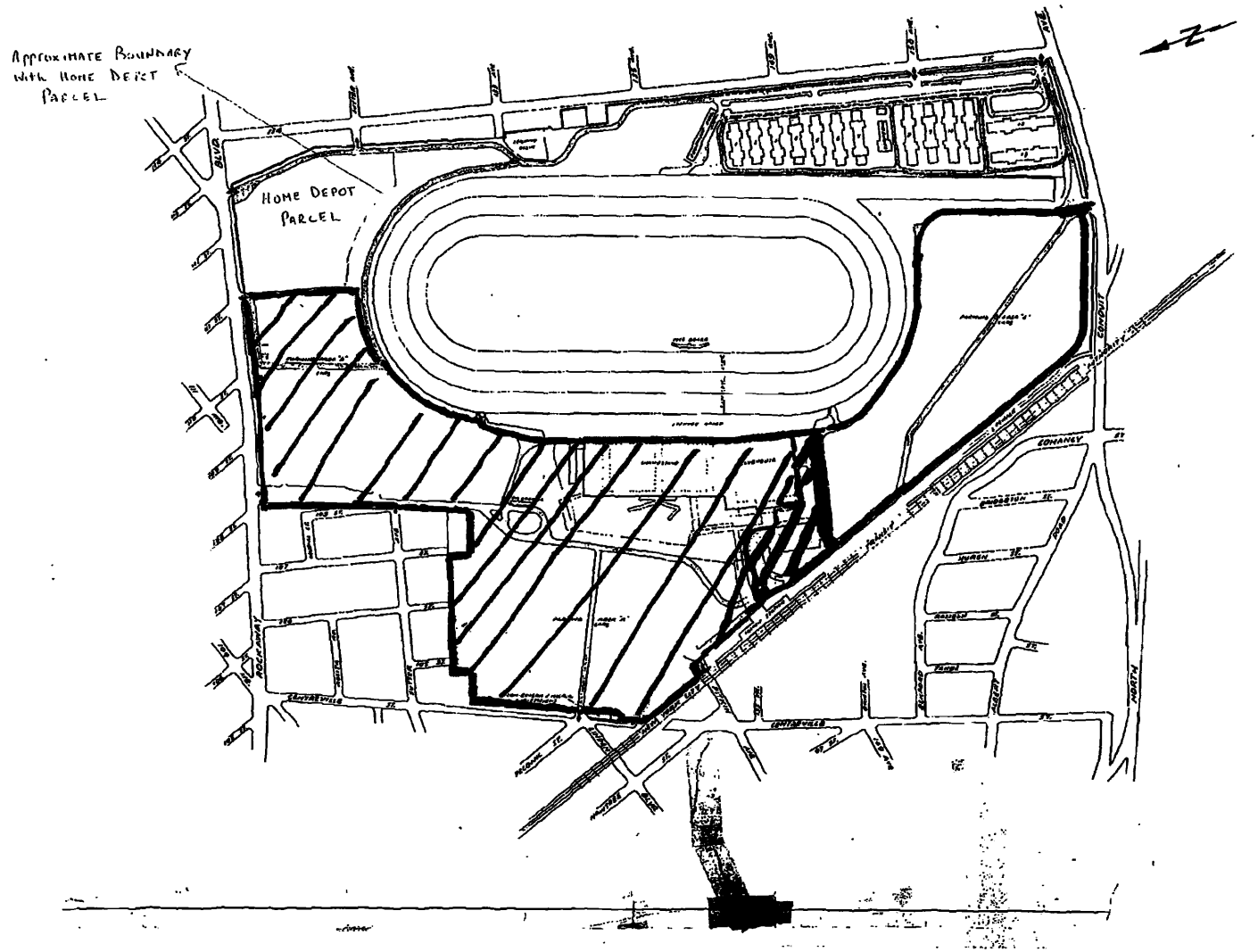
PROPERTY



Aqueduct Racetrack Ground Lease

Leased Premises

GENERAL SITE PLAN
AQUEDUCT RACE TRACK
THE NEW YORK RACING ASSOCIATION INC.



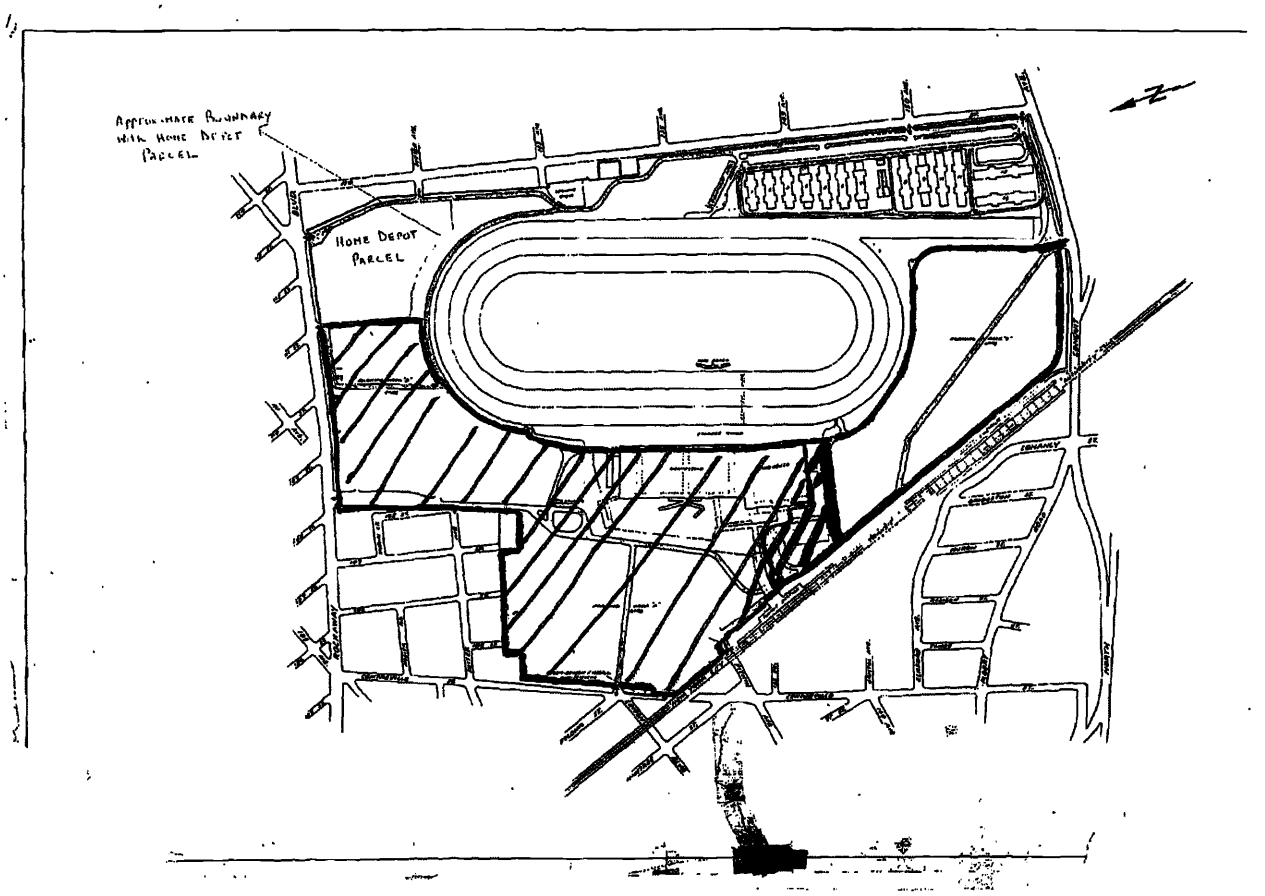
Aqueduct Racetrack Facilities Ground Lease

Leased Premises Is Cross-Hatched And Blue And Orange Road (Orange Road Is Common Use With Port Authority of NY NJ)

GENERAL SITE PLAN
AQUEDUCT RACE TRACK
THE NEW YORK RACING ASSOCIATION INC.

EXHIBIT A-2

FACILITIES GROUND LEASED PREMISES



Aqueduct Racetrack Facilities Ground Lease

Leased Premises Is Cross-Hatched And Blue And Orange Road (Orange Road Is Common Use With Port Authority of NY NJ)

GENERAL SITE PLAN
AQUEDUCT RACE TRACK
THE NEW YORK RACING ASSOCIATION INC

EXHIBIT B

SUBLEASED PREMISES

The Subleased Premises shall be comprised of the following interior portions of the Building:

Ground Floor: The entire floor comprising the ground level, with the exception of approximately 28,000 square feet, the location of which is to be agreed to between Sublessor and Sublessee, to be used by the VLT Operator for retail purposes (but in no event greater than 1,000 square feet for such purpose), trade shops, utilities and building systems, maintenance, food and beverage storage, building storage, and armored car access bay and secured back of house room.

The ground floor Common Facilities shall include the "tunnel" on the racetrack side of the Building and hallways needed for general access to the areas provided above, the location of which is to be agreed to between Sublessor and Sublessee.

First Floor: The entire Clubhouse located on the first floor . Notwithstanding the foregoing, to the extent required in any of the bid proposals submitted on or prior to September 12, 2008 by potential bidders, the VLT Operator shall be entitled to utilize up to approximately 55,000 square feet of the first floor of the Clubhouse that is adjacent to the Grandstand, but in no event will the VLT Premises comprise (i) any area that is between the glass windows facing the racetrack and the second row therefrom of interior structural columns, running from the south wall to the north end of the viewing end of the paddock, and (ii) any area between the south wall and the sixth row therefrom of structural columns running from the east side to the west side of the Building.

The ground level entry that allows ingress and egress to the first floor by means of the escalator existing on September 12, 2008 shall be deemed Common Facilities.

Second Floor: The entire second floor of the Clubhouse.

Third Floor: The entire third floor of the Clubhouse up to and including the space known as the Manhattan Terrace and including the interior area above the third floor Clubhouse area.

Roof: All improvements and structures located on the roof in existence on September 12, 2008 and utilized for racing operations, including without limitation, the press box, the judges box, the steward stand and the photo finish box.

EXHIBIT C

VLT PREMISES

The VLT Premises shall be comprised of those areas within the interior of the Building selected by the VLT Operator as the VLT Premises and which shall exclude the Subleased Premises, the Future Development Area and the Common Facilities.

EXHIBIT D

FUTURE DEVELOPMENT AREA

The Future Development Area shall be comprised of those areas within the interior of the Building which shall exclude the Subleased Premises, the VLT Premises and the Common Facilities.

EXHIBIT E

CLUBHOUSE

The Clubhouse shall be comprised of the space that is currently utilized by Sublessee as of September 12, 2008, the charges for entrance thereto being different than the charges to the Grandstand (as of September 12, 2008) and which shall include on the third floor of the Building the area commonly known as the Manhattan Terrace.

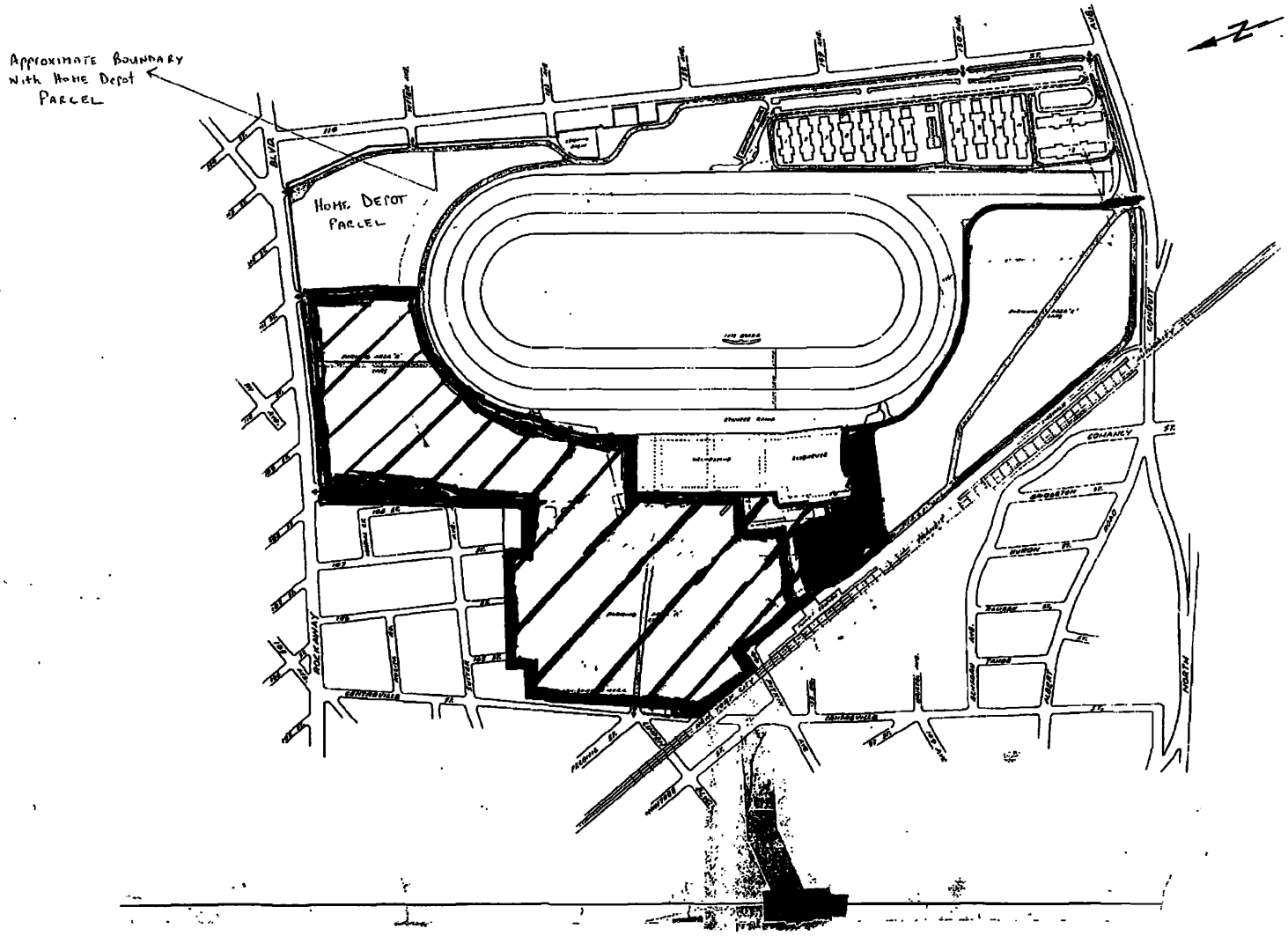
EXHIBIT F

GRANDSTAND

The Grandstand shall be comprised of all interior areas of the Building other than the Clubhouse and the ground floor.

EXHIBIT G

PARKING AREAS



See Exhibit G-1 attached hereto

EXHIBIT G-1

If a Phase II Developer desires to change the Clubhouse Entrance Area (as shown on the attached Exhibit G), the Parties shall negotiate in good faith to accommodate the needs of the Parties, and upon reaching agreement, the Clubhouse Entrance Area shall be included in the Real Estate Development Parcel in accordance with such agreement, provided that Sublessee shall not be under any obligation to agree to any change which would result in an adverse impact upon Sublessee's operations or customer experience, except to a de minimus extent.

The roads within the Real Estate Development Parcels may be modified only if comparable alternate road(s) to access the Clubhouse are provided which are convenient to Sublessee and its customers and invitees. The Parties shall negotiate in good faith regarding such modification.

EXHIBIT H

REAL ESTATE DEVELOPMENT PARCELS

Refer to Exhibit G

EXHIBIT I

CAPITAL PLAN

PROPOSED FIVE-YEAR CAPITAL IMPROVEMENT PLAN

2008 - 2012

NYRA

THE NEW YORK RACING ASSOCIATION INC.

September 28, 2007

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Saratoga Race Course 4

General Equipment Schedule 5

1

MASTER SCHEDULE
PROPOSED FIVE YEAR CAPITAL IMPROVEMENT PLAN

	2008	2009	2010	2011	2012 Total	
AQUEDUCT						
Grandstand and Clubhouse	460,000	2,270,000	3,340,000	160,000	10,000	6,240,000
Backstretch and Paddock	25,000	1,350,000	1,335,000	1,825,000	1,825,000	6,360,000
Other Stable Areas	25,000	0	2,100,000	2,000,000	0	4,125,000
Parking Lots	0	335,000	260,000	0	0	595,000
Track and Infield Maintenance	0	850,000	540,000	0	0	1,390,000
Miscellaneous	3,000,000	0	0	0	0	3,000,000
SUBTOTAL	**3,510,000**	**4,805,000**	**7,575,000**	**3,985,000**	**1,835,000**	**21,710,000**
BELMONT						
Grandstand and Clubhouse	375,000	3,135,000	5,280,000	5,010,000	710,000	14,510,000
Backstretch and Paddock	676,000	1,645,000	1,210,000	2,210,000	835,000	6,576,000
Dormitories	125,000	125,000	125,000	125,000	65,000	565,000
Facilities, Other	2,500,000	1,500,000	3,500,000	1,800,000	500,000	9,800,000
Parking and Roadways	0	200,000	2,775,000	100,000	100,000	3,175,000
Track and Infield Maintenance	0	300,000	15,000,000	10,585,000	12,000,000	37,885,000
Miscellaneous	2,190,000	8,500,000	6,000,000	3,000,000	0	19,690,000
SUBTOTAL	**5,866,000**	**15,405,000**	**33,890,000**	**22,830,000**	**14,210,000**	**92,201,000**
SARATOGA						
Grandstand and Clubhouse	480,000	1,217,000	1,996,000	1,345,000	26,422,000	31,460,000
Backstretch and Paddock	670,000	2,020,000	2,031,200	2,242,848	2,229,962	9,194,010
Dormitories	40,000	340,000	1,090,000	2,995,000	1,151,200	5,616,200
Facilities, Other	1,570,000	1,390,000	1,400,000	3,450,000	1,290,000	9,100,000
Track and Infield Maintenance	650,000	100,000	0	75,000	12,279,000	13,104,000
Miscellaneous	3,160,000	850,000	4,700,000	0	0	8,710,000
SUBTOTAL	**6,570,000**	**5,917,000**	**11,217,200**	**10,107,848**	**43,372,162**	**77,184,210**
EQUIPMENT GENERAL	**1,819,000**	**2,454,000**	**2,243,700**	**1,825,800**	**1,964,500**	**10,307,000**
GRAND TOTAL	**17,765,000**	**28,581,000**	**54,925,900**	**38,748,648**	**61,381,662**	**201,402,210**

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AQUEDUCT RACETRACK
PROPOSED FIVE-YEAR CAPITAL IMPROVEMENT PLAN

	2008	2009	2010	2011	2012	TOTAL
GRANDSTAND & CLUBHOUSE						
Turf & Field Club and Clubhouse Entrances	0	1,500,000	1,500,000	0	0	3,000,000
Remodel Pari-Mutuel Bays	0	400,000	400,000	0	0	800,000
Install Exterior Lighting	100,000	0	100,000	0	0	200,000
Remodel Jock's Room	0	0	150,000	150,000	0	300,000
Upgrade Electrical System	100,000	0	0	0	0	100,000
Hazardous Materials Abatement Program GS	250,000	0	250,000	0	0	500,000
Sound System	0	150,000	150,000	0	0	300,000
Exterior Walls/Grandstand Seating	0	0	300,000	0	0	300,000
Renovate Facade	0	210,000	0	0	0	210,000
Repair/Replace Deteriorated Support Columns	10,000	10,000	10,000	10,000	10,000	50,000
Renovate Press Box	0	0	400,000	0	0	400,000
Renovate 2nd Floor Box Seat Area	0	0	80,000	0	0	80,000
SUBTOTAL	**460,000**	**2,270,000**	**3,340,000**	**160,000**	**10,000**	**6,240,000**
BACKSTRETCH AND PADDOCK						
Replace Barn sliding Doors	15,000	30,000	15,000	15,000	15,000	90,000
Replace 200 Stall Doors	10,000	20,000	20,000	10,000	10,000	70,000
Replacement of Barn Windows	0	500,000	500,000	500,000	500,000	2,000,000
New Barn Roofs (8)	0	800,000	800,000	800,000	800,000	3,200,000
Renovate Garage	0	0	0	500,000	500,000	1,000,000
SUBTOTAL	**25,000**	**1,350,000**	**1,335,000**	**1,825,000**	**1,825,000**	**6,360,000**
OTHER STABLE AREAS						
CAFO Upgrades	0	0	2,000,000	2,000,000	0	4,000,000
Renovate Recreation Hall & Kitchen Area	25,000	0	100,000	0	0	125,000
SUBTOTAL	**25,000**	**0**	**2,100,000**	**2,000,000**	**0**	**4,125,000**

AQUEDUCT RACETRACK
PROPOSED FIVE-YEAR CAPITAL IMPROVEMENT PLAN

	2008	2009	2010	2011	2012	TOTAL
PARKING LOTS						
Repave Roads	0	260,000	260,000	0	0	520,000
Recoat Rockaway Parking Lot	0	75,000	0	0	0	75,000
SUBTOTAL	**0**	**335,000**	**260,000**	**0**	**0**	**595,000**
TRACK AND INFIELD MAINTENANCE						
Clean & Waterproof Ponds	0	750,000	0	0	0	750,000
Warning Lights on Main and Training Track	0	100,000	0	0	0	100,000
Install New Safety Rail on Inner Track	0	0	235,000	0	0	235,000
Install New Safety Rail on Outer Track	0	0	305,000	0	0	305,000
SUBTOTAL	**0**	**850,000**	**540,000**	**0**	**0**	**1,390,000**
MISCELLANEOUS						
New Data Center: (includes Back-up Power Generation, Buildout, and HVAC upgrade)	3,000,000	0	0	0	0	3,000,000
SUBTOTAL	**3,000,000**	**0**	**0**	**0**	**0**	**3,000,000**
AQUEDUCT TOTALS	**3,510,000**	**4,805,000**	**7,575,000**	**3,985,000**	**1,835,000**	**21,710,000**

AQUEDUCT RACETRACK
PROPOSED FIVE-YEAR CAPITAL IMPROVEMENT PLAN

GRANDSTAND & CLUBHOUSE

Turf and Field Club and Clubhouse Entrances: Estimate is based upon a combining of the two entrances into one at the Southwest corner of the building, outside of the Chairman's office. Cost includes demo of the existing window wall, establishing new roadways, installing a glass enclosed elevator from ground to fourth floor and a rebuild to match the look of the casino entrance. No drawings were commissioned, so estimate is based upon the scale of the job. Input was given by Tishman and John Olin based on cost for the casino entrance.
Reference: 6(a), 6(b), 6(e), 6(f), 6(g)

Est. Cost: $ 3,000,000

Remodel Pari-Mutuel Bays 2nd Floor Clubhouse: Open up the mutuel window areas to a bank teller, open counter format. Will improve surveillance of activity and would include modification to Interior access routes, rest rooms and money room distribution points.
Reference: 6(a), 6(b), 6(c), 6(g)

Est. Cost: $ 800,000

Install Exterior Lighting: Enhance exterior lighting to improve safety and security of patrons and staff.
Reference: 6(e)

Est. Cost: $ 200,000

Remodel Jockey's Room: Continued renovation of a 30 year-old facility to provide operating efficiencies, laundry operations, increased storage and upgraded conditioning equipment and food service.
Reference: 6(a), 6(c), 6(g)

Est. Cost: $ 300,000

Upgrade Electrical System: Capacity-Upgrade to accommodate additional TV's, SAMS, computers and fax machines. Need transformers, control panels, outlets. This number is applicable for casino or non-casino.
Reference: 6(e), 6(f)

Est. Cost: $ 100,000

Hazardous Materials Abatement Program (Grandstand): Remove asbestos.
Reference: 6(f)

Est. Cost: $ 500,000

Sound System: Upgrade exterior speakers, improve interior acoustics.
Reference: 6(b), 6(e), 6(g)

Est. Cost: $ 300,000

Exterior Walls/Grandstand Seating: Water leaking through the roof and wall seams has caused a progressive deterioration of the steel and the mortar composition of the walls. If significant structural damage is observed costs could escalate an additional $200K.
Reference: 6(e)

Est. Cost: $ 300,000

Renovate Facade: Update appearance and weather resistance of facade of building. Priority to seating area facade. 1700 linear ft @ $100 linear ft inflated by 4% since 2001 estimate.
Reference: 6(e), 6(f), 6(g)

Est. Cost: $ 210,000

Repair/Replace Deteriorated Support Columns: engineering and repair.
Reference: 6(e), 6(f),

Est. Cost: $ 50,000

Renovate Press Box: Upgrade a 40 year-old area with current technologies for the interactive communication: improve HVAC and safety measures.
Reference: 6(c), 6(e), 6(f), 6(g)

Est. Cost: $ 400,000

Renovate 2nd Floor Box Seat Area: First stage of renovation will be completed summer of 2007. One-third of the seats most used will be done. To complete the remaining two-thirds will require additional painting, ceiling and heaters.
Reference: 6(e), 6(g)

Est. Cost: $ 80,000

BACKSTRETCH & PADDOCK

Replace Barn Sliding Doors: Doors in need of immediate attention.
Reference: 6(d), 6(f), 6(g)

Est. Cost: $ 90,000

Replace 200 Stall Doors: Continue the annual replacement program for stall and tack room doors. Cost of in-house labor must be added.
Reference: 6(d), 6(f), 6(g)

Est. Cost: $ 70,000

Replacement of Barn Windows: Initiate a replacement program for the 24 doublewide double tier steel casement windows in each barn. Highest priority.
Reference: 6(d), 6(f), 6(g)

Est. Cost: $ 2,000,000

New Roofs: Continue replacement program for the eight remaining barn roofs.
Reference: 6(d), 6(f), 6(g)

Est. Cost: $ 3,200,000

Renovate Garage: Total upgrade of the garage facility.
Reference: 6(c), 6(g)

Est. Cost: $ 1,000,000

OTHER STABLE AREAS:

CAFO: Allocation for potential impact of CAFO Regulations.
Reference: 6(f), 6(g)

Est. Cost: $ 4,000,000

Renovate Recreation Hall & Kitchen Area: Renovate existing structure to provide a more durable and patron friendly facility.
Reference: 6(c), 6(g)

Est. Cost: $ 125,000

PARKING AREAS

Repave Roads: Three miles of road, 30 ft. wide $1.1/sq/ft.
Reference: 6(e), 6(g)

Est. Cost: $ 520,000

Rockaway: Re-coat for lasting durability.
Reference: 6(e), 6(g)

Est. Cost: $ 75,000

TRACK AND INFIELD MAINTENANCE

Clean and Waterproof Ponds:
Reference: 6(d), 6(f), 6(g)

Est. Cost: $ 750,000

Warning Lights for Training Track and Main Track: Strobe lights on a 12 volt system to warn riders. This will replace the inadequate siren system.
Reference: 6(f)

Est. Cost: $ 100,000

Install New Safety Rail on Inner Track: Replace existing rail to increase the safety of race participants.
Reference: 6(d), 6(f)

Est. Cost: $ 235,000

Install New Safety Rail on Outer Track: Replace existing rail to increase the safety of race participants. New rail will enable existing rail to be used as outside rail on dirt or turf tracks.
Reference: 6(d), 6(e), 6(f), 6(g)

Est. Cost: $ 305,000

MISCELLANEOUS

Build New Data Center: New Data Center to includes back-up power generation, appropriate HVAC capacity, security and "clean" environment adequate to house equipment and personnel associated with current and anticipated technology initiatives.
Reference: 6(a), 6(c), 6(d), 6(f), 6(g)

Est. Cost: $ 3,000,000

GRAND TOTAL AQUEDUCT **$ 21,710,000**

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BELMONT PARK RACETRACK
PROPOSED FIVE YEAR CAPITAL IMPROVEMENT PLAN

	2008	2009	2010	2011	2012	Totals
GRANDSTAND AND CLUBHOUSE						
Teletheater Sports Bar	0	0	0	4,000,000	0	4,000,000
Upgrade Escalators and Elevators	75,000	100,000	150,000	100,000	100,000	525,000
Replace LIRR Escalators and Elevators	0	1,250,000	0	0	0	1,250,000
Upgrade Electrical Transformers	25,000	25,000	25,000	25,000	25,000	125,000
Replacement sprinklers piping work	60,000	60,000	60,000	60,000	60,000	300,000
New Grandstand Lighting	0	100,000	100,000	100,000	100,000	400,000
Replace Roof Gutters	0	50,000	50,000	50,000	50,000	200,000
Replace Water Lines	50,000	50,000	50,000	50,000	50,000	250,000
Remodel Pari-Mutuel Bays	0	300,000	300,000	300,000	300,000	1,200,000
New Jockey's Room	0	0	3,360,000	0	0	3,360,000
Replace Roof (Flat Roof)	0	600,000	600,000	300,000	0	1,500,000
Replace Emergency Back-Up Generators	0	150,000	150,000	0	0	300,000
Replace Spine Ceiling Area and Floors	0	50,000	50,000	0	0	100,000
Repair Exterior Doors	25,000	25,000	25,000	25,000	25,000	125,000
Establish 4 West Party Rooms	0	60,000	60,000	0	0	120,000
Main Lobby Ceiling area proximate to entrances and slate floor	0	315,000	300,000	0	0	615,000
New Rubber in Horse Tunnel and Paddock	140,000	0	0	0	0	140,000
SUBTOTAL	**375,000**	**3,135,000**	**5,280,000**	**5,010,000**	**710,000**	**14,510,000**
BACKSTRETCH AND PADDOCK						
Replace Roofs	350,000	350,000	350,000	350,000	350,000	1,750,000
Replace Exterior Siding	0	375,000	375,000	375,000	375,000	1,500,000
Replace Wood Floors	30,000	30,000	30,000	30,000	30,000	150,000
Upgrade Electrical Systems	50,000	50,000	50,000	50,000	50,000	250,000
Paddock Patio & Walkway Lighting	0	150,000	0	0	0	150,000
Upgrade Marquee Tent AC & Heating	0	250,000	0	0	0	250,000
Poured Rubber Paddock Walking Ring	0	200,000	0	0	0	200,000
Construct New Paddock Pavilion	0	0	0	1,000,000	0	1,000,000
Upgrade Barn Area Transformer	30,000	30,000	30,000	30,000	30,000	150,000
New Backstretch Kitchen & Rec Hall	0	0	375,000	375,000	0	750,000
New Pony Barn Pre-Fab	216,000	0	0	0	0	216,000
Replace Sprinkler Heads	0	60,000	0	0	0	60,000
Replace Paddock Entrance	0	150,000	0	0	0	150,000
SUBTOTAL	**676,000**	**1,645,000**	**1,210,000**	**2,210,000**	**835,000**	**6,576,000**

BELMONT PARK RACETRACK
PROPOSED FIVE YEAR CAPITAL IMPROVEMENT PLAN

	2008	2009	2010	2011	2012	Totals
DORMITORIES						
Electrical System	100,000	100,000	100,000	100,000	50,000	450,000
New Roofs	25,000	25,000	25,000	25,000	15,000	115,000
SUBTOTAL	**125,000**	**125,000**	**125,000**	**125,000**	**65,000**	**565,000**
FACILITIES, OTHER						
Build New Maintenance Garage and Demolish old	0	0	2,000,000	0	0	2,000,000
CAFO Upgrades	1,500,000	1,500,000	1,500,000	1,500,000	500,000	6,500,000
Drainage System **EPA MANDATES**	250,000	0	0	0	0	250,000
New Greenhouse & Upgrade	0	0	0	300,000	0	300,000
Develop backyard area adjacent to Paddock in the Saratoga "backyard" style	750,000	0	0		0	750,000
SUBTOTAL	**2,500,000**	**1,500,000**	**3,500,000**	**1,800,000**	**500,000**	**9,800,000**
PARKING AND ROADWAYS						
Upgrade LIRR Platforms to ADA Standards	0	100,000	100,000	100,000	100,000	400,000
Gate 5 and Gate 6 Entrances	0	100,000	0	0	0	100,000
Install Weigh Station	0	0	75,000	0	0	75,000
Repave Blue Field	0	0	2,600,000	0	0	2,600,000
SUBTOTAL	**0**	**200,000**	**2,775,000**	**100,000**	**100,000**	**3,175,000**
TRACK AND INFIELD MAINTENANCE						
Install New Safety Rail Inside of main track	0	0	0	385,000	0	385,000
Either Upgrade or Polytrack Main Dirt Track	0	0	15,000,000	0	0	15,000,000
Warning Lights on Main and Training Track	0	100,000	0	0	0	100,000
Training Track Lighting	0	200,000	0	0	0	200,000
Polytrack Training Track	0	0	0	0	12,000,000	12,000,000
Install Infield Irrigation System	0	0	0	200,000	0	200,000
Double Width Turf Track	0	0	0	10,000,000	0	10,000,000
SUBTOTAL	**0**	**300,000**	**15,000,000**	**10,585,000**	**12,000,000**	**37,885,000**

BELMONT PARK RACETRACK
PROPOSED FIVE YEAR CAPITAL IMPROVEMENT PLAN

	2008	2009	2010	2011	2012	Totals
MISCELLANEOUS						
IT Infrastructure Networking	630,000	0	0	0	0	630,000
IT Infrastructure Cabling	340,000	0	0	0	0	340,000
IT Infrastructure Servers	300,000	0	0	0	0	300,000
IT Infrastructure Security	160,000	0	0	0	0	160,000
IT Infrastructure Telephony	90,000	0	0	0	0	90,000
Consolidated Desktops	70,000	0	0	0	0	70,000
Wireless Networking	100,000	0	0	0	0	100,000
Replace existing soon to be obsolete CCTV equipment	0	6,000,000	0	0	0	6,000,000
Fibre Runs to support Simulcast equipment	0	2,000,000	0	0	0	2,000,000
Additional IT infrastructure and applications to support racing	500,000	0	1,000,000	500,000	0	2,000,000
Install Ingress and Egress Tunnel under the track to make Infield Event accessible	0	0	5,000,000	0	0	5,000,000
Purchase and Install Facility Management Software System	0	500,000	0	0	0	500,000
Purchase and Install KEENELAND STYLE DAKTRONICS PORTABLE DISPLAY SYSTEM	0	0	0	2,500,000	0	2,500,000
SUBTOTAL	**2,190,000**	**8,500,000**	**6,000,000**	**3,000,000**	**0**	**19,690,000**
BELMONT TOTALS	**5,866,000**	**15,405,000**	**33,890,000**	**22,830,000**	**14,210,000**	**92,201,000**

BELMONT PARK RACETRACK
PROPOSED FIVE YEAR CAPITAL IMPROVEMENT PLAN

GRANDSTAND & CLUBHOUSE

Teletheater Sports Bar: Construct a year round full-service facility that would contain pari-mutuel areas, food service and television viewing. Per Tishman $800 sq. ft. on 5,000 sq. ft
Reference: 6(a), 6(b), 6(e), 6(g)

Est. Cost: $ 4,000,000

Upgrade Escalators and Elevators: Refurbish 30 year-old equipment both electrically and mechanically.
Reference: 6(d), 6(e), 6(g)

Est. Cost: $ 525,000

Replace LIRR Escalators and Elevators: Replace 3 LIRR Escalators and 2 ADA Elevators with VLT's this will be effectively part of the entrance to the facility and much more highly trafficked
Reference: 6(d), 6(e), 6(g)

Est. Cost: $ 1,250,000

Upgrade Electrical Transformers: Reduces the possibility of power outages.
Reference: 6(e), 6(f)

Est. Cost: $ 125,000

Replace pendent sprinkler: Recommendation from Chubb Group Of Insurance Companies.
Reference: 6(f)

Est. Cost: $ 300,000

New Grandstand Lighting: Replace old 30-year fixture with energy efficient ones.
Reference: 6(e), 6(g)

Est. Cost: $ 400,000

Replace Roof Gutters: Replace rusted roof gutters.
Reference: 6(e)

Est. Cost: $ 200,000

Replace Water Lines: Replace 30-year-old water pipes that are deteriorating, in part because of the need to drain the system each winter to avoid freezing.
Reference: 6(d), 6(f)

Est. Cost: $ 250,000

Remodel Pari-Mutuel Bays: Open up the pari-mutuel windows to a bank teller, open counter format. Will improve surveillance of activity and would include improved interior access to money room. Est.
Reference: 6(a), 6(c), 6(g)

Est. Cost: $ 1,200,000

New Jockey's Room: Relocate Jockey's Room to ground level in closer proximity to the paddock. Will reduce "change time" and offer operating efficiencies and upgraded conditioning equipment. Per Tishman 11,200 sq. ft. @ $300 sq. ft.
Reference: 6(a), 6(c), 6(g)

Est. Cost: $ 3,360,000

Replace Roof: Replace the existing 30-year-old roof.
Reference: 6(e), 6(g)

Est. Cost: $ 1,500,000

Replace Emergency Back-Up Generators: To provide additional power.
Reference: 6(f)

Est. Cost: $ 300,000

Replace Ceiling: Replace deteriorating spine ceiling.
Reference: 6(e), 6(g)

Est. Cost: $ 100,000

Repair Exterior Doors: Repair doors to access facility.
Reference: 6(e), 6(g)

Est. Cost: $ 125,000

Establish Four New Catering Rooms: Four new rooms on 2nd & 3rd floor, West end of Grandstand.
Reference: 6(b)

Est. Cost: $ 120,000

Main Lobby: Replace damaged flooring and replace damaged plaster ceiling proximate to entrance. Per Tishman 12,300 sq. ft @ $50 per sq. ft.
Reference: 6(b), 6(g)

Est. Cost: $ 615,000

New Poured Rubber Walkways: Replace old pavers with poured rubber. Per contractor estimate
Reference: 6(e) 6(f) 6(g)

Est. Cost: $ 140,000

BACKSTRETCH & PADDOCK

Replace Roofs: Continue the replacement of 60-year-old roofs.
Reference: 6(d), 6(f), 6(g)

Est. Cost: $ 1,750,000

Replace Exterior Siding: Replace wood with CDX material to reduce maintenance expense.
Reference: 6(d)

Est. Cost: $ 1,500,000

Replace Wood Floors: Install new wood based flooring.
Reference: 6(c), 6(d), 6(g)

Est. Cost: $ 150,000

Upgrade Electrical Systems: Upgrade the 90-year-old electrical systems in approximately 20 barns to reduce fire risk and reduce maintenance expense.
Reference: 6(e), 6(f)

Est. Cost: $ 250,000

New Lighting in Paddock Walkway and Patio: Install lighting on walkways and patio.
Reference: 6(e)

Est. Cost: $ 150.000

Upgrade Marquee Tent Heating & AC:
Reference: 6(e)

Est. Cost: $ 250,000

Paddock Walking Ring: Install new poured rubber throughout the Walking Ring.
Reference: 6(e), 6(g)

Est. Cost: $ 200,000

Construct New Paddock Pavilion: Construct New Paddock Pavilion: Incorporate pari-mutuel bays, restrooms, Self Service Machines and TV monitors under one roof for patron convenience and operating efficiency
Reference: 6(e), 6(g)

Est. Cost: $ 1,000,000

Upgrade Barn Area Transformers: Replace, upgrade, repair test for transformers & all high voltage connections. Reference: 6(f)

Est. Cost: $ 150,000

New Backstretch Kitchen & Rec Hall: Demolish existing structure and rebuild kitchen and recreation areas.
Reference: 6(d)

Est. Cost: $ 750,000

Build New Pony Shed: Replace pony tent 5,400 Sq. ft. @$40 per sq. ft. per contractor quote.
Reference: 6(f)

Est. Cost: $ 216,000

Replace Sprinkler Heads: Code Compliance and safety upgrades.
Reference: 6(f)

Est. Cost: $ 60,000

Replace Paddock Entrance:
Reference: 6(f)

Est. Cost: $ 150,000

DORMITORIES

Electrical System: Upgrade to comply with current code.
Reference: 6(f)

Est. Cost: $ 450,000

New Roofs: Continue program to install new roofs.
Reference: 6(f), 6(g)

Est. Cost: $ 115,000

FACILITIES, OTHER

Build New Maintenance Garage and Demolish old: To accommodate mechanical work in all weather conditions and to comply with OSHA codes. Per Tishman 8,000 sq. ft. @ $250 per sq. ft.
Reference: 6(c), 6(f)

Est. Cost: $ 2,000,000

CAFO: Allocation for potential impact of CAFO regulations.
Reference: 6(f), 6(g)

Est. Cost: $ 6,500,000

Drainage System EPA MANDATES: Compliance mandate.
Reference: 6(f), 6(g)

Est. Cost: $ 250,000

New Greenhouse: Upgrade the existing buildings.
Reference: 6(a), 6(g)

Est. Cost: $ 300,000

Develop Backyard Area Adjacent to Paddock: Develop this area to emulate the yard area at Saratoga. Replicate the "carnival" style inclusive of benches, TV deployment, restroom facilities, Concession Areas, etc.
Reference: 6(a), 6 (e), 6(g)

Est. Cost: $ 750,000

PARKING & ROADWAYS

Upgrade LIRR Platform to ADA Standards: Repair and update deteriorating train platform. Some costs are responsibility of MTA
Reference: 6(e), 6(f), 6(g)

Est. Cost: $ 400,000

Gate 5 and Gate 6: Continue renovation of Gate 6 and renovate Gate 5 to allow for safer and easier ingress and egress.
Reference: 6(e), 6(f)

Est. Cost: $ 100,000

Install Weigh Station: Improve management of straw and waste removal contractors.
Reference: 6(e), 6(f)

Est. Cost: $ 75,000

Repave Blue Field: Repave the cracking asphalt which has deteriorated due to salt and water corrosion 1,300,000 sq. ft. $2.00
Reference: 6(d), 6(e), 6(f), 6(g)

Est. Cost: $ 2,600,000

TRACK & INFIELD MAINTENANCE

Install New Safety Rail Inside Track: Replace existing rail improving safety for race participants.
Reference: 6(d), 6(f)

Est. Cost: $ 385,000

Either Polytrack or Upgrade Main Dirt Track: New limestone base will make Track safer & easier to maintain.
Reference: 6(d), 6(f)

Est. Cost: $ 15,000,000

Warning Lights for Training Track and Main Track: Strobe lights on a 12 volt system to warn riders. This will replace the inadequate siren system
Reference: 6(f)

Est. Cost: $ 100,000

Training Track Training Lights: Lights and poles to be placed around the training track to illuminate the training track on dark morning and early mornings.
Reference: 6(f)

Est. Cost: $ 200,000

Polytrack the Training Track: Track will be safer & easier to maintain.
Reference: 6(d), 6(f)

Est. Cost: $ 12,000,000

Install Infield Irrigation System: Diminish ongoing operating expense and improve appearance
Reference: 6(d), 6(f)

Est. Cost: $ 200,000

Double Width Turf Track: Consolidation of the two turf tracks will increase the amount of available turf lanes.
Reference: 6(d), 6(f)

Est. Cost: $ 10,000,000

MISCELLANEOUS

IT Infrastructure Networking: 2 Packeteers, 2 6509 Cisco witches, 6 Cisco Routers, 50 Cisco switches, 2 Cisco FW modules, 2 Cisco 4500 switches
Reference: 6(c), 6(d)

Est. Cost: $ 630,000

IT Infrastructure Cabling: Network runs, Fiber runs IDF Closets.
Reference: 6(c), 6(d)

Est. Cost: $ 340,000

IT Infrastructure Servers: Replacement older outdated Servers
Reference: 6(c), 6(d)

Est. Cost: $ 300,000

IT Infrastructure Security: 1 Iron Port Systems, 1 Infoblox, 1 Varonis, 1 Reconix.
Reference: 6(c), 6(d)

Est. Cost: $ 160,000

IT Infrastructure Telephony:
Reference: 6(c), 6(d)

Est. Cost: $ 90,000

Consolidated Desktops:
Reference: 6(c), 6(d)

Est. Cost: $ 70,000

Wireless Networking: AirDefense, Aruba Networks.
Reference: 6(c), 6(d)

Est. Cost: $ 100,000

Replace existing soon to be obsolete CCTV equipment: Existing system will be obsolete in 2009. Old equipments reliability is diminishing over time.
Reference: 6(a), 6(d)

Est. Cost: $ 6,000,000

Fibre Runs to support Simulcast equipment:
Reference: 6(a), 6(d)

Est. Cost: $ 2,000,000

Additional IT infrastructure and applications to support racing: CRM, Reserved and admissions seating, data warehousing, query tools, General ledger automation.
Reference: 6(a), 6(b), 6(c), 6(d), 6(e), 6(g)

Est. Cost: $ 2,000,000

Install Ingress and Egress Tunnel under the track to make Infield Event accessible:
to further accommodate large crowds on weekends and special days. Include the cost of all related facilities such as concessions, pari-mutuels, CCTV, restroom facilities, etc.
Reference: 6(a), 6(b), 6(e), 6(g)

Est. Cost: $ 5,000,000

Purchase and Install Facility Management Software System: Manpower management tool to drive planning, management and effective and efficient use of resources.
Reference: 6(c)

Est. Cost: $ 500,000

Purchase and Install KEENELAND STYLE DAKTRONICS PORTABLE DISPLAY SYSTEM: Upgrade current dated equipment to significantly improve appearance and capability of on track communication devices.
Reference: 6(a), 6(b), 6(g)

Est. Cost: $ 2,500,000

GRAND TOTAL BELMONT: **$ 92,201,000**

4

SARATOGA RACE COURSE
PROPOSED FIVE YEAR CAPITAL IMPROVEMENT PLAN

	2008	2009	2010	2011	2012	Totals
GRANDSTAND & CLUBHOUSE						
Escalator/Elevator Improvements	100,000	150,000	300,000	125,000	100,000	775,000
Fire Safety Systems Upgrades	50,000	50,000	50,000	50,000	50,000	250,000
Upgrade Electrical/Lighting Systems	125,000	150,000	150,000	125,000	125,000	675,000
Grandstand/Clubhouse Area Plumbing, HVAC Improvements	50,000	50,000	50,000	50,000	50,000	250,000
Concession Area Improvements		337,000	50,000	50,000	50,000	487,000
Awning & Canopy Replacement & Modification	75,000	150,000	150,000	150,000	25,000	550,000
Two-Story Tent, At the Rail	0	0	0	0	4,162,000	4,162,000
Permanent Roof 2nd Floor CH Terrace	0	0	0	0	2,000,000	2,000,000
Paddock Mutuel Building, Roof Replacement	0	0	416,000	0	0	416,000
Renovate Mutuel Facilities	0	50,000	100,000	250,000	200,000	600,000
New Saddling Shed	0	0	0	190,000	0	190,000
Repave the Grandstand/Clubhouse Apron	0	0	250,000	0	0	250,000
Reserved Seat Replacement Grandstand	0	0	0	0	180,000	180,000
Paint Grandstand/Clubhouse Structural Steel	0	0	150,000	150,000	25,000	325,000
New Floors in 3 Public Restrooms	0	0	50,000	25,000	0	75,000
Paddock Tent Improvements	0	0	0	0	675,000	675,000
Clubhouse Extension	0	0	0	0	18,000,000	18,000,000
New Furniture for Patron Areas	50,000	50,000	50,000	50,000	50,000	250,000
Improve Walking Ring Viewing Area	0	0	0	100,000	0	100,000
Clubhouse Slate and Metal Roofing	0	0	0	0	300,000	300,000
Grandstand Slate Roofing	0	0	0	0	400,000	400,000
Rehabilitate Clubhouse Wood Floors	0	100,000	100,000	0	0	200,000
Restore Decorative Iron Work, Fencing, Wood Finishes	0	100,000	100,000	0	0	200,000
Upgrade Roads and Horsepaths	30,000	30,000	30,000	30,000	30,000	150,000
SUBTOTAL	**480,000**	**1,217,000**	**1,996,000**	**1,345,000**	**26,422,000**	**31,460,000**

SARATOGA RACE COURSE
PROPOSED FIVE YEAR CAPITAL IMPROVEMENT PLAN

	2008	2009	2010	2011	2012	Totals
BACKSTRETCH & PADDOCK						
Stable Area Drainage Improvements	100,000	250,000	250,000	250,000	250,000	1,100,000
Stable Area Electrical Improvements	50,000	50,000	50,000	50,000	50,000	250,000
Stable Area Plumbing Improvements	50,000	50,000	50,000	50,000	50,000	250,000
Fire Safety System Upgrade	50,000	50,000	50,000	50,000	50,000	250,000
Barn Jacking and Renovation	280,000	280,000	291,200	302,848	314,962	1,469,010
New Barn Construction	0	1,200,000	1,200,000	1,200,000	1,200,000	4,800,000
Barn Roof Replacement and Reconditioning	100,000	100,000	100,000	100,000	100,000	500,000
Additional Bathroom Facilities	0	0	0	200,000	200,000	400,000
Upgrade Roads and Horsepaths	40,000	40,000	40,000	40,000	15,000	175,000
SUBTOTAL	**670,000**	**2,020,000**	**2,031,200**	**2,242,848**	**2,229,962**	**9,194,010**
DORMITORIES						
Dormitory Fire Safety Systems Upgrades	0	0	0	1,875,000	0	1,875,000
Renovations to Dormitories	0	300,000	300,000	300,000	300,000	1,200,000
New Dormitory Construction	0	0	750,000	780,000	811,200	2,341,200
Dormitory Roof Replacement and Reconditioning	40,000	40,000	40,000	40,000	40,000	200,000
SUBTOTAL	**40,000**	**340,000**	**1,090,000**	**2,995,000**	**1,151,200**	**5,616,200**
FACILITIES, OTHER						
CAFO Upgrades	1,000,000	1,000,000	1,000,000	3,000,000	1,000,000	7,000,000
Infield Pond Improvements, Water	300,000	0	0	0	0	300,000
Sanitary and Storm Water System Improvements	50,000	50,000	50,000	50,000	50,000	250,000
Upgrade Maintenance Shops and Office	40,000	40,000	50,000	100,000	60,000	290,000
Sidewalks & Curbs for Union Avenue	30,000	150,000	150,000	150,000	30,000	510,000
Rehab Perimeter Wrought Iron Fencing & Gates	80,000	80,000	80,000	80,000	80,000	400,000
Rehab Perimeter Chain Link Fencing	40,000	40,000	40,000	40,000	40,000	200,000
Tree Planting	30,000	30,000	30,000	30,000	30,000	150,000
SUBTOTAL	**1,570,000**	**1,390,000**	**1,400,000**	**3,450,000**	**1,290,000**	**9,100,000**

SARATOGA RACE COURSE
PROPOSED FIVE YEAR CAPITAL IMPROVEMENT PLAN

	2008	2009	2010	2011	2012	Totals
TRACK AND INFIELD MAINTENANCE						
Install New Safety Rail on Main Track	0	0	0	0	279,000	279,000
New Turf Track	0	0	0	0	12,000,000	12,000,000
Warning Lights on Main and Training Track	0	100,000	0	0	0	100,000
Main Turf Course Irrigation System	650,000	0	0	0	0	650,000
New Rail Claire Court	0	0	0	75,000	0	75,000
SUBTOTAL	**650,000**	**100,000**	**0**	**75,000**	**12,279,000**	**13,104,000**
MISCELLANEOUS						
Purchase and Install KEENELAND STYLE DAKTRONICS DISPLAY SYSTEM	0	0	2,200,000	0	0	2,200,000
Infrastructure Cabling	340,000	0	0	0	0	340,000
Infrastructure Network	220,000	0	0	0	0	220,000
Wireless Network	100,000	0	0	0	0	100,000
Install/Lease complete back-up data center for 100% redundancy	0	850,000	2,500,000	0	0	3,350,000
Replace soon to be obsolete Broadcasting equipment with 100% redundancy back-up	2,500,000			0	0	2,500,000
SUBTOTAL	**3,160,000**	**850,000**	**4,700,000**	**0**	**0**	**8,710,000**
SARATOGA TOTALS	**6,570,000**	**5,917,000**	**11,217,200**	**10,107,848**	**43,372,162**	**77,184,210**

SARATOGA RACE COURSE
PROPOSED FIVE-YEAR CAPITAL IMPROVEMENT PLAN

GRANDSTAND & CLUBHOUSE

Escalator/Elevator Improvements: Upgrade and improve all existing elevators, escalators and related equipment. Most equipment is over 30 years old. Install a passenger elevator somewhere in the Grandstand.
Reference: 6(d), 6(e), 6(f)

Est. Cost: $ 775,000

Fire Safety Systems Upgrade: Upgrade fire detection, fire alarm and reporting systems as needed.
Reference: 6(e), 6(f)

Est. Cost: $ 250,000

Upgrade Electrical and Lighting Systems: Upgrade facility electrical systems as required to keep pace with growing demand and code requirements. Improve the quality and efficiency of lighting in all areas. Replace deteriorated fixtures and add lighting in deficient areas.
Reference: 6(d), 6(e), 6(f)

Est. Cost: $ 675,000

Grandstand/Clubhouse Area Plumbing, HVAC Improvements: Upgrade water mains and services including expansion of hot water service. Upgrade sanitary and waste water lines. Improve air-conditioning systems. Reference: 6(e), 6(g)

Est. Cost: $ 250,000

Concession Area Improvements: Improvements to permanent concession facilities including hot water, sanitary sewer connections, interior upgrades, and permanent exterior facilities.
Reference: 6(e), 6(f)

Est. Cost: $ 487,000

Awning & Canopy Replacement and Modification: Existing units need to be replaced on a rotating basis due to normal wear and tear. Modifications as required. East Union Ave Entrance, Clubhouse/Paddock Building Connector, Paddock Escalator, Stairway to Clubhouse Terrace, Clubhouse Entrance, Rail Tent Entrance, Backyard Pari-mutuel Buildings, Winner's Circle Scale, 13 TV Umbrellas.
Reference: 6(e)

Est. Cost: $ 550,000

Two-Story Tent, At the Rail: Installation of a two-story aluminum-frame tent structure to replace the "At the Rail" dining tent. Include all utilities, furnishings, air conditioning, site preparation. The existing service building will need to be replaced by a much larger 2 story structure with kitchen/service facilities, rest rooms, utilities, elevator service, etc. Will not be necessary if Clubhouse extension project is approved. $3.7 million 2008 inflated by 4% per annum
Reference: 6(e)

Est. Cost: $ 4,162,000

Permanent Roof, 2nd Floor Clubhouse Terrace: Design and install a permanent roof structure above the 2nd floor Terrace from the Carousel to the Clubhouse Dining Terrace. Include all necessary electrical, plumbing, fire alarm and sprinkler work. Rehabilitate all concrete deck areas. Open pari-mutuel bays for accessibility and air flow. Upgrade concessions.
Reference: 6(e), 6(g)

Est. Cost: $ 2,000,000

Paddock Pari-Mutuel Building, Roof Replacement: Replace deteriorating slate roofing and wood decking. Check structural members. Rework all valley areas and dormers; repair louvers and paint. All new copper flashing and ridge caps. 16,600 sq. ft in 2008 dollars inflated at 4% per annum
Reference: 6(c), 6(g)

Est. Cost: $ 416,000

Renovate Pari-Mutuel Facilities: Rehabilitate the interior and exterior of mutual bays; upgrade catwalk areas, money rooms, and offices.
Reference: 6(c), 6(e)

Est. Cost: $ 600,000

New Saddling Shed: Design and construct a new, larger saddling shed with a permanent roof structure to replace the existing, seasonal canvas cover. Add additional stalls, and upgrade the Paddock Judges office 1,900 sq. ft $175K in 2008 dollars inflated by 4% per annum.
Reference: 6(c), 6(g)

Est. Cost: $ 190,000

Repave the Grandstand/Clubhouse Apron: Current paving is cracked, deteriorated, and uneven in many areas. Due to build up from past paving, this area needs to be milled and regraded before new paving is added. Address any utility issues before new paving is installed. A follow-up seal coat would be advisable.
Reference: 6(c), 6(e)

Est. Cost: $ 250,000

Reserved Seat Replacement, Grandstand: Replace all stadium seating in the 1964 Grandstand addition area (Sections M through Y) with weather resistant seating units. Approximately 4,300 seats.
Reference: 6(e), 6(g)

Est. Cost: $ 180,000

Paint Grandstand/Clubhouse Structural Steel: Professional cleaning, surface preparation and painting of structural steel and high ceiling areas of the 1st floor Grandstand and Clubhouse
Reference: 6(f), 6(g)

Est. Cost: $ 325,000

New Floors in 3 Public Restrooms: Upgrade the floors in the Paddock Ladies' Room and the Ladies and Men's Rooms in the Garden Terrace.
Reference: 6(c), 6(e), 6(g)

Est. Cost: $ 75,000

Paddock Tent Improvements: Replace the existing tent and service building with a permanent open pavilion type structure with kitchen facilities, storage, public restrooms, pari-mutuels, etc. $600K 2008 dollars 6000 sq. ft inflated at 4% per annum
Reference: 6(b), 6(c), 6(e), 6(f)

Est. Cost: $ 675,000

Clubhouse Extension: Design and construction of an architecturally compatible addition to the west of the existing Clubhouse encompassing the "At the Rail" tent facility. Include new boxes, patron dining facilities, reserved seats, concessions, pari-mutuels, restrooms, offices, and related facilities. Renovations to the existing 1928 Clubhouse and terrace areas.
Reference: 6(b), 6(e), 6(g)

Est. Cost: $ 18,000,000

New Furniture for Patron Areas: Purchase of additional and replacement park benches, picnic tables, tables, chairs, seating units and other equipment to enhance patron comfort.
Reference: 6(c), 6(g)

Est. Cost: $ 250,000

Improve the Walking Ring Viewing Area: Install paved walkways and standee areas around the exterior of the Walking Ring to improve patron viewing of this area.
Reference: 6(e), 6(f)

Est. Cost: $ 100,000

Clubhouse Slate and Metal Roofing: Replacement of aging slate and metal roofing on the circa 1928 Clubhouse structure. Include decking replacement as needed. Replace gutters and downspouts.
Reference: 6(e), 6(g)

Est. Cost: $ 300,000

Grandstand Slate Roofing: Replace slate roofing on the 1964 Grandstand addition. Include decking replacement as needed. Replace gutters and downspouts.
Reference: 6(e), 6(f), 6(g)

Est. Cost: $ 400,000

Rehabilitate Clubhouse Wood Floors: Wood, tongue and groove flooring in many areas of the Clubhouse is worn significantly and large areas need replacement.
Reference: 6(e), 6(f), 6(g)

Est. Cost: $ 200,000

Restore Decorative Iron Work, Fencing, Wood Finishes: Implement a program to restore various decorative wrought iron and cast iron fixtures, railings, fencing and decorative features. Restore and/or replace wood finishes as required.
Reference: 6(g)

Est. Cost: $ 200,000

Upgrade Roads and Horsepaths: Improvements to roads, pedestrian walkways and horsepath areas to address safety standards and eliminate potential hazards.
Reference: 6(e), 6(f), 6(g)

Est. Cost: $ 150,000

BACKSTRETCH AND PADDOCK

Stable Area Drainage Improvements: Design and installation of a variety of engineered and natural systems including manholes, piping, catch basins, dry wells, etc. to provide better drainage throughout the Stabling Area. Connect to City of Saratoga Springs where feasible.
Reference: 6(f), 6(g)

Est. Cost: $ 1,100,000

Stable Area Electrical Improvements: Upgrade electrical systems in barns/dorms including new services, panels, wiring, receptacles, lighting.
Reference: 6(f), 6(g)

Est. Cost: $ 250,000

Stable Area Plumbing Improvements: Install new water services to barns/dorms as required. Deepen shallow mains, re-pipe barns as needed, and additional spigots where needed.
Reference: 6(f), 6(g)

Est. Cost: $ 250,000

Fire Alarm and Sprinkler System Improvements: Improvements and upgrades to fire detection, fire alarm, and fire suppression systems and related equipment as required.
Reference: 6(f)

Est. Cost: $ 250,000

Barn Jacking and Rehabilitation: There are approximately 12 barns that are currently in need of rehabilitation work including jacking and straightening, new sills, siding and interior board replacement as needed, electrical upgrades, stall flooring, etc.
Reference: 6(g)

Est. Cost: $ 1,469,010

New Barn Construction: Design and construction of new barns with up to 200 additional stalls including all related facilities and utilities; tack/feed rooms, hay storage, offices, etc. Conforms to Saratoga Historical Society Spec.
Reference: 6(g)

Est. Cost: $ 4,800,000

Barn Roof Replacement and Reconditioning: Replace and/or rehabilitate existing barn roofs, as needed, including slate, metal, asphalt shingle.
Reference: 6(g)

Est. Cost: $ 500,000

Additional Bathroom Facilities: Refurbish stable area bathroom facilities. Design and construct additional bathroom facilities.
Reference: 6(c), 6(f)

Est. Cost: $ 400,000

Upgrade Roads and Horsepaths: Improvements to roads, pedestrian walkways and horsepaths.
Reference: 6(f), 6(g)

Est. Cost: $ 175,000

DORMITORIES

Dorm Fire Safety Systems Upgrades: Installation of dry-pipe fire sprinkler systems in all dormitories.
Reference: 6(f)

Est. Cost: $ 1,875,000

Renovations to Dormitories: Structural and interior renovations to cottages and dormitories including doors, windows with screens, ceiling and wall coverings, shelving and clothes racks, electrical, lighting and alarm systems.
Reference: 6(f)

Est. Cost: $ 1,200,000

Dormitory Construction: Construction of one new dormitory per year to provide additional housing for backstretch personnel. 14 rooms each..
Reference: 6(f)

Est. Cost: $ 2,341,200

Dormitory Roof Replacement and Reconditioning: Replace and/or rehabilitate deteriorating roofing on dorms and cottages as required.
Reference: 6(f)

Est. Cost: $ 200,000

FACILITIES, OTHER

CAFO: Allocation for potential impact of CAFO regulations.
Reference: 6(f)

Est. Cost: $ 7,000,000

Infield Pond Improvements, Water: Develop and implement a plan to deepen the infield pond and install a liner. Install a well system with pump(s) to provide water for lake and possibly for future irrigation of the turf courses. Investigate additional sources of water in other areas of property.
Reference: 6(d), 6(g)

Est. Cost: $ 300,000

Sanitary and Storm Water System Improvements: Upgrade sanitary and storm water drainage systems as needed and where feasible. Installation of sewer pumps at the Dupont and Sanford area stabling facilities.
Reference: 6(f)

Est. Cost: $ 250,000

Upgrade Maintenance Shops and Office: Remodel the interior of the Facilities Office. Interior and exterior improvements to maintenance shops including safety systems. Dust control system for carpenter shop (Installation of a dust control system covering all major equipment in the Carpenter Shop).
Reference: 6(c), 6(f), 6(g),

Est. Cost $ 290,000

Sidewalks and Curbs for Union Avenue: Installation of sidewalks and curbing as needed along Union Avenue from East Avenue toward I-87, both sides. Work with the City of Saratoga Springs and NYSDOT.
Reference: 6(e), 6(f), 6(g)

Est. Cost: $ 510,000

Rehabilitate Perimeter Wrought Iron Fencing & Gates:
Reference: 6(g)

Est. Cost: $ 400,000

Rehabilitate Perimeter Chain Link Fencing:
Reference: 6(g)

Est. Cost: $ 200,000

Tree Planting: Replacement of damaged and/or diseased trees throughout the Facility. Additional plantings where feasible.
Reference: 6(g)

Est. Cost: $ 150,000

TRACK AND INFIELD MAINTENANCE

Install New Safety Rail on Main Track: New "Safety" to replace old and outdated rail.
Reference: 6(f), 6(g)

Est. Cost: $ 279,000

New Turf Track: New track will allow for turf racing in all weather.
Reference: 6(a), 6(b)

Est. Cost: $ 12,000,000

Warning Lights for Training Track and Main Track: Strobe lights on a 12 volt system to warn riders. This will replace the inadequate siren system
Reference: 6(f)

Est. Cost: $100,000

Main Turf Course Irrigation: Replace existing agricultural pipe system which is inadequate and inconsistent.
Reference: 6(d), 6(g)

Est. Cost: $650,000

New Rail Claire Court: Existing wooden rails need to be replaced on this training oval.
Reference: 6(f), 6(g)

Est. Cost: $ 75,000

MISCELLANEOUS

Purchase and Install KEENELAND STYLE DAKTRONICS DISPLAY SYSTEM
Reference: 6(f), 6(g)

Est. Cost: $ 2,200,000

Infrastructure Cabling: 800 Network runs, 200 Fiber runs, 12 IDF closets
Reference: 6(c), 6(d)

Est. Cost: $ 340,000

Infrastructure Network; 2 Cisco 6509 switches, 2 Cisco FW modules
Reference: 6(c), 6(d)

Est. Cost: $ 220,000

Wireless Network: Airdefense, Aruba Networks
Reference: 6(c), 6(d)

Est. Cost: $ 100,000

Install/Lease complete back-up data center for 100% redundancy: Assumes construction of a 2,500 sq. ft. computer facility with back-up power for data center only and 2.5 million hardware and network expense
Reference: 6(d)

Est. Cost: $ 3,350,000

Replace soon to be obsolete Broadcasting equipment with 100% redundancy back-up: Preliminary Pricing CCTV
Reference: 6(a), 6(c), 6(d)

Est. Cost: $ 2,500,000

GRAND TOTAL SARATOGA **$ 77, 184,210**

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EQUIPMENT

PROPOSED FIVE YEAR CAPITAL IMPROVEMENT PLAN

EQUIPMENT - GENERAL

	2008	2009	2010	2011	2012	TOTALS
Track Equipment: Aqueduct, Belmont, Saratoga	717,000	787,000	773,500	825,000	845,000	3,947,500
Security: Aqueduct, Belmont, Saratoga	21,000	18,000	19,000	24,000	25,000	107,000
Parking: Aqueduct, Belmont, Saratoga	70,000	-	-	-	-	70,000
Ambulance (Horse/Human)	290,000	300,000	90,000	105,000	330,000	1,115,000
Vanning	-	-	-	-	-	-
Cleaning	15,000	20,000	16,200	16,800	17,500	85,500
Special Equipment (Trams)	-	600,000	572,000	-	-	1,172,000
Maintenance Equipment: Aqueduct	211,000	207,000	225,000	226,000	227,000	1,096,000
Maintenance Equipment: Belmont	320,000	340,000	352,000	435,000	320,000	1,767,000
Maintenance Equipment: Saratoga	175,000	182,000	196,000	194,000	200,000	947,000
EQUIPMENT- GENERAL GRAND TOTAL	**1,819,000**	**2,454,000**	**2,243,700**	**1,825,800**	**1,964,500**	**10,307,000** *

*This total assumes that NYRA leases equipment whenever possible. If all equipment was purchased the total may increase by as much as 100%.

EQUIPMENT
PROPOSED FIVE YEAR CAPITAL IMPROVEMENT PLAN

EQUIPMENT - GENERAL
TRACK EQUIPMENT - AQUEDUCT/BELMONT/SARATOGA

2008		2009		2010		2011		2012		TOTALS
L000 7210 Tractor	20,000	130-90 Ford Water Truck	110,000	133 Watertruck	125,000	480-90 Bomac Roller	120,000	04 John Deere 048 Payloder	120,000	
L000 7210 Tractor	20,000	126-80 Ford Water Truck	80,000	224 Horse Ambulance	175,000	255 97 Chevy Tract. w/Km. H/Amb	200,000	135 Boom Truck 200 Ford 8000	200,000	
L000 7210 Tractor	20,000	128-84 Ford Water Truck	105,000	129-86 Ford Boom	15,500	Turf Sweeper	45,000	Track Car	70,000	
252-86 GMC Horse Ambulance	170,000	411-89 Athey Loader	150,000	131 91 Ford Water Truck	170,000	136 2000 Sterling Water Truck	130,000	Salt Truck	80,000	
15-72 Ford Tractor/Loader	130,000	121-67 Brockway W/Truck	80,000	132-91 Ford Water Truck	110,000	137 2000 Sterling Water Truck	130,000	123 2001 Sterling Water Truck	160,000	
L111 J. Deere Tractor	75,000	Salt Spreader	20,000	Salt Spreader	19,000	L473-99 J. Deere Payloader	150,000	407 Bomac Roller	115,000	
L112 J. Deere Tractor	75,000	1997 Salt Spreader	17,000	Turf Sweeper	24,000	Track Car	50,000	Track Rollers	100,000	
L113 J. Deere Tractor	75,000	125-71 Brockway Water Truck	95,000	L51 Gate Tractor	30,000					
14000 lb GVW Trailer	7,000	488-83 John Deere Grader	130,000	L11 Gate Tractor	30,000					
Stoltzfus Material Spreader	25,000			Infield Mower	75,000					
Magnet	50,000									
Sprender	25,000									
Spreader	25,000									
	717,000		787,000		773,500		825,000		845,000	3,947,500

EQUIPMENT - GENERAL
SECURITY EQUIPMENT - AQUEDUCT/BELMONT/SARATOGA

2008		2009		2010		2011		2012		TOTALS
1-92 CUSHMAN Cart	10,000	000 2002 John Deere Gaters	18,000	000 2002 John Deere Gaters	19,000	Gator	24,000	Gator	25,000	
John Deere Gaters	11,000									
	21,000		18,000		19,000		24,000		25,000	107,000

EQUIPMENT
PROPOSED FIVE YEAR CAPITAL IMPROVEMENT PLAN

EQUIPMENT - GENERAL
PARKING - AQUEDUCT/BELMONT/SARATOGA

2008		2009		2010		2011		2012		TOTALS
19-93 Chevy Van	35,000									
20-93 Chevy Van	35,000									
	70,000		0		0		0		0	70,000

EQUIPMENT - GENERAL
AMBULANCE - HORSE/HUMAN

2008		2009		2010		2011		2012		TOTALS
252 1986 Kinsey Horse Amb.	210,000	322-99 Ford Human Amb.	80,000	325 2003 Ford	90,000	L000 2003 Ford Ambulance Human	105,000	000 2004 Ford Ambulance Human	105,000	
324 Ford Human Ambulance	80,000	224 1992 Kinsey Horse Amb.	220,000					255 Chevy Horse Ambulance	225,000	
	290,000		300,000		90,000		105,000		330,000	1,115,000

EQUIPMENT - GENERAL
VANNING

2008		2009		2010		2011		2012		TOTALS
	0		0		0		0		0	-

EQUIPMENT - GENERAL
CLEANING

2008		2009		2010		2011		2012		TOTALS
L525-98 Factory Cat Scr.	15,000	JD Gator	20,000	000 John Deere Tractor	16,200	000 John Deere Tractor	16,800	000 John Deere Tractor	17,500	
	15,000		20,000		16,200		16,800		17,500	85,500

EQUIPMENT - GENERAL
SPECIAL EQUIPMENT (TRAMS)

2008		2009		2010		2011		2012		TOTALS
		New Tram 1	300,000	Tour Bus	260,000					
		New Tram 2	300,000	Tram #3	312,000					
	0		600,000		572,000		0		0	1,172,000

EQUIPMENT
PROPOSED FIVE YEAR CAPITAL IMPROVEMENT PLAN

AQUEDUCT MAINTENANCE EQUIPMENT

2008		2009		2010		2011		2012		TOTALS
478 1980 Gallon Grader	90,000	58-91 Toro Mower	22,000	176-97 Chevy Dump	64,000	L000 Chevy S10 PU	34,000	1 Leaf Vac	27,000	
214-91 Chevy 5YD Dump	55,000	153-92 GMC 5YD Dump	55,000	Salt Spreader	23,000	L000 Toro Mower	27,000	251 Chevy Welder Truck	70,000	
232-91 Chevy 5YD Dump w/Plow	45,000	497 Johnston Sweeper	130,000	464 Ditch Witch	48,000	L442 Backhoe	125,000	L000 Payloder	130,000	
Salt Spreader	21,000			469 MF Forklift	90,000	56-87 Ford Tractor w/Bucket	40,000			
	211,000		207,000		225,000		226,000		227,000	1,096,000

BELMONT MAINTENANCE EQUIPMENT

2008		2009		2010		2011		2012		TOTALS
Salt Spreader	18,000	414-94 Schwartz Sweeper	130,000	2 Leaf Vacs	32,000	L444 Payloader	165,000	477 1990 Gehl Grader	110,000	
120-67 Brockway Water Truck	75,000	122-67 Brockway Water Truck	90,000	415-95 Kohatsu Payloader	160,000	L445 Payloader	145,000	185 1985 Chevy Box Truck	100,000	
41-85 Toro Groundsmaster	22,000	412-92 Gehl Grader	90,000	420-60 Case Payloader	115,000	L442 Backhoe	125,000	L000 Payloder Small	110,000	
48-86 Ford Tractor	22,000	2 Leaf Blowers	30,000	L Chevy Van	45,000					
487-86 Allot Gracer	90,000									
2 Leaf Vac	20,000									
155-92 GMC Sub'n	30,000									
253-89 Chevy Pickup	28,000									
42 Ford Tractor	15,000									
	320,000		340,000		352,000		435,000		320,000	1,767,000

SARATOGA MAINTENANCE EQUIPMENT

2008		2009		2010		2011		2012		TOTALS
8-85 Ford 1910	22,000	410-89 Ford Backhoe	75,000	L000 2 Yd Dump Truck	43,000	L000 Barn Area Tractor	55,000	376 1988 GMC Bucket Truck	115,000	
34-92 Dihatsu Utility	18,000	440-87 Strato Lift	19,000	L000 2 Yd Dump Truck	44,000	L000 Small Road Grader	110,000	L000 Chevy 5 Yard Dump	85,000	
12-92 Ford Tractor	21,000	440-87 Strato Lift	19,000	L000 3 Yd Dump Truck	44,000	409-88 Clark Lift	29,000			
257-89 Chevy Pickup	27,000	L416-96 Ford Skidsteer	37,000	L000 Sm. Stake Truck	40,000					
54-87 Gravelly Mower	22,000	211-91 Chevy 2YD Dump	32,000	67-91 Ford Tractor	25,000					
150-36-89 Chevy 2YD Dump	32,000									
283 1985 Staff Truck	35,000									
	175,000		182,000		196,000		194,000		200,000	947,000
Total A/B/S Maint. Equip. 2008	1,619,000	Total A/B/S Maint. Equip. 2009	2,454,000	Total A/B/S Maint. Equip. 2010	2,243,700	Total A/B/S Maint. Equip. 2011	1,825,000	Total A/B/S Maint. Equip. 2012	1,964,500	
				Grand Total Equipment						10,307,000

EXHIBIT J

PERMITTED SUBLEASES

Permitted Subleases

1. Lease Agreement dated November 26, 2003 between The New York Racing Association, Inc., as landlord, and MMNY Land Company, Inc., as tenant.

EXHIBIT K

(Space above this line for Recording Data)

Title of Document:	Memorandum of Lease
Date of Document:	_____, 200__
Sublessor:	[VLT Operator]
Sublessor's Address:	
Sublessee:	The New York Racing Association, Inc.
Sublessee's Address:	110-00 Rockaway Boulevard, South Ozone Park, New York 11417
Full Legal Description:	See Attached Legal Description on page _____

Reference Book(s) and Page(s), if required:

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (hereinafter this "Memorandum") is made and entered by and between [VLT OPERATOR, a _____ ("Sublessor"), whose address is _____, and THE NEW YORK RACING ASSOCIATION, INC., a not-for-profit racing corporation incorporated pursuant to Serction 402 of the Not-For_Profit Corporation Law of New York, as authorized by Chapter 18 of the Laws of 2008 as ("Sublessee"), with a place of business at 110-00 Rockaway Boulevard, South Ozone Park, New York 11417 to evidence their execution of a certain Sublease Agreement dated _____, 200__.

RECITALS

A. Sublessor, as sublessor and Sublessee, as sublesee are parties to that certain Sublease Agreement (the "Sublease") dated _____, 20___, pursuant to which, *inter alia*, Sublessor subleases to Sublessee and Sublessee subleases from Sublessor certain premises located at the Aqueduct Racetract, as more particularly described therein (the "Subleased Premises");

B. Sublessee is the holder of the ground leasehold interest in a portion of the property known as the Aqueduct Racetrack and defined in the Sublease as the Facilities Ground Leased Premises pursuant to that certain Facilities Ground Lease dated _____, 20___, by and between The People of the State of New York Acting by and Through the State Franchise Oversight Board Pursuant to Chapter 18 of the Laws of 2008, as landlord (the "State" or "Landlord") and Sublessor, as tenant, said Subleased Premises being more particularly described in Exhibit A attached hereto (the "Subleasd Premises").

C. Sublessor and Sublessee desire to have the existence of the Sublease, as it relates to the Subleased Premises, become a matter of public record.

NOW, THEREFORE, in consideration of the premises and other good and valuable considerations, the parties hereby agree as follows:

1. Sublessor hereby affirms that it is the Sublessor under the Sublease of the Subleased Premises to Sublessee, and Sublessee hereby affirms that it is the Sublessee under the Sublease of the Subleased Premises from Sublessee.

2. For the purposes of the Sublease, all notices to the Sublessor and the Sublessee may be sent to the following address:

If to Sublessee:

The New York Racing Association, Inc.
Aqueduct Racetrack
110-00 Rockaway Boulevard
South Ozone Park, New York 11417
Attn: General Counsel

With a copy to:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Brian S. Rosen, Esq.

If to Sublessor:

[VLT Operator]

With a copy to:

The New York State Franchise Oversight Board
Franchise Oversight Board
c/o Executive Chamber
The Capitol
Albany, NY 12224
Attention: Chairman
Telecopy: _____

With a copy to:

The Attorney General of the State of New York

With a copy to:

Charities Bureau

Department of Law
120 Broadway - 3rd Floor
New York, New York 10271

With a copy to:

The Racing and Wagering Board
Chairman
N.Y.S. Racing and Wagering Board
1 Broadway Center, Suite 600
Schenectady, New York 12305
Telecopy: (518) 347-1250

With a copy to:

Paul, Weiss, Rifkind, Wharton & Garrison LLP
1285 Avenue of the Americas
New York, NY 10019
Attn: Alan S. Kornberg, Esq.

2. In accordance with the terms of the Sublease, Sublessee shall have and hold the Subleased Premises for a term that, unless sooner terminated as otherwise provided in the Sublease, shall expire on _____.

3. The Sublease does not grant to Sublessee the right to purchase any right, title or interest in or to any portion of the Subleased Premises or the Sublessee's property.

4. This Memorandum and any amendment to this Memorandum may be signed in any number of counterparts, each of which shall be an original, with the same effect as if the signatures thereto were upon the same instrument.

THE FOREGOING IS INTENDED AS A SUMMARY ONLY TO PROVIDE NOTICE OF CERTAIN LEASE PROVISIONS, AND DOES NOT LIMIT OR OTHERWISE AFFECT THE FULL PROVISIONS OF THE LEASE. PERSONS HAVING A BONA FIDE INTEREST SHOULD NOT RELY SOLELY ON THIS MEMORANDUM OF LEASE IN TRANSACTING BUSINESS WITH THE SUBLESSOR OR THE SUBLESSEE, BUT MAY REQUEST PERMISSION TO EXAMINE THE FULL TEXT OF THE SUBLEASE, (OR RELEVANT PROVISIONS) BY CONTACTING THE SUBLESSOR OR THE SUBLESSEE AT THE ADDRESSES SET FORTH ABOVE.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

IN WITNESS WHEREOF, the parties have executed this Memorandum of Sublease as of the _____ day of _____, 20__.

Sublessor:

{VLT OPERATOR}

By:_____
Name:_____
Title:_____

Sublessee:

THE NEW YORK RACING ASSOCIATION, INC.

By:_____
Name:_____
Title:_____

STATE OF _____ §
§
COUNTY OF _____ §

This instrument was acknowledged before me on _____, 20__ by _____, the _____ of _____, a [STATE OF FORMATION] corporation, on behalf of said corporation.

_____
Notary Public's Signature

(PERSONALIZED SEAL)

STATE OF _____ §
§
COUNTY OF _____ §

This instrument was acknowledged before me on _____, 20__ by _____, the _____ of _____, a Delaware limited liability company, on behalf of said limited liability company.

_____
Notary Public's Signature

(PERSONALIZED SEAL)

EXHIBIT A

Description of the Premises

EXHIBIT L

SUBLESSEE'S INSURANCE REQUIREMENTS

Sublessee Insurance Requirements

Prior to the date on which possession of the Subleased Premises is delivered to the Sublessee, the Sublessee shall file with The People of the State of New York, Office of General Services (together with Sublessor, collectively referred to hereinafter as "OGS"), Certificates of Insurance executed by a duly authorized representative of each insurer evidencing compliance with all requirements contained in this Sublease. Such Certificates shall be of form and substance acceptable to OGS.

Acceptance and/or approval by the OGS does not and shall not be construed to relieve Sublessee of any obligations, responsibilities or liabilities under the Sublease or represent adequacy of the insurance or limits.

All insurance required by the Sublease shall be obtained at the sole cost and expense of the Sublessee, shall be maintained with insurance carriers licensed to do business in New York State, and acceptable to OGS; shall be primary and non-contributing to any insurance or self insurance maintained by OGS; shall be endorsed to provide written notice be given to OGS, at least thirty (30) days prior to the cancellation, non-renewal, or material alteration of such policies, and Sublessee shall request that such notice be evidenced by return receipt of United States Certified Mail, and such notice shall be sent to Landlord and Sublessor and such policies shall name Sublessor, The People of the State of New York, NY State Urban Development Corp. dba Empire State Development Corp., The Franchise Oversight Board and their respective officers, agents, trustees, directors and employees as additional insureds thereunder. (General Liability Additional Insured Endorsement shall be on Insurance Service Office's (ISO) form number **CG 20 26 11 85**). The additional insured requirement does not apply to Workers Compensation or Disability coverage.

The Sublessee shall require any subcontractors hired, to carry insurance with the same provisions provided herein . Contractors involved in the construction, maintenance, renovation or repair of the Subleased Premises will maintain Commercial General Liability limits of not less than $5,000,000 each occurrence or in the case of major construction, additions or renovations limits agreed to by OGS and General Liability Additional Insured Endorsement shall be on Insurance Service Office's (ISO) form number **CG 20 10 11 85**. Notwithstanding the foregoing, all Contractors shall have such insurance coverage (i) as is commercially reasonable with respect to the form and amounts of coverage, taking into account the size and cost of any construction, maintenance, renovation or repair of the Subleased Premises, or (ii) as otherwise required by the State, using the same standard.

The Sublessee shall be solely responsible for the payment of all deductibles and self insured retentions to which such policies are subject. Deductibles and self insured retentions must be approved by OGS. Such approval shall not be unreasonably withheld.

Each insurance carrier must be rated at least "A-" Class "VIII" in the most recently published Best's Insurance Report. If, during the term of the policy, a carrier's rating falls below "A-" Class "VII", the insurance must be replaced no later than the renewal date of the policy with an insurer acceptable to OGS and rated at least "A-" Class "VII" in the most recently published Best's Insurance Report.

The Sublessee shall cause all insurance to be in full force and effect as of the commencement date of this Sublease and to remain in full force and effect throughout the term of this Sublease and as further required by this Sublease. The Sublessee shall not take any action, or omit to take any action that would suspend or invalidate any of the required coverages during the period of time such coverages are required to be in effect.

Not less than thirty (30) days prior to the expiration date or renewal date, the Sublessee shall supply OGS updated replacement Certificates of Insurance, and amendatory endorsements.

The Sublessee, throughout the term of this Sublease, or as otherwise required by this Sublease, shall obtain and maintain in full force and effect, the following insurance with limits not less than those described below and as required by the terms of this Sublease, or as required by law, whichever is greater (limits may be provided through a combination of primary and umbrella/excess policies):

(a) Commercial General Liability Insurance with a limit of not less than $50,000,000 each occurrence. Such liability shall be written on the Insurance Service Office's (ISO) occurrence form CG 00 01, or a substitute form providing equivalent coverages and shall cover liability arising from premises operations, independent contractors, products-completed operations, broad form property damage including completed operations, personal & advertising injury, cross liability coverage, liability assumed in a contract including the tort liability of another and explosion, collapse and underground. The limit for Fire Damage Legal shall not be less than $100,000.

(b) Workers Compensation, Employers Liability, and Disability Benefits as required by New York State. If employees will be working on, near or over navigable waters, US Longshore and Harbor Workers Compensation Act endorsement must be included.

(c) Comprehensive Business Automobile Liability Insurance with a limit of not less than $10,000,000 each accident. Such insurance shall cover liability arising out of any automobile including owned, leased, hired and non owned automobiles.

(d) Commercial Property Insurance covering at a minimum, the perils insured under the ISO Special Causes of Loss Form (CP 10 30), or a substitute form providing equivalent coverages, for loss or damage to any owned, borrowed, leased or rented personal property, equipment, tools, including tools of their agents and employees, and property of OGS held in their care, custody and/or control.

(e) Rental Value Insurance providing coverage for fair rental value of any portion of the described Subleased Premises occupied by the Sublessee.

(f) Equipment Breakdown Insurance covering all of the boilers, fired or unfired pressure vessels, heating, ventilating and air-conditioning units or any other mechanical equipment which services the premises exclusively and which may malfunction or cause damage to property or injury to persons for the Full Insurable Value of the Subleased Premises. Sublessee shall be responsible for the regular inspection of the Boiler. A joint loss agreement endorsement should be attached to the Equipment Breakdown and Commercial Property Insurance policies if with different insurance carriers. OGS is to be named as an insured.

(g) Bailees insurance with limits of not less than $10,000,000 covering liability arising from loss or damage to the property of others while being transported, in storage or otherwise in the care, custody or control of the Sublessee.

(h) Garage Keepers Legal Liability Coverage with a limit of not less than $1,000,000 at each location for Comprehensive and Collision Coverage for damage to a customer's automobile or automobile equipment in Sublessee's care, custody or control.

(i) If the Sublessee uses, stores, handles, processes or disposes of Hazardous Materials, then Sublessee shall maintain in full force and effect through the term, Environmental Impairment Liability insurance with limits of not less than $5,000,000, providing coverage for bodily injury, property damage or loss of use of damaged property or of property that has not been physically injured. Such policy shall provide coverage for actual, alleged or threatened emission, discharge, dispersal, seepage, release or escape of pollutants, including any loss,

cost or expense incurred as a result of any cleanup of pollutants or in the investigation, settlement or defense of any claim, suit, or proceedings against The People of the State of New York, arising from Sublessee's use, storage, handling, processing or disposal of Hazardous Materials.

(j) If the Sublessee sells, distributes, serves or furnishes alcoholic beverages, then Sublessee shall maintain in full force and effect through the term, Liquor Liability Insurance with limits of not less than $5,000,000.

(k) During the performance of any Construction Work, Restoration or Alteration ,the Sublessee will maintain or require the contractors to maintain Builder's risk coverage on a completed value form covering the perils insured under the ISO special causes of loss form, including collapse, water damage, and transit and theft of building materials, with deductible reasonably approved by OGS, in non reporting form, covering the total value of work performed and equipment, supplies and materials at the location of the job as well as at any off-site storage location used with respect to such work. The policy shall cover the cost of removing debris, including demolition as may be legally necessary by the operation of any law, ordinance or regulation. Such policy shall name as insureds, The People of the State of New York, the Sublessee, Contractor and Subcontractors. Consent of the carrier must be included to allow for the occupancy or use of the Subleased Premises by Sublessee and OGS.

(l) If any Construction Work, Restoration or Alteration involves abatement, removal, repair, replacement, enclosure, encapsulation and/or disposal of any hazardous material or substance, petroleum or petroleum product, the Sublessee will require the Contractor to maintain in full force and effect throughout the term hereof, Pollution Legal Liability insurance with limits of not less than $10,000,000, providing coverage for bodily injury and property damage, including loss of use of damaged property or of property that has not been physically injured. Such policy shall provide coverage for actual, alleged or threatened emission, discharge, dispersal, seepage, release or escape of pollutants, including any loss, cost or expense incurred as a result of any cleanup of pollutants or in the investigation, settlement or defense of any claim, suit, or proceedings against OGS arising from Contractor's work.

1. Coverage should be written on an occurrence basis. If not available and subject to the approval of OGS, coverage is

written on a claims-made policy, Sublessee shall require the Contractor to warrant that any applicable retroactive date precedes the effective date of the Contractor's contract (the "Contract"); and that continuous coverage will be maintained, or an extended discovery period exercised, for a period of not less than 2 years from the time work under the Contract is completed.

2. If the Contract includes disposal of materials from the job site, the Contractor must furnish to OGS, evidence of pollution legal liability insurance with a limit of not less than $5,000,000 maintained by the disposal site operator for losses arising from the disposal site accepting waste under the Contract.

3. If autos are to used for transporting hazardous materials, the Contractor shall provide pollution liability broadened coverage for covered autos (endorsement CA 99 48) as well as proof of MCS 90.

Waiver of Subrogation. Sublessee shall cause to be included in each of its policies insuring against loss, damage or destruction by fire or other insured casualty a waiver of the insurer's right of subrogation against OGS or, if such waiver is unobtainable (i) an express agreement that such policy shall not be invalidated if Sublessee waives or has waived before the casualty, the right of recovery against OGS or (ii) any other form of permission for the release of OGS.

Tab 8.E.:

NYRA Financing Agreement

EXHIBIT J

NYRA Financing Agreement

Exhibit J

NYRA FINANCING AGREEMENT
CONTRACT #

THIS AGREEMENT ("Agreement") is made as of the __ day of _____, 2010 by and among GENTING NEW YORK LLC having an address at c/o Steven Wilner, 1 Liberty Plaza, New York New York, 10006 ("Video Lottery Facility Operator"), the NEW YORK STATE DIVISION OF THE LOTTERY ("Lottery"), an executive agency of the State of New York, with a mailing address of One Broadway Center, P.O. Box 7500, Schenectady, New York 12301, and the NEW YORK RACING ASSOCIATION, INC. ("NYRA"), a not-for-profit corporation incorporated pursuant to Section 402 of the Not-For-Profit Corporation Law of the State of New York as authorized by Chapter 18 of the Laws of 2008, with a place of business at 110-00 Rockaway Boulevard, Jamaica, New York 11417, sometimes collectively referred to herein as the "Parties" or singularly as a "Party."

WITNESSETH:

WHEREAS, the Lottery, on behalf of the State of New York, issued a Request for Proposals ("RFP") on May 11, 2010 to solicit Proposals from Vendors seeking the award of a Video Lottery License to develop and operate a Video Lottery Facility at Aqueduct Racetrack ("Aqueduct") in the Borough of Queens in the City of New York ("Video Lottery Facility"); and,

WHEREAS, pursuant to Chapter 90 of the Laws of 2010 and the _____Agreement, dated _____ ("ESDC Loan Agreement"), New York State Urban Development Corporation d/b/a Empire State Development Corporation ("ESDC") shall make a working capital loan to NYRA of up to twenty five million dollars ($25,000,000) for expenses at Aqueduct, Belmont and Saratoga racetracks.

WHEREAS, the Vendor selected to develop and operate the Video Lottery Facility (the "Video Lottery Facility Operator") is required to make payments to NYRA to enable NYRA to repay such advance to ESDC and maintain racing operations until such time as Video Lottery revenues become available to NYRA pursuant to Tax Law Section 1612 (f).

WHEREAS, the Parties desire to enter into this Agreement upon the provisions contained herein.

NOW, THEREFORE, in consideration of the promises and the agreements of the Parties contained herein, the Parties agree as follows:

ARTICLE I
LOAN AMOUNT

1.1 Pursuant to the ESDC Financing Agreement, ESDC shall make a loan to NYRA of twenty five million dollars ($25,000,000) through three (3) disbursements, with the first to occur in June, and the second and third disbursements to be made on dates prior to March 31, 2011, as determined by the Director of the Division of the Budget. Within ten (10) business days after the Aqueduct Memorandum of Understanding ("MOU") is signed and delivered to the Vendor by the Governor, the

Temporary President of the Senate, and the Speaker of the Assembly pursuant to Subdivision e of Section 1612 of the Tax Law, the Video Lottery Facility Operator shall repay to ESDC an amount equal to the monies disbursed to NYRA by ESDC. The Video Lottery Facility Operator will assume from ESDC the obligation to disburse any portion of the $25 million loan not disbursed by ESDC to NYRA under the ESDC Loan Agreement and shall lend such remaining portion to NYRA, in accordance with a plan approved by the Director of the Budget.

1.2. Upon the disbursement of the twenty five million dollar ($25,000,000) loan pursuant to section 1.1 of this Agreement, at the direction of the Director of the Division of the Budget, the Video Lottery Facility Operator shall advance funds of no more than $2 million per month to NYRA for racing operation expenses at Aqueduct, Belmont and Saratoga racetracks until video lottery gaming operations commence at the Video Lottery Facility. The amount that the Video Lottery Facility Operator shall advance to NYRA monthly for such racing operation expenses shall be approved by the Director of the Division of the Budget. The Video Lottery Facility Operator shall not advance any amount of such expenses unless approved by the Director of the Division of the Budget.

1.3. The annual rate of interest shall be equal to two percent per annum commencing each date any monies are paid to NYRA under the ESDC Loan Agreement and this Agreement until all monies are fully repaid to the Video Lottery Facility Operator.

ARTICLE II
REPAYMENT

2.1. All monies paid to NYRA under the ESDC Loan Agreement and this Agreement shall be repaid to the Video Lottery Facility Operator from the portion of the vendor fee that would otherwise be due to NYRA pursuant to paragraphs 3 and 4 of subdivision f of section 1612 of the Tax Law on account of video lottery revenues from the Video Lottery Facility ("NYRA Portion").

2.2. The Video Lottery Facility Operator shall have no other recourse against NYRA, ESDC or the Lottery to collect repayment of any monies paid to NYRA under the ESDC Loan Agreement and this Agreement, except from the NYRA Portion.

2.3. The Parties agree that, commencing six months from the date VLT operations at Aqueduct begin, the Lottery will authorize the Video Lottery Facility Operator to retain amounts in accordance with a plan approved by the Director of the Division of the Budget equal to twenty-five percent (25%) of the total NYRA Portion until all monies paid to NYRA under the ESDC Agreement and this Agreement are fully repaid to the Video Lottery Facility Operator.

ARTICLE III
MISCELLANEOUS

3.1. This Agreement may not be amended, modified, supplemented or terminated unless in writing and duly executed by the party against whom the same is sought to be asserted, subject to the approval of the Office of the State Comptroller and the Office of the Attorney General, and constitutes the entire agreement between the parties with respect to the subject matter hereof.

3.2. The interpretation, validity and enforcement of this Agreement shall be governed by and construed under the laws of the State of New York.

3.3. Documents Incorporated: Appendix A, "Standard Clauses for all New York State Contracts" and Appendix B, The ESDC Loan Agreement.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above-written.

VIDEO LOTTERY FACILITY OPERATOR

By:_____
Name:
Title:
Date:

NEW YORK STATE DIVISION OF THE LOTTERY

By: Medenica
Name: GORDON MEDENICA
Title: DIRECTOR
Date: 6/9/10

NEW YORK RACING ASSOCIATION, INC.

By:_____
Name:
Title:
Date:

3.2. The interpretation, validity and enforcement of this Agreement shall be governed by and construed under the laws of the State of New York.

3.3. Documents Incorporated: Appendix A, "Standard Clauses for all New York State Contracts" and Appendix B, The ESDC Loan Agreement.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above-written.

VIDEO LOTTERY FACILITY OPERATOR

By:
Name: Barry A. Hoffman
Title: Director
Date: June 25, 2010

NEW YORK STATE DIVISION OF THE LOTTERY

By:
Name:
Title:
Date:

The NEW YORK RACING ASSOCIATION, INC.

By:
Name: Charles E. Hayward
Title: President/CEO
Date: June 9, 2010

ACKNOWLEDGMENTS

STATE OF NEW YORK)
): ss.
COUNTY OF Nassau)

On the 9th day of June, in the year 2010, before me, the undersigned, personally appeared Charles E. Haywood, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Witness My Hand and Official Seal.

Signature

Pasquale Viscual
Notary Public, State of New York
No. 02VI6068172
Qualified in Queens County
Commission Expires Dec. 24, 2013

My Commission expires on _____

STATE OF NEW YORK)
): ss.
COUNTY OF)

On the 25 day of June, in the year 2010, before me, the undersigned, personally appeared Barry Hoffman, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Witness My Hand and Official Seal.

Signature

My Commission expires on August 4, 2012

Gregory Coates
Notary Public, State of New York
No. 01CO6191149
Qualified in New York County
Commission Expires August 4, 2012

Tab 8.F.:

Grant Disbursement Agreement

This **GRANT DISBURSEMENT AGREEMENT** includes all exhibits and attachments hereto and is made on the terms and by the parties listed below and relates to the Project described below:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION d/b/a EMPIRE STATE DEVELOPMENT CORPORATION ("ESDC"):	633 Third Avenue New York, NY 10017 Contact: _____ Phone: _____ Fax: _____ e-mail: _____

THE GRANTEE:	Name: Genting New York LLC Address: c/o Steven Wilner 1 Liberty Plaza, NY, NY 10006 Contact Name: Barry Hoffman Contact Title: Director Phone: 1 323 962 8438 Fax: n/a e-mail: barry.hoffman@gentingenergy.com

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THE PROJECT:	Aqueduct Video Lottery Gaming Facility - Capital Works and Purposes Necessary to Properly House Video Lottery Terminal Gaming at Aqueduct Racetrack
PROJECT NUMBER:	_____
GRANT AMOUNT:	$250,000,000
FUNDING SOURCE:	New York State Urban Development Corporation – Capital Works or Purposes Bonds

---

ESDC APPROVAL DATE:	_____
EXPIRATION DATE:	_____

TERMS AND CONDITIONS

1. The Project

(a) The project will occur as described in the Memorandum of Understanding (the "MOU") a copy of which is attached as Exhibit A. The Grantee will perform the tasks on the schedule and as described in Exhibit A to this Agreement.

(b) The Grantee shall satisfy the applicable funding design and construction requirements attached hereto as Exhibit B.

(c) The Grantee will provide the consultant/contractor/vendor disclosure(s) required by Exhibit C.

2. Project Budget and Use of Funds

The Grantee will perform the project in accordance with the overall project budget, which includes the Grant funds, set forth in Exhibit D to this Agreement. The Grant will be applied only to eligible expenses, which are separately identified.

3. Conditions Precedent to Disbursement of the Grant

No grant funds shall be disbursed unless the Grantee is in compliance with the terms and conditions of this Agreement, including, but not limited to, Exhibit F (Disbursement Terms), and the following conditions have been satisfied:

(a) ESDC has received an opinion of Grantee's counsel, in substantially the form appended to this Agreement as Exhibit E.

(b) Any necessary approval has been issued by the Director of Budget of the state of New York, and the Grant funds have been received by ESDC.

(c) The Grantee has completed, signed, had notarized, and delivered to ESDC the Disclosure and Accountability Certification appearing as Exhibit J to this Agreement and the Corporation has, in its sole discretion, considered the disclosure, if any, made therein and determined to proceed in making the Grant.

(d) ESDC has received an acknowledgement from the New York State Division of the Lottery of Grantee compliance, in substantially the form attached hereto as Exhibit G-3.

4. Disbursement

Subject to the terms and conditions contained in this Agreement, ESDC shall disburse the Grant to the Grantee as follows:

(a) ESDC shall reimburse the Grantee, in the manner as set forth in Exhibit F, the amount of eligible expenses actually incurred by the Grantee, after presentation to ESDC of a Payment Requisition Form, in the form attached to this Agreement as Exhibit G and its attachments, together with such supporting documentation as ESDC may require, including, the applicable documents in the forms provided in Exhibit B for the funding design and construction requirements.

(b) The last ten percent (10%) of the Grant shall not be disbursed by ESDC until all of the tasks and reports required under this Agreement have been completed to ESDC's satisfaction.

(c) In no event will ESDC make any payment which would cause ESDC's aggregate disbursements to exceed the Grant amount.

5. Non-Discrimination and Affirmative Action

The Grantee will comply with ESDC's Non-Discrimination and Affirmative Action policies set forth in Exhibit H to this Agreement.

6. No Liability of ESDC

ESDC shall not in any event whatsoever be liable for any injury or damage, cost or expense of any nature whatsoever that occurs as a result of or in any way in connection with the Project and the Grantee hereby agrees to indemnify and hold harmless ESDC, the State and their respective agents, officers, employees and directors (collectively, the "Indemnitees ") from and against any and all such liability other than that caused by the gross negligence or the willful misconduct of the Indemnitees.

7. Representations, Warranties and Covenants

The Grantee represents, warrants and covenants that:

(a) It has full power and authority to execute and deliver this Agreement and to perform its obligations hereunder.

(b) This Agreement was duly authorized, executed and delivered by the Grantee and is binding and enforceable against the Grantee in accordance with its terms.

(c) It is duly organized, validly existing and in good standing under the laws of the State of its organization, has full power and authority to own its assets and to conduct the activities in which it is now engaged or proposed to be engaged and is duly qualified and in good standing under the laws of each other jurisdiction in which such qualification is required and shall maintain its existence in good standing in each such jurisdiction.

(d) There are no actions, suits or proceedings or, to the knowledge of Grantee, threatened against, or affecting Grantee before any court, governmental entity or arbitrator, which may, in any one case or in the aggregate, materially adversely affect the financial condition, operations, properties or business of the Grantee, except as may have been disclosed in writing to ESDC.

(e) Grantee is in compliance and shall continue to comply in all material respects with all material applicable laws, rules, regulations and orders. The Grant shall be used solely for eligible expenses in accordance with the terms and conditions of this Agreement.

(f) The information submitted by the Grantee in connection with its response to the RFP (as defined in the MOU) issued by the New York State Division of Lottery (the "Division of Lottery") for the project described therein, including the Grant, as such response may have been amended or supplemented in accordance with the RFP and as approved in writing by the Division of Lottery (the "Proposal"), is incorporated herein by reference in its entirety. In the event of an inconsistency between the descriptions, conditions, and terms of this Agreement and those contained in the RFP or the Proposal, the provisions of this Agreement shall govern. The Grantee hereby acknowledges that, in making the Grant, ESDC has relied on the statements and representations made by the Grantee in the Proposal. The Grantee hereby represents and warrants that it has made no material misstatement or omission of fact in the Proposal or otherwise in connection with the Grant and that the information contained in the Proposal continues on the date hereof to be materially correct and complete.

(g) The relationship of the Grantee (including, for purposes of this paragraph, its officers, employees, agents and representatives) to ESDC arising out of this Agreement shall be that of an independent contractor. The Grantee covenants and agrees that it will conduct itself in a manner consistent with such status, that it will neither hold itself out as, nor claim to be, an officer, employee, agent or representative of ESDC or the State by reason hereof, and that it will not by reason thereof, make any claim, demand or application for any right or privilege applicable to an officer, employee, agent or representative of ESDC or the State, including without limitation, worker's compensation coverage, unemployment insurance benefits, social security coverage or retirement membership or credit.

(h) Exclusive of payments made in accordance with the RFP, neither the Grantee nor any of the members of its Board of Directors or other governing body or its employees have given anything of value to anyone to procure the Grant or to influence any official act or the judgment of any person in the performance of any of the terms of this Agreement.

(i) Subject to subpart (p) of this Section 7, the Grant shall be used solely for eligible

expenses in accordance with the terms and conditions of this Agreement for capital works or purposes, including, but not limited to, costs for the design, acquisition, construction and equipment for such structures as may be necessary to properly house video lottery terminal gaming at Aqueduct racetrack, including, but not limited to, the costs of studies, appraisals, surveys, testing, environmental impact statements, infrastructure, facility design, construction and equipment, cost of leasing space, professional fees and costs and issuance of insurance, all in accordance with applicable law.

(j) Grantee is solely responsible and has sufficient funding for all Project costs in excess of the Grant.

(k) No materials, if any, purchased with the Grant will be used for any purpose other than capital works and purposes for the Project.

(l) The Grantee shall report in writing to ESDC any grants, commitments or funds received by the Grantee from any source, governmental or non-governmental, in connection with the carrying out of the Project, other than the grant of funds received under this Agreement. No part of the Grant will be applied to any expenses paid or payable from any other funding source.

(m) The Grant shall not be used in any manner for any of the following purposes:

(i) political activities of any kind or nature, including, but not limited to, furthering the election or defeat of any candidate for public, political or party office, or for providing a forum for such candidate activity to promote the passage, defeat, or repeal of any proposed or enacted legislation;

(ii) religious worship, instruction or proselytizing as part of, or in connection with, the performance of this Agreement;

(iii) payments to any firm, company, association, corporation or organization in which a member of the Grantee's Board of Directors or other governing body, or any officer or employee of the Grantee, or a member of the immediate family of any member of the Grantee's Board of Directors or other governing body, officer, or employee of the Grantee has any ownership, control or financial interest. For purposes of this paragraph, "ownership" means ownership, directly or indirectly, of more than five (5) percent of the assets, stock, bonds or other dividend or interest bearing securities; and "control" means serving as a member of the board of directors or other governing body, or as an officer in any of the above; and

(iv) payment to any member of Grantee's Board of Directors or other

governing body of any fee, salary or stipend for employment or services, except as may be expressly provided for in this Agreement.

(n) Any report or other product of the Grant, after approval of such product by ESDC, shall contain the following acknowledgment:

"Funding provided by a grant from the
Empire State Development Corporation"

(o) ESDC may make reasonable use of any report or other product of the Grant upon notice to the Grantee.

(p) Grantee will use ESDC grant funds, and submit payment requisitions, exclusively for eligible expenses related to capital works or purposes in accordance with IRS rules and regulations relating to ESDC's bonds and in accordance with the New York Debt Reform Act. Grantee acknowledges that grant funds must be used solely for authorized capital works and purposes and not for operating expenses or other working capital items or non-capital purposes, irrespective of whether the funds are still used for the benefit of the Project. Grantee acknowledges that the consequences of breaching this covenant could result in violations of state law and/or large bond issuances being treated as taxable instead of tax exempt for federal and state tax purposes, loss of certain federal subsidies to the state, adverse ratings changes for such bonds, and disproportionate negative financial consequences to the state and bondholders. Grantee recognizes its financial obligations, risks and liabilities for breach of this covenant. ESDC may, from time to time, request information from Grantee to confirm its compliance with this covenant and Grantee acknowledges its obligation under Section 8 (a) (ii) of the GDA to provide information upon request to ESDC.

8. Default and Remedies

(a) Each of the following shall constitute a default by the Grantee under this Agreement:

(i) Failure to perform or observe any obligation or covenant of the Grantee contained herein to the reasonable satisfaction of ESDC and within the time frames established therefor under this Agreement.

(ii) Failure to comply with any request for information reasonably made by ESDC to determine compliance by the Grantee with the terms of this Agreement or otherwise reasonably requested by ESDC in connection with the Grant.

(iii) The making by the Grantee of any false statement or the omission by the Grantee to state any material fact in or in connection with this Agreement or the Grant.

(iv) A default beyond any applicable grace period by the Grantee, or any entity which Grantee directly or indirectly controls, is controlled by, or is under common control with, under any other agreement with ESDC.

(b) Upon the serving of notice to the Grantee of the occurrence of a default (which notice shall specify the nature of the default), ESDC shall have the right to terminate this Agreement, provided that if the default is pursuant to paragraph 8(a)(i) or 8(a)(ii), no default shall be deemed to have occurred if Grantee cures such default within ten (10) days of notice from ESDC or, if the default cannot reasonably be cured within such ten-day period, Grantee commences to cure such default within the ten-day cure period and cures the default within ninety (90) days thereafter, provided further that ESDC shall not be obligated to make any disbursements during any such cure period.

(c) Upon such termination of this Agreement, ESDC shall withhold any Grant proceeds not yet disbursed and may require repayment of Grant proceeds already disbursed. If ESDC determines that any Grant proceeds had previously been released based upon fraudulent representations or other willful misconduct, ESDC may require repayment of those funds and may refer the matter to the appropriate authorities for prosecution. ESDC shall be entitled to exercise any other rights and seek any other remedies provided by law.

9. Term

The term of this Agreement shall commence on the date hereof and expire on the Expiration Date, as set forth on the first page of this Agreement.

10. Books and Records; Project Audit

(a) The Grantee will maintain accurate books and records concerning the Project for the term of this Agreement and for three (3) years from the expiration or earlier termination of this Agreement and will make those books and records available to ESDC, its agents, officers and employees during Grantee's business hours upon reasonable request.

(b) ESDC shall have the right, upon reasonable notice, to conduct, or cause to be conducted, one or more audits, including field inspections, of the Grantee to assure that the Grantee is in compliance with this Agreement. This right to audit shall continue for three (3) years following the expiration or earlier termination of this Agreement.

11. Survival of Provisions

The provisions of Sections 6, 8 and 10 shall survive the expiration or earlier termination of this Agreement.

12. Notices

(a) All notices, demands, requests or other communications permitted or required hereunder shall be in writing and shall be transmitted either:
   (i) via certified or registered United States mail, return receipt requested;
   (ii) by facsimile transmission;
   (iii) by personal delivery;
   (iv) by expedited delivery service; or
   (v) by e-mail.

Such notices shall be addressed as follows or to such different addresses as the parties may from time-to-time designate:

Empire State Development Corporation
Name:
Title:
Address: 633 Third Avenue, 34th Floor, New York, NY 10017
Telephone Number:
Facsimile Number:
E-Mail Address:

With a copy to:

Title: General Counsel
Address: 633 Third Avenue, 34th Floor, New York, NY 10017
Telephone Number: (212) 803-3750 Facsimile Number: (212) 803-3975
E-Mail Address: alaremont@empire.state.ny.us

GRANTEE: Genting New York LLC
Name: Barry Hoffman
Title: Director
Address: c/o Steven Wilner, 1 Liberty Plaza, NY, NY 10006
Telephone Number: (323) 962-8438
Facsimile Number: n/a
E-Mail Address: barry.hoffman@gentingenergy.com

(b) Any such notice shall be deemed to have been given either at the time of personal delivery or, in the case of expedited delivery service or certified or registered United States mail, as of the date of first attempted delivery at the address and in the manner provided herein, or in the case of facsimile transmission or email, upon receipt.

(c) The parties may, from time to time, specify any new or different address in the United States as their address for purpose of receiving notice under this Agreement by giving fifteen (15) days written notice to the other party sent in accordance herewith. The parties agree to mutually designate individuals as their respective representatives for the purposes of receiving notices under this Agreement. Additional individuals may be designated in writing by the parties for purposes of implementation and administration/billing, resolving issues and problems and/or for dispute resolution.

13. No Assignment

The Grantee may not assign or transfer this Agreement or any of its rights hereunder.

14. No Waiver

No waiver of any ESDC's rights arising under this Agreement, or any other source, can occur unless such waiver shall be in writing and signed by ESDC and such written document manifests a clear and unequivocal intent by ESDC to waive its contractual or other legal rights. The term "waiver" as used herein is a term of art as used in the legal profession. ESDC may not be estopped from asserting any of its legal rights, including but not limited to its rights under this agreement, unless ESDC has signed a written document that clearly and unequivocally states that the other party may detrimentally rely upon the terms of such written document. Absent such written document, there shall be no estoppel against ESDC and the other parties' alleged detrimental reliance shall be deemed to be unreasonable. The term "estoppel" is used herein is a term of art as used in the legal profession.

15. Modification

This Agreement may be modified only by a written instrument executed by the party against whom enforcement of such modification is sought.

16. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of the State of New York without reference to any conflict of law rules that might lead to the application of the laws of another jurisdiction. This Agreement shall be construed without the aid of any presumption or other rule of law regarding construction against the party drafting this Agreement or any part of it. In case any one or more of the provisions of this Agreement shall for any reason be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provision hereof and this Agreement shall be construed as if such provision(s) had never been contained herein. In the event of a conflict between the MOU attached hereto as part of Exhibit A and any other term or condition of this Agreement, then the term or condition of this Agreement shall govern.

17. Confidentiality of Information

Information contained in reports made to ESDC or otherwise obtained by ESDC relating to trade secrets, operations and commercial or financial information, including but not limited to the nature, amount or source of income, profits, losses, financial condition, marketing plans, manufacturing processes, production costs, productivity rates, or customer lists, provided that such information is clearly marked "Confidential" by the Grantee, will be kept confidential by ESDC, to the extent such information is determined by ESDC to be exempt from public disclosure under the Freedom of Information Law and not otherwise required by law to be disclosed. Notwithstanding the foregoing, ESDC will not be liable for any information disclosed, in ESDC's sole discretion, pursuant to the Freedom of Information Law or other applicable law, or which ESDC is required to disclose pursuant to legal process.

18. Special Provisions

The Grantee shall comply with the special provisions, if any, set forth in Exhibit I.

19. Litigation Costs

The Grantee shall pay, in any action or proceeding that is commenced to enforce and/or involves the enforcement of the terms and conditions of this Agreement, all of ESDC's costs including, without limitation, ESDC's attorneys' fees. The Grantee shall also pay any and all of ESDC's collection costs including, without limitation, its attorneys' fees.

20. Waiver

The Grantee knowingly and expressly waives the right to a trial by jury and the right to interpose any counterclaims in any action brought by ESDC under the terms of this Agreement.

In witness whereof, the parties have executed this Agreement by their duly authorized representatives as of the latest date written below:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
d/b/a EMPIRE STATE DEVELOPMENT CORPORATION

_____
(Signature)

_____
(Printed name and title)

_____
(date)

GRANTEE: Genting New York LLC

_____
(Signature)

Barry Hoffman, Director
(Printed name and title)

6/25/10
(date)

Rev. 3/4/2010

ESDC GRANT DISBURSEMENT AGREEMENT

EXHIBITS

EXHIBIT A	Project Description
EXHIBIT A-1	Memorandum of Understanding
EXHIBIT B	Funding Design and Construction Requirements
EXHIBIT C	Consultant/Contractor/Vendor Disclosure Statement
EXHIBIT D	Project Budget
EXHIBIT E	Opinion of Counsel
EXHIBIT F	Disbursement Terms
EXHIBIT G	Payment Requisition Form
EXHIBIT G-1	Payment Requisition Cover Letter
EXHIBIT G-2	Project Cost Documentation
EXHIBIT G-2A	Project Cost Summary for ESDC-Eligible Expenses
EXHIBIT G-3	Lottery Acknowledgement
EXHIBIT H	Non-Discrimination and Affirmative Action Policy
EXHIBIT H-1	M/WBE Compliance Report
EXHIBIT I	Special Provisions
EXHIBIT J	Disclosure and Accountability Certifications

EXHIBIT A: Project Description

GRANTEE: Genting New York LLC
Aqueduct Video Lottery Gaming Facility - Capital Works and Purposes Necessary to Properly House Video Lottery Terminal Gaming at Aqueduct Racetrack, Project
Project Number:_____

See Attached **MEMORANDUM OF UNDERSTANDING**

EXHIBIT B: FUNDING DESIGN AND CONSTRUCTION REQUIREMENTS

Aqueduct Video Lottery Gaming Facility - Capital Works and Purposes Necessary to Properly House Video Lottery Terminal Gaming at Aqueduct Racetrack, Project
Project Number:_____

See the attached material, forms and documents

EMPIRE STATE DEVELOPMENT CORPORATION
TABLE OF CONTENTS

- Design and Construction Requirements
- Tables of Approval Authority and Facsimile Signature
- Contract Change Order
- Schedule of Change Order
- Summary – Request for Payment
- Request for Payment
- Monthly Project Status Cost Control Report
- Cost Control Instructions D-1
- Contractor's Affidavit
- List of Subcontractors/Vendor Submitted with Request for Payment
- Contractor's Receipt and Waiver of Lien
- Subcontractor's Receipt and Waiver of Lien
- Affidavit and Final Waiver of Claims and Liens and Release of Rights
- Unconditional Waiver and Release
- Consultant's Code Certification Letter – Attachment A
- Contractor's Certification of Completed Construction – Attachment B
- Consultant's Certification of Completed Construction – Attachment C
- Pile Driving Report
- Survey Statement
- Typical Job Sign

EMPIRE STATE DEVELOPMENT CORPORATION
FUNDING DESIGN AND CONSTRUCTION REQUIREMENTS
for
(New York City and Aqueduct Video Lottery Gaming Facility)

The following design and construction submissions and review documents shall be supplied to ESDC:

Design Phase

The Grantee shall furnish to the Design and Construction Department (D&C):

- Project and construction budget
- Work scope including plans & specifications or written descriptions
- Code and zoning analysis
- Special agency approvals (health dept., highways, utility co., asbestos etc.)
- Construction cost estimates(incl. quantities and unit prices)
- Design/Construction Schedule
- Proposed/selected architects/engineers and copy of agreement
- Consultant's code certification letter-See Attachment A
- Project Status Cost Control Report - See Attachments D and D-1.
- Table of Approval Authority and Facsimile Signatures - See Attachments E-1, 2, 3, 4.

Construction Phase

The Grantee shall furnish to D&C copies of the following:

Submittals at the start of construction:

- Building permit
- Asbestos Free Building Certificate for alterations and demolitions (copy submitted to municipality)
- Plans with building department/authority approval stamp
- Contractor and CM Agreements/Cost
- Insurance policies naming New York State Urban Development Corporation d/b/a Empire State Development Corporation as additional insured.
- Construction schedule
- Trade payment breakdown

Submittals during construction:

- Progress schedules and updates
- Minutes of project meetings
- Building Department/authority amendments
- Payment requests
- Foundation survey (new construction only)
- Controlled inspection and test reports with architect's or engineer's approvals
- Project Status Cost Control Report - See Attachment D and D-1
- Change Issue and Change Order Log

Submittals at the completion of construction:

- Final punch lists
- Temporary Certificate of Occupancy (TCO)
- Certificate of Occupancy (CO)
- Contractor's Affidavit and Final Waiver of Claims and Liens and Release of Rights
- New York Board of Fire Underwriters approval (except in New York City)
- Contractor's Certifications of Completed Construction - See Attachment B
- Consultant's Certification of Completed Construction - See Attachment C (for NYC Local Laws and other specific items of work where certifications are desired).

Construction Contract Provisions

The construction agreement shall contain provisions satisfactory to D&C concerning:

- Insurance
- Method, schedule and terms of payments
- Provisions for contractor and subcontractor audits
- Contractor and Subcontractor lien waivers with monthly requisitions
- Contractor's warranty and clearing of liens at completion of construction
- There shall be no payments for stored material
- ESDC sign

Inspections

- ESDC will inspect throughout the construction phase until final completion.

Provisions for D&C Field Representative

If requested, the Grantee/Developer/Contractor shall provide an appropriate space at the job site with a desk, telephone, computer with internet and project website access, plan table, file cabinet, heat and air conditioning satisfactory to ESDC.

_____
(Name of Project)

Table of Approval Authority and Facsimile Signature

_____
(Owner)

Name/Title/Firm (Examples)	Facsimile Signature	Initials	Documents Requiring Approval (See (A) below for Examples)	Approval Auth ($ Limit)
Director Design and Construction	_____	_____		
Sr. Vice-President Facilities Administration	_____	_____		
Sr. Vice-President Business and Finance	_____	_____		

The above individuals have been delegated authority as stated, in accordance with a meeting of the Board of Directors on _____.

_____ _____
Secretary

(A) Examples of Documents Requiring Approval
- (1) Payment Requisitions
- (2) Change Orders
- (3) Owner Agreements
- (4) Contracts

S - A - M - P - L – E

ATTACHMENT E-1

_____
(Name of Project)

Table of Approval Authority and Facsimile Signature

_____
(Construction Management Firm)

Name/Title/Firm (Examples)	Facsimile Signature	Initials	Documents Requiring Approval (See (A) below for Examples)	Approval Auth ($ Limit)
Construction Manager	_____	_____		
Project Manager	_____	_____		
Controller	_____	_____		
President	_____	_____		

The above individuals have been delegated authority as stated, in accordance with a meeting of the Board of Directors on _____.

_____ _____
Secretary

(A) Examples of Documents Requiring Approval
- (1) Construction Payment Requisitions
- (2) Change Orders
- (3) Subcontracts
- (4) Owner Agreements
- (4) Contracts

S - A - M - P - L – E
ATTACHMENT E-2

_____

(Name of Project)

Table of Approval Authority and Facsimile Signature

_____
(Contractor)

Name/Title/Firm (Examples)	Facsimile Signature	Initials	Documents Requiring Approval (See (A) below for Examples)	Approval Auth ($ Limit)
Construction Superintendent	_____	_____		
Controller	_____	_____		
Vice President	_____	_____		
President	_____	_____		

The above individuals have been delegated authority as stated, in accordance with a meeting of the Board of Directors on _____.

_____ _____
Secretary

(A) Examples of Documents Requiring Approval
- (1) Construction Payment Requisitions
- (2) Change Orders
- (3) Purchase Orders
- (4) Owner Agreements
- (5) Contracts

S - A - M - P - L - E

ATTACHMENT E-3

_____
(Name of Project)

Table of Approval Authority and Facsimile Signature

_____
(Architect)

Name/Title/Firm (Examples)	Facsimile Signature	Initials	Documents Requiring Approval (See (A) below for Examples)	Approval Auth ($ Limit)
Partner-in-Charge	_____	_____		
Principal	_____	_____		
Controller	_____	_____		

The above individuals have been delegated authority as stated, by agreement of the Partnership on _____.

_____ _____

(A) Examples of Documents Requiring Approval
- (1) Construction Payment Requisitions
- (2) Change Orders
- (3) Architect Invoices
- (4) Architect/Consultant Contracts

S - A - M - P - L - E

ATTACHMENT E-4

New York State Urban Development Corporation
d/b/a Empire State Development
Design and Construction Department
Contract Change Order

Change Order No. _____ Date _____
Project/Location: _____ Contract No. _____
Contractor: _____

YOU ARE HEREBY AUTHORIZED TO COMPLY WITH THE FOLLOWING CHANGES TO THE CONTRACT PLANS AND SPECIFICATIONS

Issue No.	Description of Changes - Attach appropriate quantities, units, Unit Prices if applicable, drawings, cuts, etc.	Decrease in Contract Price	Increase in Contract Price
TOTAL DECREASE			
TOTAL INCREASE			
NET (INCREASE) (DECREASE) CONTRACT PRICE:			

The sum of $_____ is hereby added to, deducted from the Total Contract Price and the Total Adjusted Contract Price to date is $_____.

Contract Completion Date is unchanged, increased, decreased by_____ Calendar Days. This document shall become an amendment to the Contract and all provisions of the Contract will apply hereto.

It is understood and agreed that this Change Order constitutes compensation in full to the contractor and its subcontractors and suppliers for all costs and mark-up directly or indirectly attributable to the change for all delays related thereto and for performance of the change within the time frame stated. Work performed under this Change Order prior to UDC/ESD or Architect's approval is at the Contractor's risk. No increase or decrease in the Contract Amount is authorized without UDC/ESD approval. Except as hereby modified, all items, conditions and provisions of the agreement remain unchanged and in full force and effect.

ACCEPTED:

_____ _____
Contractor (Authorized Official) Date

APPROVED:

_____ _____
UDC/ESD Construction Representative Date

APPROVED:

_____ _____
Architect/Engineer Date

_____ _____
UDC/ESD Director of Construction Date

_____ _____
Construction Manager (As Applicable) Date

_____ _____
UDC/ESD Vice President
Design & Construction Date

_____ _____
Chief Executive Officer
ORDA Date

New York State Urban Development Corporation d/b/a Empire State Development
Design and Construction Department

Change Order No. _____
Project/Location: _____ Contract No. _____
Contractor: _____

JUSTIFICATION FOR CHANGE

Reason for change: To qualify as a change, items must involve a change in the Scope of Work and an equal, betterment or necessity.

Identify the originator of this change order.

☐ Owner

☐ Funding Agent

☐ Architect

☐ Construction Manager

☐ Contractor

☐ Other _____

Identify the reason for this change order (use codes below) _____

ALT - Alternate - Items of work identified as a component of the base bid but not accepted at time of award
BAC - Back-charge – Back-charges against a specific contract for work assigned to another contract
BND - Bond/Insurance - Increased cost relating to bonding and/or insurance
CLA - Claim Settlement – To settle a claim
CLO - Close Out - Reconciliation of work that was not performed
COM -Completion Contract - Prime contractor completion of work was terminated and Surety failed to perform.
COR - Coordination - Related to the failure to properly coordinate the installation of the work by various contracts.
DEO - Design Error or Omission - Work required of the contractor due to design defects or omissions
EMR - Emergency Work – An unanticipated situation that results in a life safety/threatening condition
FLD - Field Conditions – Conditions that could not have reasonably been anticipated in project design stage
INF - Informational – Extension of time or non-cost related
INS - Insurance Settlement – Work performed due to an Act of God, fire, flood, hurricane tornado etc.
PRG - Program Change – A request by the client to decrease, change, or increase the scope of work of the project
OTH - Other – Reason not described above. Supply explanation below

Explanation if required:

_____

CHANGE ORDER IMPACT

1.	Will proposed change alter the size of the project?	Yes	☐	No	☐		
2.	Effect of this change on other contractors:	Yes	☐	No	☐		
3.	Has consent of surety been obtained?	Yes	☐	No	☐	Not Necessary	☐
4.	Will subject changes effect expiration or extent of insurance coverage?	Yes	☐	No	☐		

_____ _____
UDC/ESD Construction Representative Date

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
d/b/a EMPIRE STATE EVELOPMENT CORPORATION
Design and Construction Department

Project _____ Requisition No. _____

SCHEDULE OF CHANGE ORDERS

1. LIST OF CHANGE ORDERS			ADDITIONS		DEDUCTIONS
CHANGE ORDERS		DESCRIPTION	Total cost items added by change order	Cost of change order items completed to date	Deducts from contract prices as shown on change order
NO.	DATED				
		TOTALS			

2 ADJUSTED CONTRACT AMOUNT

a.	Original Contract Amount	$ _____
b.	Plus Additons in (1.)	$ _____
c.	Less Deletions in (1.)	$ _____
d.	Total Amount of Change Orders to Date:	$ _____
e.	Adjusted Contract Amount to Date	$ _____

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
d/b/a EMPIRE STATE DEVELOPMENT CORPORATION
Design and Construction Department

Summary - Request for Payment

Project _____ Requisition No. _____

Name & Address of Contractor _____ Project No. _____

_____ Contract No. _____

Requisition Amount		
Original Contract		
Approved Change Orders		
Extras		
Credits		
Net Change (Add-Deduct)		
Adjusted Contract		
Work Completed To Date		
On Contract		
By Change Order Extras		
By Change Order Credits		
Net Change (Add-Deduct)		
Total Work Completed To Date		
Amount Earned To Date		
Less _____% Retainer		
Amount Due To Date		
Less Previous Payments		
Contract		
Other (Explain Below)		
Payment Due This Estimate		

Remarks:

The following items are included in this Request for Payment:

- ☐ Summary - Request for Payment
- ☐ Request for Payment
- ☐ Contractor Affidavit
- ☐ List of Subcontractors
- ☐ Schedules of Change Orders
- ☐ Contractor's Receipt and Waiver of Lien
- ☐ Subcontractors' Receipt and Waiver of Lien (If Applicable)

SEE PAGE 2 FOR DESCRIPTION OF WORK, AMOUNTS AND APPROVALS

NEW YORK STATE URBAND DEVELOPMENT CORPORATION
d/b/a EMPIRE STATE DEVELOPMENT CORPORATION

Design and Construction Department

Request for Payment

Project _____ Requisition No. _____

Name & Address of Contractor _____ Project No. _____

_____ Contract No. _____

In accordance with the provisions of the Construction Contract/Letter Agreement dated _____ and Contractor's cost breakdown (schedule of values) attached thereto, this requisition is submitted for the smount of $_____ due for work performed up to the _____ day of _____ and as itemized below by the trades listed in the cost breakdown.

_____ Contractor (Signature) _____ Date_____

	Trade Item	Trade Item Total Amount	Amounts Completed To Date		Total	Amounts all Previous Requisitions	Amount This Requisition	% Compl.
			Material	Labor				
1								
2								
3								
4								
5								
6								
7								
8								
9								
10								
11								
12								
13								
14								
15								
16								
17								
18								
19								
20								
21								
22								
23								
24								
25								
26								
27								
28								
29								
30								
31								
32	Total							
33	Less ( )% Retainer Line (32)							
	Totals							

Progress ☐ Satisfactory ☐ Unsatisfactory (If unsatisfactory, attach memo of explaination

Construction is _____ % Completed.

I certify that I have checked and verified the above application for payment and that to the best of knowledge and belief: (1) It is true and correct statement of work performed and/or magerial supplied by the Contractor; (2) all work and/or material incuded in this application has been inspected by me and/or my duly authorized represenatives and the work has been performed ad/or materials supplied in full in accordance with the requirements of the referenced Contract; and (3) apyment claimed and requested by the Contractor is correctly computed on the basis of work performed and/or material supplied to the last day of the period coverd by this application.

_____ _____
Architect Date Date

Approved:

_____ _____
UDC Construction Project Manager Date Director of Construction Date

_____ _____
Vice President Date
Design and Construction

105b-(09/08)

MONTHLY PROJECT STATUS COST CONTROL REPORT

FULL COST REPORT SHALL HAVE ONE PAGE
FOR PROJECT TOTAL COST AND ADDITONAL PAGES
FOR EACH FUNDING SOURCE, INCLUDING ESDC.

As of _____

_____
(Project)

Total Project Cost: _____ Project Number: _____ Contract Completion Date: _____ Estimated Completion Date: _____ Actual Completion Date: _____

		(1)	(2)	(3)	(4) (2+3)	(5)	(6)	(7) (5+6)	(8)	(9)	(10)	
						INVOICED			PROJECTED COST			
Description	Conctract/ Consultant	Budget (Date)	Original Contact/ Commitments*	Cumulative Approved C.O.'s/Amend	Revised Contract Commitments*	Prior Month Thru _____	This Month (Date)	Total To Date	Balance To Be Completed	Total Estimated Cost	(Over/Under) Budget	% Complete
(Sample Line Items Only - Use Additonal Sheet if Required)												
• Design												
A/E Fees												
Reimb. & Extra Services												
Other (List each Item)												
• Related Design & Construction Cost												
Borings & Soils												
Environmental												
Survey												
Special Consultants (List)												
Other (List)												
• Testing & Inspection												
Soils/Foundation												
Other (List)												
• SUBTOTAL SOFT COSTS												
• Construction												
General Contract												
Other Items (List each item)												
• SUBTOTAL Excluding Contingency												
• Construction Contingency												
• SUBTOTAL HARD COSTS												
• Project Contingency												
• TOTAL PROJECT COST												

*Asterisk Commited Items not yet under formal contract

Prepared By: _____ Date: _____ Approved By: _____ Date: _____

S - A - M - P - L - E

ATTACHMENT D

09/08

Empire State Development Corporation
Monthly Project Status Cost Control Report
(Instructions for filling out Attachment D)

ESDC requires that a Monthly Cost Control Report be submitted on all projects funded during construction. This also includes projects in the planning stage which will be funded during construction.

The Cost Report is a management tool for tracking latest costs for all line items against the Budget. On a monthly basis, it keeps the Developer and ESDC informed, and highlights construction cost status, potential problems and variances.

The attached sample Monthly Project Status Cost Control Report illustrates how costs should be listed and separated by line item, for soft costs/other items and construction.

Several items in the form should be highlighted:

Column 1 - Budget -- This is the budget approved by the Developer and ESDC. Once approved, this column should not be changed.

Contingency
The Construction Contingency shown in "Budget" (Column 1) should not be changed. As the contingency is used up and allocated to various line items, the balance should be shown in the line item for Construction Contingency, under "Total Estimated Cost" (Column 9).

Column 2 - "Original Contract/Commitments" -- List approved contracts; also, firm commitments not yet under contract should be listed, and marked with an asterisk.

Column 3 - "Cumulative Approved Change Orders/Amendments" -- List only items approved by ESDC.

Column 4 - "Revised Contract/Commitments" -- Self explanatory.

Column 5 - "Invoiced Prior Months Thru" -- Self explanatory.

Column 6 - Invoiced "This Month" -- Self explanatory.

Column 7 - Invoiced "To Date" -- Self explanatory.

Column 8 - "Balance to be Completed" -- Subtract "Revised Contract/Commitments" (Col 9) from Total Invoiced to Date (Col 7).

Column 9 - "Total Estimated Cost" -- This is Projected Cost for the project -- Add "Invoiced To Date" (Col 7) and "Balance to be Completed" (Col 8).

Column 10 - "(Over/Under) Budget" -- Subtract "Total Estimated Project Cost" (Col 9) from "Budget" (Col 1).

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
d/b/a EMPIRE STATE DEVELOPMENT CORPORATION
Design and Construction Department

CONTRACTOR'S AFFIDAVIT

STATE OF NEW YORK)
) ss.:
COUNTY OF)

_____, being first duly sworn, deposes and says:

1. That I reside at_____

2. That I am _____,
(Corporate Office)
a corporation organized and existing under the laws of the State of New York, having its principal offices at _____
_____.

3. That the *CONTRACTOR* is the General Contractor of and the _____ _____ (Project) pursuant to a Construction Contract dated the _____ day of _____20___between the *CONTRACTOR* and _____ (Owner).

4. That the *CONTRACTOR* has received all payments due it under the aforesaid Construction Agreement as of the date of the immediately preceding requisition, for which it was paid.

5. That to the best of my knowledge and belief, the *CONTRACTOR* has to the date hereof performed all its obligations under the aforesaid Construction Agreement and has paid all just and lawful bills and claims against it in accordance with its contractual obligation with subcontractors and material men who have heretofore performed work and labor or furnished materials and equipment in connection with the aforesaid Construction Agreement.

6. That annexed hereto is a list of all subcontractors and material men who have heretofore performed work and labor or furnished materials and equipment in connection with said Construction Agreement. If none, state "None" _____.

_____
(Signature of Officer)

Sworn to before me this _____ day of _____, 20_____.

_____.
(Notary Public)

DC-105c (09/08)

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
d/b/a EMPIRE STATE DEVELOPMENT CORPORATION
Design and Construction Department

Project _____ Requisition No. _____

Name & Address of Contractor _____ Project No._____
Contract No. _____

LIST OF SUBCONTRACTORS/VENDOR SUBMITTED WITH REQUEST FOR PAYMENT

The following Subcontractors/Vendors are included for payment with this requisition:

Trade	Subcontractor or Vendor	Amount of Subcontract

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
d/b/a EMPIRE STATE DEVELOPMENT CORPORATION
Design and Construction Department

Project _____ General Contractor's Requisition No._____

Contract No._____

General Contractor _____ Owner _____

CONTRACTOR'S RECEIPT AND WAIVER OF LIEN

_____ Corporation (Contractor), in connection with the construction of a project of the New York State Urban Development Corporation d/b/a Empire State Development ("ESD") known as _____ _____, (the "Project") and the payment to _____ ("Contractor") of certain sums requisitioned by the Contractor pursuant to its Request for Payment No. _____dated ___, 20_____, (the "Requisition") for work performed or materials supplied for the Project to the date of the Requisition, for the benefit of _____, DOES HEREBY CERTIFY AND ACKNOWLEDGE that it has received all sums due and owing to it in accordance with its agreement with the Owner with respect thereto, other than sums, if any, withheld by the Owner in accordance with such agreement and approved by the Owner and ESD, for work performed or materials supplied for the Project to the date of _____ in the amount of _____ _____ ($_____) and DOES HEREBY FOREVER RELEASE AND WAIVE for itself, its successor and assigns any and all rights, claims and demands it has or may have against the Owner and ESD, including any and all rights which it has or may have pursuant to the New York Lien Law to file any lien or notice of lien against the Project or any property of the Owner on account of or deriving from labor performed or materials furnished for the Project to the date of the previously submitted requisition.

IN WITNESS WHEREOF, the contractor has caused this Certificate to be duly executed and the seal of the contractor to be affixed as of the date of the Requisition by the undersigned duly authorized officer.

Corporation:

Signed By: _____ Title: _____ Date:

State of New York)
) ss:
County of New York)

On this _____ day of _____, 20_____, before me, the subscriber personally appeared _____ to me personally know, who being by me duly sworn, did depose and say that he resides at _____ that he is _____ of the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is said corporate seal; that the seal was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Notary Public – County of:
My Commission expires:

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
d/b/a EMPIRE STATE DEVELOPMENT CORPORATION
Design and Construction Department

Project _____ General Contractor's Requisition No._____

Contract No._____

General Contractor _____ Owner _____

SUBCONTRACTOR'S RECEIPT AND WAIVER OF LIEN

_____ ("Subcontractor"), in connection with the construction of a project of the New York State Urban Development Corporation d/b/a Empire State Development ("ESD") known as ___, (the "Project") and the payment to the General Contractor of certain sums requisitioned by the General Contractor pursuant to the General Contractor's Request for Payment No. ____ _____dated _____,_20____, (the "Requisition") for work performed or materials supplied for the Project to the date of the requisition, for the benefit of _____.
DOES HEREBY CERTIFY AND ACKNOWLEDGE that it has received all sums due and owing to it in accordance with its agreement with the General Contractor with respect thereto, other than sums, if any, withheld by the General Contractor in accordance with such agreement and approved by the Owner and ESD, for work performed or materials supplied for the Project to the date of _____ in the amount of _____ ($_____) DOES HEREBY FOREVER RELEASE AND WAIVE for itself, its successor and assigns any and all rights, claims and demands it has or may have against the owner and ESD, including any and all rights which it has or may have pursuant to the New York Lien Law to file any lien or notice of lien against the Project or any property of the Owner on account of or deriving from labor performed or materials furnished for the Project to the date of the previously submitted requisition.

IN WITNESS WHEREOF, Subcontractor has caused this Certificate to be duly executed and the seal of Subcontractor to be affixed as of the date of the Requisition by the undersigned duly authorized officer.

Name of
Sub-Contractor
Signed By: _____ Title: _____ Date:_____

State of New York)
) ss:
County of New York)

On this _____ day of _____, 20____, before me the subscriber personally appeared _____ to me personally know, who being by me duly sworn, did depose and say that he resides at _____that he is _____ of _____ the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is said corporate seal; that the seal was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Notary Public – County of:
My Commission expires:

DC-105h (09/08)

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
d/b/a EMPIRE STATE DEVELOPMENT CORPORATION
AFFIDAVIT AND FINAL WAIVER OF CLAIMS AND LIENS
AND RELEASE OF RIGHTS

STATE OF)
) SS:
COUNTY OF)

The undersigned, who is the _____ (designate title) of _____ which is the _____ _____ (designate whether the subcontractor, supplier or otherwise) for the _____(designate the type of work, supplies or services rendered) on the improvements constructed or being constructed on the premises hereafter identified, declares that his contract with _____ _____ (name of party contracted with) is in the total amount of $_____, which includes extras and all change orders to the date hereof.

In consideration of the amounts and sums previously received, and the payment of $_____ being full and final payment amount due, the undersigned does hereby waive and release to the Owner, New York State Urban Development Corporation d/b/a Empire State Development Corporation ("ESD") and to _____ _____ any and all claims and liens and rights to liens upon the premises described below (which may be more particularly described by an Exhibit "A" attached), and upon improvements now or hereafter thereon, and upon the monies or other considerations (due or to become due from the Owner, ESD or from _____ _____ or from any other person, firm or corporation), said claims and liens and rights to liens being on account of labor, services, materials, fixtures or apparatus heretofore furnished by or which may be furnished at any time hereafter by or at the request of the undersigned. The premises as to which said claims and liens and rights to liens are hereby released are identified as follows:

Project Name: _____
Address or Project: _____
City: _____ County: _____ State: __

The undersigned further represents and warrants that he is duly authorized and empowered to sign and execute this wavier on his own behalf and on behalf of the company or business for which he is signing; that he has properly performed all work and furnished all the materials of the specified quality per plans and specifications and in a good and workmanlike manner, fully and completely; that he has paid for all the labor, materials, equipment and services; that he has used or supplied or may hereafter use or supply to the above premises that he has no other outstanding and unpaid payment applications, invoices, retentions, holdbacks, chargebacks or unbilled work or materials, as of the date of the aforementioned last and final payment application of invoice; and that any materials which have been supplied or incorporated into the above premises were either taken from his fully-paid or open stock or were fully paid for and supplied as stated on the statement accompanying the last and final payment application or invoice.

The undersigned further agrees to reimburse and does hold harmless and fully indemnify Owner, ESD and _____ for any losses or expenses should any such claim, lien, or right to a lien be asserted (by the undersigned or by any laborer, materialman or subcontractor of the undersigned), including, without implied limitation, attorneys' fees incurred in the defense thereof.

In addition, for and in consideration of the amounts and sums received, the undersigned hereby waives, releases and relinquishes any and all claims, rights or causes of action whatsoever arising out of or in the course of the work performed on the above-mentioned project, contract or event.

Signed and delivered this _____ day of _____, 20_____.

_____
Individual or Corporation Name

By: _____

Title _____

On the _____ day of _____ in the year 20_____ before me the undersigned, a Notary Public in and for said state, personally appeared _____, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledge to me that se executed the same in her capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

_____
Notary Public

My Commission Expires:

Residence County: _____

DC-105i (09/08)

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
D/B/A EMPIRE STATE DEVELOPMENT CORPORATION
UNCONDITIONAL WAIVER AND RELEASE

The undersigned (the "Architect") has been paid and has received full payment for all services furnished by Architect and/or employees or others acting for Architect or claiming by, through or under Architect through

_____ to _____
(Date)

on the job of _____
(Owner)

located at _____
(Job Description)

Architect represents and warrants that Architect and all persons and entities acting for or claiming by, through or under Architect have fully performed and furnished all services to have been performed or furnished by Architect and/or any such other person and that there is not now due or owing any amount of money or wages to any party or entity in connection with this job or any part thereof. The Architect does hereby release for itself and any party or entity action for Architect or claiming by, through or under Architect, from any mechanic's liens, stop notice, bond right or claim of any nature whatsoever that the undersigned or any such other party has or may have with respect to the above referenced job.

The Architect further agrees to reimburse and does hold harmless and fully indemnify ESDC its successors and assigns for any losses or expenses should any such claim, lien, or right to a lien be asserted by the Architect or by any person or entity acting for or claiming by, through or under the Architect, including, without implied limitation, attorney's fees incurred in the defense thereof.

In addition, for and in consideration of the amounts and sums received, the undersigned hereby waives, releases and relinquishes any and all claims, rights or causes of action whatsoever arising out of or in the course of the work performed on the above-mentioned project, contract or event.

Date: _____

(Signature)

SEAL

_____
(Company Name)

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
D/B/A EMPIRE STATE DEVELOPMENT CORPORATION
UNCONDITIONAL WAIVER AND RELEASE

The undersigned (the "Construction Manager") has been paid and has received full payment for all labor, services, equipment or material furnished by Construction Manager and/or subcontractors, suppliers, materialmen, laborers, employees or others acting for Construction Manager or claiming by, through or under Construction Manager through

_____ to _____
(Date)

on the job of _____
(Owner)

located at _____
(Job Description)

Construction Manager represents and warrants that Construction Manager and all persons and entities acting for or claiming by, through or under Construction Manager have fully performed and furnished all labor, services, equipment or material to have been performed or furnished by Construction Manager and/or any such other person and that there is not now due or owing any amount of money or wages to any party or entity in connection with this job or any part thereof. The Construction Manager does hereby release for itself and any party or entity action for Construction Manager or claiming by, through or under Construction Manager, from any mechanic's liens, stop notice, bond right or claim of any nature whatsoever that the undersigned or any such other party has or may have with respect to the above referenced job.

The Construction Manager further agrees to reimburse and does hold harmless and fully indemnify ESDC its successors and assigns for any losses or expenses should any such claim, lien, or right to a lien be asserted by the Construction Manager or by any person or entity acting for or claiming by, through or under the Construction Manager, including, without implied limitation, attorney's fees incurred in the defense thereof.

In addition, for and in consideration of the amounts and sums received, the undersigned hereby waives, releases and relinquishes any and all claims, rights or causes of action whatsoever arising out of or in the course of the work performed on the above-mentioned project, contract or event.

Date: _____

(Signature)

NOTORIZED

_____
(Company Name)

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
D/B/A EMPIRE STATE DEVELOPMENT CORPORATION
UNCONDITIONAL WAIVER AND RELEASE

The undersigned (the "Engineer") has been paid and has received full payment for all services furnished by Engineer and/or employees or others acting for Engineer or claiming by, through or under Engineer through

_____ to _____
(Date)

on the job of _____
(Owner)

located at _____
(Job Description)

Engineer represents and warrants that Engineer and all persons and entities acting for or claiming by, through or under Engineer have fully performed and furnished all services to have been performed or furnished by Engineer and/or any such other person and that there is not now due or owing any amount of money or wages to any party or entity in connection with this job or any part thereof. The Engineer does hereby release for itself and any party or entity action for Engineer or claiming by, through or under Engineer, from any mechanic's liens, stop notice, bond right or claim of any nature whatsoever that the undersigned or any such other party has or may have with respect to the above referenced job.

The Engineer further agrees to reimburse and does hold harmless and fully indemnify ESDC its successors and assigns for any losses or expenses should any such claim, lien, or right to a lien be asserted by the Engineer or by any person or entity acting for or claiming by, through or under the Engineer, including, without implied limitation, attorney's fees incurred in the defense thereof.

In addition, for and in consideration of the amounts and sums received, the undersigned hereby waives, releases and relinquishes any and all claims, rights or causes of action whatsoever arising out of or in the course of the work performed on the above-mentioned project, contract or event.

Date: _____

(Signature)

SEAL

_____
(Company Name)

NEW YORK STATE URBAN DEVELOPMENT CORPORATION
D/B/A EMPIRE STATE DEVELOPMENT CORPORATION
UNCONDITIONAL WAIVER AND RELEASE

The undersigned (the "General Contractor") has been paid and has received full payment for all services furnished by General Contractor and/or employees or others acting for General Contractor or claiming by, through or under General Contractor through

_____ to _____
(Date)

on the job of _____
(Owner)

located at _____
(Job Description)

General Contractor represents and warrants that General Contractor and all persons and entities acting for or claiming by, through or under General Contractor have fully performed and furnished all services to have been performed or furnished by General Contractor and/or any such other person and that there is not now due or owing any amount of money or wages to any party or entity in connection with this job or any part thereof. The General Contractor does hereby release for itself and any party or entity action for General Contractor or claiming by, through or under General Contractor, from any mechanic's liens, stop notice, bond right or claim of any nature whatsoever that the undersigned or any such other party has or may have with respect to the above referenced job.

The General Contractor further agrees to reimburse and does hold harmless and fully indemnify ESDC its successors and assigns for any losses or expenses should any such claim, lien, or right to a lien be asserted by the General Contractor or by any person or entity acting for or claiming by, through or under the General Contractor, including, without implied limitation, attorney's fees incurred in the defense thereof.

In addition, for and in consideration of the amounts and sums received, the undersigned hereby waives, releases and relinquishes any and all claims, rights or causes of action whatsoever arising out of or in the course of the work performed on the above-mentioned project, contract or event.

Date: _____

(Signature)

NOTARIZED

_____
(Company Name)

CONSULTANT'S CODE CERTIFICATION LETTER

Attachment A

The following Certification Letter shall be included in the initial report submitted to ESDC for approval.

DATE

Empire State Development
633 Third Avenue
New York, NY 10017-6754

Attention: Mr. Ed Decatrel, AIA
Vice President
Design and Construction

Re: Consultant's Code Certification of Architect (Engineer)
(Insert Location and Name of Project)

Gentlemen:

The undersigned, a principal of the firm of _____, duly qualified and registered to practice architecture/engineering in the State of New York, in connection with the _____ project, does hereby certify that final plans and specifications will be designed to conform with the (insert name of applicable building code) and applicable municipal regulations.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of , 20___.

SIGNATURE

ARCHITECT'S (OR ENGINEER'S)NAME SEAL

CONSULTANT'S CERTIFICATION OF COMPLETED CONSTRUCTION

Attachment B

The following Certification shall be submitted to ESDC at completion of construction on Consultant's letterhead.

DATE

Empire State Development
633 Third Avenue
New York, NY 10017-6754

Attention: Mr. Ed Decatrel, AIA
Vice President
Design and Construction

Re: Consultant's Certification of Completed Construction
(Insert Location and Name of Project)

Gentlemen:

The undersigned, an officer of _____ (firm name), in connection with the _____ project, does hereby certify that construction of all work required by the construction agreement has been completed in accordance with final construction requirements of the ____(insert name of applicable building code) and applicable municipal regulations.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of , 20___.

SIGNATURE

OFFICER'S NAME & TITLE SEAL

CONSULTANT'S CERTIFICATION OF COMPLETED CONSTRUCTION

Attachment C

The following Certification shall be submitted to ESDC at completion of construction on Consultant's letterhead.

.

DATE

Empire State Development
633 Third Avenue
New York, NY 10017-6754

Attention: Mr. Ed Decatrel, AIA
Vice President
Design and Construction

Re: Consultant's Certification of Completed Construction
(Insert Location and Name of Project)

Gentlemen:

The undersigned, a principal of the firm of _____ duly qualified and registered to practice architecture/engineering in the State of New York, in connection with the _(insert location and name of project)_ project, does hereby certify that to the best of our knowledge construction of work required by the contract has been completed in accordance with the drawings approved by the ___(insert name of approving agency)___ and requirements of the ___(insert name of applicable building code)___.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of , 20___.

SIGNATURE

ARCHITECT'S (OR ENGINEER'S) NAME SEAL

New York State Urban Development Corporation

New York State Urban Development Corporation
633 Third Avenue, New York, NY 10017

PILE DRIVING REPORT

1. Project _____
2. Address _____

3. Name & Address of Pile Driving Contractor _____

4. Type & Material of Pile _____

5. Design Capacity of Pile _____ tons
6. Make, Model No. and energy of hammer _____

Date	Col. No.	Pile No.	Diameters			Elevations		Length of Pipe From Tip to Cutoff	Assumed Elevation Good Bearing Material B	Average Net Penetration In Inches per Blow for Last Five Blows C	Calculated Bearing Capacity Tons D	Deviation from Designed Location N or S E or W	Variation from Plumb	Remarks
			Tip	Cutoff	2/3 Up From Tip A	Cutoff	Tip							

I hereby certify that this is a true record of the driving of piles in this location and that all the piles have been installed in accordance with the design and the New York State Code requirements, except as noted, and that I have personally supervised the installation of these piles.

Date: _____ License No.: _____

_____
Signature of Professional Engineer or Architect

Notes:

A. For friction piles of varying diameter only.
B. Elevation of top of bearing material, as obtained from borings
C. After successive blows produce equal penetration for the last specified length.
D. If other than shown in "5" above. Explain reason for variance.

"Attachment F"

09/08

SURVEY STATEMENT

I CERTIFY TO:

(insert appropriate names)

The New York State Urban Development Corporation
d/b/a Empire State Development Corporation

THAT THE BUILDING IS ERECTED ON SITE, AND WITHIN BUILDING RESTRICTIONS, IF ANY ON SITE. IT DOES NOT ENCROACH UPON ANY EASEMENTS OR RIGHT OF WAY IN ANY WAY OTHER THAN SHOWN ON THIS SURVEY. THIS INFORMATION IS TRUE AND CORRECT.

_____ _____

Signature of Surveyor Date

(SEAL)

0 1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16

0 1 2 3 4 5 6 7 8

State of New York

David A. Paterson, Governor

Empire State Development

Dennis M. Mullen, Chairman & CEO

Description of Project

Description of Project in Spanish (as applicable)

Name of City or Town
CITY OFFICIAL, Title

New York State Official
Name

New York State Assemblyman
Name

New York State Senator
Name

Developer/Sponsor
Name

Merchant's Association
Name, Title

Other Private Sector
Name, Title

ESD CONSTRUCTION SIGN

The contractor shall supply and install one sign identifying the project at commencement of construction which shall remain in place until development is completed. The sign can be a minimum of 4 ft. X 8 ft., up to a maximum of 8 ft. X 16 ft., and constructed of 3/4 in. thick exterior grade plywood, secured or supported to comply with all applicable codes and good construction practice. Exact location will be determined by ESD according to local conditions. The sign shall be painted white, front and back, with three coats of exterior grade enamel.

The text shall include the name of the Governor, the heads of the sponsoring State agencies, the name of the project and a list of regional legislators and officials. The exact text and layout shall be provided by ESD Public Affairs Dept... at the time of contract award.

GRAPHIC SPECIFICATIONS

Size: Minimum of 4 'high X 8' wide
Maximum of 8 'high X 16' wide

Color: Blue lettering on white background.
State map outline to be light grey

Font: Helvetica Bold
Helvetica Light

EXHIBIT C: Consultant/Contractor/Vendor Disclosure Statement

GRANTEE:_____
Aqueduct VLT Gaming Facility, Project – Project Number_____

Grantee must complete the following form for each consultant, contractor or vendor it uses whose fee amounts to at least 10% of the total grant or $500, whichever is less.

Grantee must attach a contract for any consultant(s) and contractor(s) used.

I, _____, am the _____of _____ (the "Grantee"), an entity that is duly organized and validly existing under the laws of the State of New York.

I attest that *(Consultant/Contractor/Vendor)*_____was chosen as a consultant/contractor/vendor on Project #«Project_Number» by the Grantee to *(Describe Services.*

_____

_____

_____. No member of the Grantee's Board of Directors or other governing body, or any officer or employee of the Grantee, or a member of the immediate family of any member of the Grantee's Board of Directors or other governing body, officer, or employee of the Grantee has any ownership, control or financial interest in the consultant/contractor/vendor as defined by Section 7(m)(iii) of this agreement.

I attest that *(Consultant/Contractor/Vendor)*_____ was chosen for its services/ products through a process of *(Describe method of selection, including efforts to involve Minority and/or Women-owned Business Enterprises, as defined in Exhibit H, and a description of any relationship between the grantee and the Consultant/Contractor/Vendor.)*_____

_____

_____

_____

_____

_____

_____

_____

_____

_____

_____.

Signature: _____Print Name: _____

Title: _____Date: _____

EXHIBIT D: Project Budget

«Orgn_Name_Client»
«Project_Name», Project «Project_Number»

USES	ESDC Eligible Expenses	SOURCE: List Source Name [	SOURCE: Other	TOTAL
				$0
Total Project Cost:	$0	$0	$0	$0

EXHIBIT E: Opinion of Counsel

[Letterhead of Counsel to the Grantee]

[Date]

Empire State Development Corporation
633 Third Avenue
New York, New York 10017

Attention: «Project_Manager»

Re: Aqueduct VLT Facility - Capital Works and Purposes Necessary to Properly House Video Lottery Terminal Gaming at Aqueduct Racetrack – Project Number

Ladies and Gentlemen:

We have acted as special counsel to «Orgn_Name_Client», a corporation [limited liability company] (the "Grantee"), in connection with the execution and delivery of the Grant Disbursement Agreement dated [Date of Agreement] (the "Agreement") between New York State Urban Development Corporation d/b/a Empire State Development Corporation ("ESDC") and the Grantee.

This opinion letter is being furnished to you at our client's request pursuant to Section 3(a) of the Agreement. Capitalized terms used but not defined herein shall have the meanings assigned thereto in the Agreement.

In rendering the opinions set forth herein, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary or appropriate for the purposes of this opinion letter, including (a) the Agreement, (b) the certificate of incorporation of the Grantee and (c) the by-laws of the Grantee. We have also examined and relied upon such other matters of law, documents, certificates of public officials and representations of officers and other representatives of the Grantee as we have deemed relevant, appropriate or necessary to the rendering of our opinions.

In rendering the opinions expressed below, we have assumed the legal capacity of all natural persons signing documents and that the signatures of persons signing all documents in connection with which this opinion letter is rendered are genuine, all documents submitted to us as originals or duplicate originals are authentic and all documents submitted to us as copies, whether certified or not, conform to authentic original documents. Additionally, we have assumed and relied upon the accuracy and completeness of all certificates and other statements, documents, records, financial statements and papers reviewed by us, and the accuracy and completeness of all representations, warranties, confirmations, schedules and exhibits contained in the Agreement, with respect to the factual matters set forth therein.

As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Grantee and of certain public officials. We have also assumed and relied upon the accuracy and completeness of all certificates and other statements, representations, documents, records, financial statements and papers reviewed by us, and the accuracy and completeness of all representations, warranties and exhibits contained in the Agreement with respect to the factual matters set forth therein.

Based upon the foregoing and subject to the assumptions, qualifications and other matters set forth herein, we are of the opinion that:

1. The Grantee is validly existing and in good standing under the laws of the State of New York and has full power and authority to execute and deliver the Agreement and to perform its obligations thereunder.

2. The Agreement has been duly authorized, executed and delivered by the Grantee and (assuming its due authorization, execution and delivery by ESDC) is binding on and enforceable against the Grantee in accordance with its terms, subject to applicable bankruptcy, insolvency reorganization, arrangement, liquidation, moratorium, fraudulent conveyance or transfer and other similar laws relating to or affecting creditors' rights generally from time to time in effect and to general principles of equity (regardless of whether enforcement is sought in a proceeding in equity or at law), and except as rights under the Agreement to indemnity and contribution may be limited by federal or state laws.

We are admitted to practice in the State of New York and we express no opinion as to any matters governed by any laws other than the laws of the State of New York. The opinions expressed herein that are based on the laws of the State of New York are limited to the laws generally applicable in transactions of the type covered by the Agreement.

This opinion letter is for the benefit solely of ESDC and not for the benefit of any other person. We are opining herein only as of the date hereof and we undertake no, and disclaim any, obligation to advise you of any changes in any matter set forth herein, regardless of whether changes in such matters come to our attention after the date hereof. No attorney-client relationship exists or has existed with ESDC by reason of our preparation, execution and delivery of this opinion letter. By providing this opinion letter and permitting reliance hereon by you, we are not acting as your counsel and have not assumed any responsibility to advise you with respect to the adequacy of this opinion letter for your purposes. This opinion letter may not be relied upon by any other person or for any other purpose or used, circulated, quoted or otherwise referred to for any other purpose.

Very truly yours,

EXHIBIT F: Disbursement Terms

GRANTEE:_____
«Project_Name», Project «Project_Number»

Subject to the terms and conditions contained in this Agreement, ESDC shall disburse the Grant to the Grantee as follows:

Initial Disbursement

After the execution of this Agreement by EDDC and the Grantee and its delivery to ESDC, the satisfaction of the conditions set forth in Section 3 of the Agreement, and Grantee' establishment of a separate bank account, in a financial institution satisfactory to ESDC, then ESDC shall disburse to such account of the Grantee a sum equal to five percent (5%) of the Grant. These disbursed Grant proceeds shall be deposited and kept in that account until proceeds are used by Grantee for reimbursement or payment of eligible expenses for the Project. Interest, if any, accruing on the proceeds deposited in such separate account shall be promptly paid to ESDC. Grantee shall promptly transmit to ESDC copies of all statements available or received periodic statements and other correspondence with respect to the account.

Subsequent Disbursements (exclusive of the Final Disbursement)

All disbursements after the initial advance shall be for Eligible Expenses (as set forth and in accordance with the budget in Exhibit D and in compliance with Exhibit A-1) incurred by the Grantee. Requisitions for payment after the initial requisition must include supporting documentation in the forms attached to this Agreement as Exhibit G and its attachments and the applicable forms attached as Exhibit B. In addition, the second requisition must include the supporting documentation for the initial advance. ESDC shall reimburse the Grantee, not more frequently than monthly, for eligible expenses actually incurred by the Grantee, in compliance with this Agreement and after presentation to ESDC of a Payment Requisition Form together with such supporting documentation as ESDC may require, in the form attached to this Agreement as Exhibit G and its attachments and the applicable funding design and construction requirements documentation in the forms attached as Exhibit B. The aggregate of the Initial Disbursement and the Subsequent Disbursements will not exceed ninety percent (90%) of the Grant.

Final Disbursement

As stated in Section 4, paragraph (b) of this Agreement, the final ten percent (10%) of the Grant shall not be disbursed by ESDC until all of the tasks and reports required have been completed to ESDC's satisfaction.

Expenditures eligible for reimbursement must have been incurred after May 25, 2010, the date that Chapter 90 of the Laws of 2010, in which the Grant was authorized, took effect.

Supporting documentation must include copies of invoices as well as proof of payment (e.g. cancelled checks (both sides), bank statements, paid credit card statements, or other proof of payment).

ESDC Design & Construction (D&C) Staff will review the construction documents and, at its option, visit the site during construction. Payments will be reviewed and approved when D&C requirements have been met.

ESDC reserves the right to require additional documentation to support payment requisitions.

Wire Transfer Information:

Grantee must provide a letter from a financial officer of the company/organization certifying to the accuracy of the following information:

Bank Name: _____

ABA #: _____

Acct. Name: _____

Acct. #: _____

EXHIBIT G: Payment Requisition Form

Aqueduct Video Lottery Gaming Facility Project, Project # _____ (attn: ESDC project manager)

Payment Request # _____, for $ _____ for work completed between _____ and _____, for Task(s) #

Do not re-type this form. Fill in only the version of the form included in the executed GDA. ESDC funds may be applied by Grantee in payment or reimbursement of the following costs:

THIS REQUEST

USES	A: ESDC SHARE	ESDC APPROVED REVISIONS	C: THIS REQUEST	D: TOTAL REQUESTED TO DATE	E: A-C-D BALANCE
TOTAL	$0				
(10 % Retainage)	0				
AVAILABLE	$0				

FUNDING STATUS

1	Total Project Cost per Exhibit D	
2	Total Eligible Expenses Incurred to Date (including this request)	
3	Balance to be Expended (Line 1 minus Line 2)	

CERTIFICATION

I hereby warrant and represent to the Empire State Development Corporation ("ESDC") that:

1) To the best of my knowledge, information and belief, the expenditures for which Grantee is seeking payment and/or reimbursement comply with the requirements of the Agreement between ESDC and Grantee, are Eligible Expenses, and that the payment and/or reimbursement of expenditures for which it is seeking payment and/or reimbursement from ESDC does not duplicate reimbursement or disbursement of costs and/or expenses from any other source.

2) I have the authority to submit this invoice on behalf of Grantee have been completed in the manner outlined in the Agreement.

3) The disclosure made to ESDC by Grantee on Grantee's Disclosure and Accountability Certification continue to be complete and correct, except as may otherwise have been subsequently disclosed to ESDC in writing.

4) I hereby attach the following documents for ESDC approval, in support of this requisition:

___ Documents in the forms for the funding design and construction requirements (Exhibit B)
___ Consultant/Contractor/Vendor Disclosure Statement (Exhibit C) including contracts as applicable
___ Project Cost Documentation (Exhibit G-2) – CPA-Prepared Project Cost Verification Letter
___ M/WBE Compliance Report (Exhibit H-1)
___ Disclosure & Accountability Certifications (Exhibit J; required only if there is a change to that previously submitted)
___ Other: _____

Signature:_____ Date:_____
Print Name: _____ Title:_____

EXHIBIT G-1: Payment Requisition Cover Letter

ON GRANTEE'S LETTERHEAD

Date

Loans & Grants Invoice Administrator
Empire State Development Corporation
633 Third Avenue
New York, New York 10017

RE: Aqueduct Video Lottery Gaming Facility, Project, Project Number _____

Dear Invoice Administrator:

Enclosed please find our request for payment/reimbursement. The package includes the following:

1. Completed Exhibit B Documentation
2. Completed Exhibit C: Consultant/Contractor/Vendor Disclosure Statement including contracts as applicable
3. Completed Exhibit G: Payment Requisition Form
4. Project Cost Documentation – Completed Exhibit G-2 – CPA-prepared Project Cost Verification Letter
5. Completed Exhibit J: Disclosure & Accountability Certifications form (required only if there is a change to that previously submitted)

If any further information is needed, please give me a call at (____)_____.

_____
Signature

Print Name _____

Title _____

Enclosures

EXHIBIT G-2: CPA-prepared Project Cost Verification Letter

]

[CPA Letterhead]

Report of Independent Accountants

Date

«Grantee Contact_Name_Title»
«Grantee_Orgn_Name»
«Street_Address»
«CitySTZip_Client»

Empire State Development Corporation
633 Third Avenue
New York, New York 10017
(Project Manager)

Re: Aqueduct Video Lottery Gaming Facility Project # _____-Verification of Project Costs

We have performed the procedures enumerated below, which were agreed to by [Grantee Orgn_Name] (the "Company") and Empire State Development Corporation ("ESD") (collectively the "specified parties"), solely to assist ESD in determining whether cost expenditures were incurred in a manner established by the project documents as follows:

> Project costs for capital works or purposes, including, but not limited to, costs for the design, acquisition, construction and equipment, for such structures as may be necessary to properly house video lottery terminal gaming at Aqueduct racetrack, including, but not limited to, the costs of studies, appraisals, surveys, testing, environmental impact statements, infrastructure, facility design, construction and equipment, cost of leasing space, professional fees and costs and issuance of insurance. Expenses must be incurred on or after _____ (the date that the New York State budget, in which the project is authorized, was passed) to be considered eligible project costs.

Management is responsible for Company compliance with those requirements. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of those parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose. Our procedures and findings are as follows:

1. Obtained the attached "Statement of Actual Costs" for the Project (Aqueduct Video Lottery Gaming Facility, Project # _____) prepared by the Company.

2. Agreed the total per the Statement of Actual Costs to the Company's financial accounting records -

the fixed asset subledger (....or name appropriate financial record report)

3. For costs and expenses appearing on the Statement of Actual Costs, selected a sample for detailed testing of underlying transactions. [CPA will indicate method of selection, dollar value and percentage of items sampled.]

4. For each asset or expense item selected, obtained the supporting documentation, such as purchase orders, receiving reports, invoices and cancelled checks as deemed appropriate [CPA will indicate which documentation was used].

5. Examined the supporting documentation for sampled items, noting the invoice date, invoice number and invoice amount. Agreed the dollar amount on the invoice to the Company's financial accounting records (fixed asset subledger - or appropriate report name) and the statement of actual costs.

6. For each invoice examined, obtained the related wire transfer documentation noting the wire transfer date, number, and amount. Then, agreed the wire transfer amount to the vendor invoice amount.

7. For each asset or expense item selected, determined that such sampled item is a capital expense in accordance with applicable state and federal law.

[Summarize any exceptions, if applicable]

We were not engaged to and did not conduct an examination, the objective of which would be the expression of an opinion on compliance. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the specified parties and is not intended to be and should not be used by anyone other than these specified parties.

(CPA)

Attachment: Statement of Actual Costs, (Aqueduct Video Lottery Gaming Facility Project, Project #_____)

Exhibit G-2A

Project Cost Summary for ESDC-Eligible Expenses*

Aqueduct Video Lottery Gaming Facility Project, Project #_____

Item#*	Check#	$ Amount	Invoice date	Vendor Name	Description of Item or Service
TOTAL:					

PREPARED BY: _____ DATE: _____

*** Eligible Expenses – list only the costs to be reimbursed by ESDC. <u>Indicate item numbers clearly on any supporting documentation such as cancelled checks, bank statements and invoices</u>. Use additional copies of form as necessary.**

Exhibit G-3
[Lottery Letterhead]

[DATE]

Empire State Development Corporation
633 Third Avenue
New York, New York 10017

Re: Aqueduct Video Lottery Gaming Facility Project #_____
Lottery Acknowledgment

Ladies and Gentlemen:

The New York State Division of the Lottery (the "Lottery") acknowledges and confirms that [NAME OF GRANTEE] (the "Grantee") is in compliance with the Lottery's requirements in connection with the Grant Disbursement Agreement dated [DATE OF AGREEMENT] between the New York State Urban Development Corporation d/b/a Empire State Development Corporation and the Grantee, as of the date of this letter.

Very truly yours,

William J. Murray
Deputy Director and General Counsel

EXHIBIT H: Non-Discrimination and Affirmative Action Policy

It is the policy of the State of New York and ESDC, to comply with all federal, State and local law, policy, orders, rules and regulations which prohibit unlawful discrimination because of race, creed, color, national origin, sex, sexual orientation, age, disability or marital status, and to take affirmative action to ensure that Minority and Women-owned Business Enterprises (M/WBEs), Minority Group Members and women share in the economic opportunities generated by ESDC's participation in projects or initiatives, and/or the use of ESDC funds. The recipient of State funds represents that its equal employment opportunity policy statement incorporates, at a minimum, the policies and practices set forth below:

1) Borrower shall (i) not unlawfully discriminate against employees or applicants for employment because of race, creed, color, national origin, sex, sexual orientation, age, disability or marital status, (ii) undertake or continue existing programs of affirmative action to ensure that Minority Group Members and women are afforded equal employment opportunities, and (iii) make and document its conscientious and active efforts to employ and utilize M/WBEs, Minority Group Members and women in its workforce on contracts. Such action shall be taken with reference to, but not limited to, solicitations or advertisements for employment, recruitment, job assignment, promotion, upgrading, demotion, transfer, layoff or termination, rates of pay or other forms of compensation, and selection for training or retraining, including apprenticeship and on-the-job training.

2) Borrower represents and warrants that, for the duration of the Agreement, it shall furnish all information and reports required by the ESDC Affirmative Action Unit and shall permit access to its books and records by ESDC, or its designee, for the purpose of ascertaining compliance with provisions hereof.

ESDC NON-DISCRIMINATION AND AFFIRMATIVE ACTION DEFINITIONS

Affirmative Action

Shall mean the actions to be undertaken by the Borrower, Grantee and any Contracting Party in connection with any project or initiative to ensure non-discrimination and Minority/Women-owned Business Enterprise and minority/female workforce participation.

Minority Business Enterprise (MBE)

Shall mean a business enterprise, including a sole proprietorship, partnership or corporation that is: (i) at least fifty-one percent (51%) owned by one or more Minority Group Members; (ii) an enterprise in which such minority ownership is real, substantial and continuing; (iii) an enterprise in which such minority ownership has and exercises the authority to control and operate, independently, the day-to-day business decisions of the enterprise; (iv) an enterprise authorized to do business in the State of New York and is independently owned and operated; and (v) an enterprise certified by New York State as a minority business.

Minority Group Member

Shall mean a United States citizen or permanent resident alien who is and can demonstrate membership in one of the following groups: (i) Black persons having origins in any of the Black African racial groups; (ii) Hispanic persons of Mexican, Puerto Rican, Dominican, Cuban, Central or South American descent of either Indian or Hispanic origin, regardless of race; (iii) Asian and Pacific Islander persons having origins in any of the Far East countries, South East Asia, the Indian subcontinent or the Pacific Islands; and (iv) Native American or Alaskan native persons having origins in any of the original peoples of North America.

Women-owned Business Enterprise (MWBE)

Shall mean a business enterprise, including a sole proprietorship, partnership or corporation that is: (i) at least fifty-one percent (51%) owned by one or more citizens or permanent resident aliens who are women; (ii) an enterprise in which the ownership interest of such women is real, substantial and continuing; (iii) an enterprise in which such women ownership has and exercises the authority to control and operate, independently, the day-to-day business decisions of the enterprise; (iv) an enterprise authorized to do business in the State of New York and is independently owned and operated; and (v) an enterprise certified by New York State as woman-owned.

EXHIBIT H-1: M/WBE COMPLIANCE REPORT

PROJECT SPONSOR/DEVELOPER (the "Reporting Company"): _____

ADDRESS: _____

_____

TELEPHONE: _____

CONTACT PERSON: _____

ESD AA REPRESENTATIVE: _____

PROJECT NAME: _____ PROJ.#: _____

PROJECT START DATE: _____ PERCENT COMPLETE: _____

ACTUAL COMPLETION DATE:

Attach M/WBE contract documentation, i.e. executed contracts, final lien waivers, cancelled checks, etc./ or documentation describing "Best Efforts" taken to achieve M/WBE program. This report should be completed by an officer of the Reporting Company.

PRIME CONTRACTOR (Name, Address, Contact Person and Phone)	CONTRACT AMOUNT	M/WBE SUBCONTRACTOR (Name, Address, Contact Person and Phone)	SCOPE OF SERVICES	M/WBE CONTRACT AMOUNT	M/WBE PAYMENT PREVIOUS REPORT	M/WBE PAYMENT CURRENT REPORT	M/WBE AMOUNT PAID TO DATE

CERTIFICATION:

I, _____ (Print Name), the _____ (Title), do certify that (I) I have read this Compliance Report and (II) to the best of my knowledge, information and belief, the information contained herein is complete and accurate.

SIGNATURE _____ DATE _____

Questions? Please contact: _____ of ESD's Affirmative Action Unit at (212) 893-_____.

EXHIBIT I: Special Provisions

In the event of any conflict between Exhibit A of this Agreement and any other provisions of this Agreement, the terms of such other provisions shall govern.

The following sections of the Terms and Conditions of this Agreement are waived:

If the company is not a corporation but a limited liability company (LLC):

In 7(c), reference to "corporation" shall mean limited liability company, reference to "incorporation" shall mean organization, and reference to "corporate" shall mean organizational.

If Grant will be used for payment to a consultant or vendor who also serves as an officer or board member of grantee or is an "owner," as defined below [you will have to ask the Grantee if this is expected to apply]:

Section 7(m)(iii) of Terms and Conditions is amended as follows (underlined text shows addition):

The grant shall not be used in any manner for any of the following purposes:
payments to any firm, company, association, corporation or organization in which a member of the Grantee's Board of Directors or other governing body, or any officer or employee of the Grantee, or a member of the immediate family of any member of the Grantee's Board of Directors or other governing body, officer, or employee of the Grantee has any ownership, control or financial interest, except as disclosed by the Grantee and accepted by ESDC. For purposes of this paragraph, "ownership" means ownership, directly or indirectly, of more than five (5) percent of the assets, stock, bonds or other dividend or interest bearing securities; and "control" means serving as a member of the board of directors or other governing body, or as an officer in any of the above;

Exhibit J: DISCLOSURE & ACCOUNTABILITY CERTIFICATIONS

See Certification Form Attached

SECTION 12: DISCLOSURE & ACCOUNTABILITY CERTIFICATIONS

No Conflict of Interest

Except as otherwise fully disclosed herein and accepted by the parties hereto, the Grantee/Recipient affirms under penalty of perjury that neither the Sponsoring Member(s) nor any Related Parties to Sponsoring Member(s) has any financial interest, direct or indirect, in the Grantee/Recipient or in any of the Grantee/Recipient's equity owners, or has received or will receive any financial benefit, either directly or indirectly, from the Grantee/Recipient or its Related Parties.

Good Standing

Except as otherwise fully disclosed herein and accepted by the parties hereto, the Grantee/Recipient affirms under penalty of perjury that:

(A) At no time during the past five years has the Grantee/Recipient or any of the Grantee/Recipient's affiliates, principal owners or officers: (1) been debarred from entering into any government contract; (2) been found non-responsible on any government contract; (3) been declared in default and/or terminated for cause of any government contract; (4) been determined to be ineligible to bid or propose on any contract; (5) been suspended from bidding or entering into any government contract; (6) received an overall unsatisfactory performance rating from any government agency on any contract; (7) been subject to any judgments, injunctions or liens including but not limited to, judgments based on taxes owed, fines and penalties assessed by any governmental agency, or elected official against Grantee/Recipient; (8) been investigated by any governmental agency including, but not limited to, federal, state and local regulatory agencies; (9) been convicted of a misdemeanor and/or found in violation of any administrative, statutory or regulatory provisions; (10) been the subject of any felony, misdemeanor, or administrative charges; (11) been subject to any sanctions imposed as a result of judicial or administrative disciplinary proceedings; (12) failed to file any federal, state or city tax returns; (13) (to the extent the entity is a charity or not-for-profit organization) failed to file and all required forms with any government entity regulating the entity; (14) received a grant of immunity for any business-related conduct constituting a crime under local, State or Federal law; (15) agreed to a voluntary exclusion from bidding/contracting; (16) received a violation of State Labor Law deemed willful; (17) received a denial, decertification, revocation or forfeiture of Women's Business Enterprise, Minority Business Enterprise or Disadvantaged Business Enterprise status; (18) received a rejection of a low bid on a local, State or Federal contract for failure to meet statutory affirmative action or M/WBE requirements on a previously held contract; (19) received a consent order with the New York State Department of Environmental Conservation or a Federal, State or local government enforcement determination involving a violation of Federal, State or local government laws; or (20) received an occupational Safety and Health Act citation and Notification of Penalty containing a violation classified as serious or willful;

(B) At no time within the last seven years has the Grantee/Recipient or any of the Grantee/Recipient's affiliates, principal owners or officers been involved in any bankruptcy proceeding (whether or not closed);

(C) At no time within the last ten years has the Grantee/Recipient or any of the Grantee/Recipient's Affiliates, principal owners or officers been convicted of a felony, and/or any crime related to truthfulness and/or business conduct; and

(D) That neither the Grantee/Recipient nor any of the Grantee/Recipient's Related Parties paid any third party or agent, either directly or indirectly, to aid in the securing of this Agreement.

Funds Used Solely for Public Purpose

The Grantee/Recipient affirms under penalty of perjury that all funds to be expended pursuant to the terms of a grant to be awarded in accordance with the terms of the accompanying application are to be used solely and directly for the public purpose or public purposes specified in the accompanying application. The Grantee/Recipient further swears and affirms that all such funds will be used solely in the manner described in the application.

Definitions

As used herein in this Exhibit:

(1) "Affiliate" means any person or entity that directly or indirectly controls or is controlled by or is under common control or ownership with the specified party.

(2) "Grantee" or "Recipient" means the party or parties designated to receive funds pursuant to a Member Initiative Form, or their employees and Affiliates.

(3) "Related Party" means: (i) the party's spouse, (ii) natural or adopted descendants of the party or of the spouse, (iii) any sibling of the party or of the spouse, (iv) the son-in-law, daughter-in-law, brother-in-law, sister-in-law, father-in-law, or mother-in-law of any of the foregoing, (v) any person sharing the home of any of the foregoing, (vi) any staff member, employee, director, officer or agent of the party, and (vii) Affiliates or subcontractors of the party.

(4) "Sponsoring Member(s)" means the sponsoring Assemblyman or State Senator as identified by the Member Initiative Form and listed herein, or in the event no such specific Assemblyman or Senator is identified on the Member Initiative Form, it shall be the local Assemblyman and State Senator as listed herein. In addition, "Sponsoring Member(s)" shall include the Governor when appropriate as listed herein.

Disclosure (use additional sheets, if necessary; if "none", please so indicate below)

(A) Conflict of Interest (see "I.")

_____

_____

_____

_____

_____

_____

_____

_____

_____

_____

_____

(B) Good Standing (see "II(A)-(D)")

_____

_____

_____

_____

_____

_____

_____

_____

_____

_____

_____

_____

The undersigned: recognizes that this Certification is submitted for the express purpose of assisting the State of New York or its agencies and political subdivisions to make a determination regarding the award of a contract or approval of a subcontract; acknowledges that the State of New York or its agencies and political subdivisions may in its discretion, by means which it chooses, verify the truth and accuracy of all statements made herein; acknowledges that intentional submission of false or misleading information may constitute a felony under Penal Law Section 210.40 or a misdemeanor under Penal Law Section 210.45, and may also be punishable by a fine or up to $10,000 or imprisonment of up to five years under 18 U.S.C. Section 1001; and states that the information submitted in this Certification and any attached pages is true, accurate and complete.

_____
Name of Grantee/Recipient

_____
Signature of Officer/Date

_____
Address

_____
Typed Copy of Signature

_____
City, State, Zip

_____
Title

Sworn to before me this

_____ day of _____ _____, 20_____

_____
Notary Public

Tab 8.G.:

Procurement Lobbying: Bidder/Offeror Disclosure/Certification Form

Appendix B

BIDDER/OFFERER DISCLOSURE/CERTIFICATION FORM

CONTRACT/PROJECT DESCRIPTION: Development & Operation of a Video Lottery Facility at Aqueduct Racetrack
CONTRACT/PROJECT NUMBER:
RESTRICTED PERIOND FOR THIS PROCUREMENT: From date: To Date:
PERMISSABLE CONTACTS:

1. CONTACTS - Contractor affirms that it understands and agrees to comply with the procedures on procurement lobbying restrictions regarding permissible contacts in the restricted period for a procurement contract in accordance with State Finance Law §§ 139-j and 139-k. ☑ I agree

2. BIDDER/OFFERER DISCLOSURE OF PRIOR NON-RESPONSIBILITY DETERMINATIONS Pursuant to Procurement Lobbying Law (SFL §139-j)

(a) Has any Governmental Entity made a finding of non-responsibility regarding the individual or entity seeking to enter into the Procurement Contract in the previous four years?

☐ Yes ☑ No

If yes, please answer the following question:

(b) Was the basis for the finding of non-responsibility due to a violation of State Finance Law §139-j?

☐ Yes ☐ No

(c) If "Yes" was the basis for the finding of non-responsibility due to the intentional provision of false or incomplete information to a governmental entity?

☐ Yes ☐ No

If "Yes", please provide details regarding the finding of non-responsibility:
Governmental Entity:_____
Date of Finding of Non-Responsibility:_____
Basis of Finding of Non-Responsibility (attach additional sheets if necessary):

(d) Has any governmental agency terminated or withheld a procurement contract with the above-named individual or entity due to the intentional provision of false or incomplete information?

☐ Yes ✓ No

If yes, provide details:
Governmental Entity:_____
Date of Termination or Withholding of Contract:_____
Basis of Termination or Withholding: (add additional pages if necessary)

3. TERMINATION CLAUSE:
Contractor certifies that all information provided to the Agency with respect to State Finance Law §§139 (j) and 139 (k) is complete true and accurate. If found to be in violation of State Finance Law §§139 (j) and 139 (k), the contract will result in termination.

☑ I agree

Name of Contractor's Firm/Company: Genting New York LLC

Contractor Address: c/o Steven Wilner, Cleary Gottlieb Steen & Hamilton LLP
1 Liberty Plaza, NY, NY 10006

Contractor's signature:

I understand that my signature represents that I am signing and responding to both certifications listed above

Print Name: Barry Hoffman

Occupation of Person signing this form: Director

Email Address: barry.hoffman@gentingenergy.com

Tab 8.H.:

Non-Collusive Bidding Certificate

Non-Collusive Bidding Certification
Required By Section 139-D of the State Finance Law

By submission of this bid, bidder and each person signing on behalf of bidder certifies, under penalty of perjury, that to the best of his/her knowledge and belief:

[1] The prices of this bid have been arrived at independently, without collusion, consultation, communication, or agreement, for the purposes of restricting competition, as to any matter relating to such prices with any other Bidder or with any competitor;

[2] Unless otherwise required by law, the prices which have been quoted in this bid have not been knowingly disclosed by the Bidder and will not knowingly be disclosed by the Bidder prior to opening, directly or indirectly, to any other Bidder or to any competitor; and

[3] No attempt has been made or will be made by the Bidder to induce any other person, partnership or corporation to submit or not to submit a bid for the purpose of restricting competition.

A BID SHALL NOT BE CONSIDERED FOR AWARD NOR SHALL ANY AWARD BE MADE WHERE [1], [2], [3] ABOVE HAVE NOT BEEN COMPLIED WITH; PROVIDED HOWEVER, THAT IF IN ANY CASE THE BIDDER(S) CANNOT MAKE THE FORGOING CERTIFICATION, THE BIDDER SHALL SO STATE AND SHALL FURNISH BELOW A SIGNED STATEMENT WHICH SETS FORTH IN DETAIL THE REASONS THEREFORE:

[AFFIX ADDEDUM TO THIS PAGE IF SPACE IS REQUIRED FOR STATEMENT.]

Subscribed to under penalty of perjury under the laws of the State of New York, this 25 day June, 2010 as the act and deed of said corporation.

Barry Hoffman, Director of Genting New York LLC
Title

Signature

Tab 8.I.:

NYS Vendor Responsibility Questionnaire

NEW YORK STATE
VENDOR RESPONSIBILITY QUESTIONNAIRE
FOR-PROFIT BUSINESS ENTITY

BUSINESS ENTITY INFORMATION

Legal Business Name Genting New York LLC	**EIN** 27-2869474	
Address of the Principal Place of Business/Executive Office will be Aqueduct Racetrack, 110-00 Rockaway Blvd., Jamaica NY 11420	**Phone Number** 323-962-8438	**Fax Number** N/A
E-mail barry.hoffman@gentingenergy.com	**Website** N/A	
Authorized Contact for this Questionnaire		
Name: Barry Hoffman	**Phone Number** 323-962-8438	**Fax Number** N/A
Title Director	**Email** barry.hoffman@gentingenergy.com	

List any other DBA, Trade Name, Other Identity, or EIN used in the last five (5) years, the state or county where filed, and the status (active or inactive): (if applicable)

Type	Name	EIN	State or County where filed	Status
LLC	f/k/a New Quest, LLC		Delaware	Active

I. BUSINESS CHARACTERISTICS

1.0 Business Entity Type – Please check appropriate box and provide additional information:

a) ☐ **Corporation (including PC)**	**Date of Incorporation**
b) ☑ **Limited Liability Co. (LLC or PLLC)**	**Date Organized** December 22, 2008
c) ☐ **Limited Liability Partnership**	**Date of Registration**
d) ☐ **Limited Partnership**	**Date Established**
e) ☐ **General Partnership**	**Date Established** **County (if formed in NYS)**
f) ☐ **Sole Proprietor**	**How many years in business?**
g) ☐ **Other**	**Date Established**
If Other, explain:	

1.1 Was the Business Entity formed in New York State?	☐ **Yes** ☑ **No**
If 'No' indicate jurisdiction where Business Entity was formed: ☑ **United States** **State** DE ☐ **Other** **Country** ____	
1.2 Is the Business Entity currently registered to do business in New York State with the Department of State? Note: ***Select 'Not Required' if the Business Entity is a Sole Proprietor or General Partnership***	☑ **Yes** ☐ **No** ☐ **Not required**
If 'No' explain why the Business Entity is not required to be registered in New York State.	
1.3 Is the Business Entity registered as a Sales Tax Vendor with the New York State Department of Taxation and Finance?	☐ **Yes** ☑ **No**
If 'No', explain and provide detail, such as "not required", "application in process", or other reason for not being registered. application in process	
1.4 Is the Business Entity publicly traded?	☐ **Yes** ☑ **No**

NEW YORK STATE
VENDOR RESPONSIBILITY QUESTIONNAIRE
FOR-PROFIT BUSINESS ENTITY

I. BUSINESS CHARACTERISTICS

CIK Code or Ticker Symbol [redacted]	
1.5 Is the responding Business Entity a Joint Venture? *Note: If the Submitting Business Entity is a Joint Venture, also submit a questionnaire for each Business Entity comprising the Joint Venture*	☐ Yes ☑ No
1.6 Does the Business Entity have a DUNS Number?	☐ Yes ☑ No
Enter DUNS Number	
1.7 Is the Business Entity's Principal Place of Business/Executive Office in New York State? **If 'No', does the Business Entity maintain an office in New York State?**	☑ Yes ☐ No ☐ Yes ☐ No
Provide the address and telephone number for one New York office. Aqueduct Racetrack 110-00 Rockaway Blvd. Jamaica NY 11420	
1.8 Is the Business Entity a New York State Certified Minority Owned Business Enterprise (MBE), Women Owned Business Enterprise (WBE), New York State Small Business or a Federally Certified Disadvantaged Business Enterprise (DBE)?	☐ Yes ☑ No
If 'Yes', check all that apply: ☐ **New York State Certified Minority Owned Business Enterprise (MBE)** ☐ **New York State Certified Women Owned Business Enterprise (WBE)** ☐ **New York State Small Business** ☐ **Federally Certified Disadvantaged Business Enterprise (DBE)**	

1.9 Identify Business Entity Officials and Principal Owners. For each person, include name, title and percentage of ownership, if applicable. *Attach additional pages if necessary.*

Name	Title	Percentage Ownership *(Enter 0% if not applicable)*
See Addendum to Question 1.9		

II. AFFILIATES AND JOINT VENTURE RELATIONSHIPS

2.0 Does the Business Entity have any Affiliates? *Attach additional pages if necessary.*		☑ Yes ☐ No
Affiliate Name See Addendum to Question 2.0	**Affiliate EIN** *(If available)*	**Affiliate's Primary Business Activity**
Explain relationship with the Affiliate and indicate percent ownership, if applicable (enter N/A, if not applicable):		
Are there any Business Entity Officials or Principal Owners that the Business Entity has in common with this Affiliate?		☐ Yes ☐ No
Individual's Name	**Position/Title with Affiliate**	
2.1 Has the Business Entity participated in any Joint Ventures within the past three (3) years? *Attach additional pages if necessary*		☐ Yes ☑ No
Joint Venture Name:	**Joint Venture EIN** *(If available)*:	**Identify parties to the Joint Venture:**

NEW YORK STATE
VENDOR RESPONSIBILITY QUESTIONNAIRE
FOR-PROFIT BUSINESS ENTITY

III. CONTRACT HISTORY	
3.0 Has the Business Entity held any contracts with New York State government entities in the last three (3) years? If "Yes" attach a list including the Contract Number, Agency Name, Contract Amount, Contract Start Date, Contract End Date, and the Contract Description.	☐ Yes ☑ No

IV. INTEGRITY – CONTRACT BIDDING Within the past five (5) years, has the Business Entity or any Affiliate	
4.0 been suspended or debarred from any government contracting process or been disqualified on any government procurement?	☐ Yes ☑ No
4.1 been subject to a denial or revocation of a government prequalification?	☐ Yes ☑ No
4.2 been denied a contract award or had a bid rejected based upon a finding of non-responsibility by a government entity?	☐ Yes ☑ No
4.3 had a low bid rejected on a government contract for failure to make good faith efforts on any Minority Owned Business Enterprise, Women Owned Business Enterprise or Disadvantaged Business Enterprise goal or statutory affirmative action requirements on a previously held contract?	☐ Yes ☑ No
4.4 agreed to a voluntary exclusion from bidding/contracting with a government entity?	☐ Yes ☑ No
4.5 initiated a request to withdraw a bid submitted to a government entity or made any claim of an error on a bid submitted to a government entity?	☐ Yes ☑ No
For each "Yes" answer above provide an explanation of the issue(s), the Business Entity involved, the relationship to the submitting Business Entity, relevant dates, the government entity involved, and any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.	

V. INTEGRITY – CONTRACT AWARD Within the past five (5) years, has the Business Entity or any Affiliate	
5.0 been suspended, cancelled or terminated for cause on any government contract?	☐ Yes ☑ No
5.1 been subject to an administrative proceeding or civil action seeking specific performance or restitution in connection with any government contract?	☐ Yes ☑ No
5.2 entered into a formal monitoring agreement as a condition of a contract award from a government entity?	☐ Yes ☑ No
For each "Yes" answer provide an explanation of the issue(s), the Business Entity involved, the relationship to the submitting Business Entity, relevant dates, the government entity involved, and any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.	

VI. CERTIFICATIONS/LICENSES Within the past five (5) years, has the Business Entity or any Affiliate	
6.0 had a revocation, suspension or disbarment of any business or professional permit and/or license?	☐ Yes ☑ No
6.1 had a denial, decertification, revocation or forfeiture of New York State certification of Minority Owned Business Enterprise, Women Owned Business Enterprise or federal certification of Disadvantaged Business Enterprise status, for other than a change of ownership?	☐ Yes ☑ No
For each "Yes" answer provide an explanation of the issue(s), the Business Entity involved, the relationship to the submitting Business Entity, relevant dates, the government entity involved, and any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.	

NEW YORK STATE
VENDOR RESPONSIBILITY QUESTIONNAIRE
FOR-PROFIT BUSINESS ENTITY

VII. LEGAL PROCEEDINGS Within the past five (5) years, has the Business Entity or any Affiliate	
7.0 been the subject of an investigation, whether open or closed, by any government entity for a civil or criminal violation?	☐ Yes ☑ No
7.1 been the subject of an indictment, grant of immunity, judgment or conviction (including entering into a plea bargain) for conduct constituting a crime?	☐ Yes ☑ No
7.2 received any OSHA citation and Notification of Penalty containing a violation classified as serious or willful?	☐ Yes ☑ No
7.3 had a government entity find a willful prevailing wage or supplemental payment violation?	☐ Yes ☑ No
7.4 had any New York State Labor Law violation deemed willful?	☐ Yes ☑ No
7.5 entered into a consent order with the New York State Department of Environmental Conservation, or a Federal, State or local government enforcement determination involving a violation of federal, state or local environmental laws?	☐ Yes ☑ No
7.6 other than the previously disclosed: (i) Been subject to the imposition of a fine or penalty in excess of $1,000 imposed by any government entity as a result of the issuance of citation, summons or notice of violation, or pursuant to any administrative, regulatory, or judicial determination; or (ii) Been charged or convicted of a criminal offense pursuant to any administrative and/or regulatory action taken by any government entity?	☐ Yes ☑ No
For each "Yes" answer provide an explanation of the issue(s), the Business Entity involved, the relationship to the submitting Business Entity, relevant dates, the government entity involved, and any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.	

VIII. LEADERSHIP INTEGRITY NOTE: If the Business Entity is a Joint Venture Entity, answer "N/A" – Not Applicable to questions 8.0 through 8.4. Within the past five (5) years has any individual previously identified, any other Business Entity Leader not previously identified, or any individual having the authority to sign, execute or approve bids, proposals, contracts or supporting documentation with New York State been subject to	
8.0 a sanction imposed relative to any business or professional permit and/or license?	☐ Yes ☑ No ☐ N/A
8.1 an investigation, whether open or closed, by any government entity for a civil or criminal violation for any business related conduct?	☐ Yes ☑ No ☐ N/A
8.2 an indictment, grant of immunity, judgment, or conviction of any business related conduct constituting a crime including, but not limited to, fraud, extortion, bribery, racketeering, price fixing, bid collusion or any crime related to truthfulness?	☐ Yes ☑ No ☐ N/A
8.3 a misdemeanor or felony charge, indictment or conviction for: (i) any business-related activity including but not limited to fraud, coercion, extortion, bribe or bribe-receiving, giving or accepting unlawful gratuities, immigration or tax fraud, racketeering, mail fraud, wire fraud, price fixing or collusive bidding; or (ii) any crime, whether or not business related, the underlying conduct of which related to truthfulness, including but not limited to the filing of false documents or false sworn statements, perjury or larceny?	☐ Yes ☑ No ☐ N/A
8.4 a debarment from any government contracting process?	☐ Yes ☑ No ☐ N/A
For each "Yes" answer provide an explanation of the issue(s), the individual involved, the government entity involved, the relationship to the submitting Business Entity, relevant dates, any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.	

NEW YORK STATE
VENDOR RESPONSIBILITY QUESTIONNAIRE
FOR-PROFIT BUSINESS ENTITY

IX. FINANCIAL AND ORGANIZATIONAL CAPACITY

9.0 Within the past five (5) years, has the Business Entity or any Affiliates received a formal unsatisfactory performance assessment(s) from any government entity on any contract?	☐ Yes ☑ No
If "Yes" provide an explanation of the issue(s), the Business Entity involved, the relationship to the submitting Business Entity, relevant dates, the government entity involved, and any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.	
9.1 Within the past five (5) years, has the Business Entity or any Affiliates had any liquidated damages assessed over $25,000?	☐ Yes ☑ No
If "Yes" provide an explanation of the issue(s), the Business Entity involved, the relationship to the submitting Business Entity, relevant dates, contracting party involved, the amount assessed and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.	
9.2 Within the past five (5) years, has the Business Entity or any Affiliates had any liens, claims or judgments (not including UCC filings) over $25,000 filed against the Business Entity which remain undischarged or were unsatisfied for more than 90 days?	☐ Yes ☑ No
If "Yes" provide an explanation of the issue(s), the Business Entity involved, the relationship to the submitting Business Entity, the lien holder or claimant's name, the amount of the lien(s) and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.	
9.3 In the last seven (7) years, has the Business Entity or any Affiliates initiated or been the subject of any bankruptcy proceedings, whether or not closed, regardless of the date of filing, or is any bankruptcy proceeding pending?	☐ Yes ☑ No
If "Yes" provide the Business Entity involved, the relationship to the submitting Business Entity, the Bankruptcy chapter number, the Court name, and the docket number. Indicate the current status of the proceedings as "Initiated," "Pending" or "Closed." Provide answer below or attach additional sheets with numbered responses.	
9.4 During the past three (3) years, has the Business Entity and any Affiliates failed to file or pay any tax returns required by federal, state or local tax laws?	☐ Yes ☑ No
If "Yes" provide the Business Entity involved, the relationship to the submitting Business Entity, the taxing jurisdiction (federal, state or other), the type of tax, the liability years, the tax liability amount the Business Entity failed to file/pay and the current status of the tax liability. Provide answer below or attach additional sheets with numbered responses.	
9.5 During the past three (3) years, has the Business Entity and any Affiliates failed to file or pay any New York State unemployment insurance returns?	☐ Yes ☑ No
If "Yes" provide the Business Entity involved, the relationship to the submitting Business Entity, the years the Business Entity failed to file/pay the insurance, explain the situation and any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.	
9.6 During the past three (3) years, has the Business Entity or any Affiliates had any government audits? **If "yes" did any audit reveal material weaknesses in the Business Entity's system of internal controls?** **If "Yes", did any audit reveal non-compliance with contractual agreements or any material disallowance (if not previously disclosed in 9.6)?**	☐ Yes ☑ No ☐ Yes ☐ No ☐ Yes ☐ No
For each "Yes" answer provide an explanation of the issue(s), the Business Entity involved, the relationship to the submitting Business Entity, relevant dates, the government entity involved, and any remedial or corrective action(s) taken and the current status of the issue(s). Provide answer below or attach additional sheets with numbered responses.	

NEW YORK STATE
VENDOR RESPONSIBILITY QUESTIONNAIRE
FOR-PROFIT BUSINESS ENTITY

X. FREEDOM OF INFORMATION LAW (FOIL)

10.0 Indicate whether any information supplied herein is believed to be exempt from disclosure under the Freedom of Information Law (FOIL). Note: A determination of whether such information is exempt from FOIL will be made at the time of any request for disclosure under FOIL.	☐ Yes ☑ No
Indicate the question number(s) and explain the basis for the claim.	

NEW YORK STATE
VENDOR RESPONSIBILITY QUESTIONNAIRE
FOR-PROFIT BUSINESS ENTITY

Certification

The undersigned: recognizes that this questionnaire is submitted for the express purpose of assisting the State of New York or its agencies or political subdivisions in making a determination regarding an award of contract or approval of a subcontract; acknowledges that the State or its agencies or political subdivisions may in its discretion, by means which it may choose, verify the truth and accuracy of all statements made herein; and acknowledges that intentional submission of false or misleading information may constitute a felony under Penal Law Section 210.40 or a misdemeanor under Penal Law Section 210.35 or Section 210.45, and may also be punishable by a fine and/or imprisonment of up to five years under 18 USC Section 1001 and may result in contract termination.

The undersigned certifies that he/she:

- is knowledgeable about the submitting Business Entity's business and operations;
- has read and understands all of the questions contained in the questionnaire;
- has not altered the content of the question set in any manner;
- has reviewed and/or supplied full and complete responses to each question;
- to the best of their knowledge, information and belief, confirms that the Business Entity's responses are true, accurate and complete, including all attachments; if applicable;
- understands that New York State will rely on information disclosed in this questionnaire when entering into a contract with the Business Entity; and
- is under obligation to update the information provided herein to include any material changes to the Business Entity's responses at the time of bid/proposal submission through the contract award notification, and may be required to update the information at the request of the state's contracting entity or the Office of the State Comptroller prior to the award and/or approval of a contract, or during the term of the contract.

Signature of Owner/Officer	
Printed Name of Signatory	Barry Hoffman
Title	Director
Name of Business	Genting New York LLC
Address	c/o Steven Wilner, Cleary Gottlieb Steen & Hamilton LLP, 1 Liberty Plaza
City, State, Zip	NY, NY 10006

Sworn to before me this 25 day of June, 2010;

Notary Public

Gregory Coates
Notary Public, State of New York
No. 01CO6191149
Qualified in New York County
Commission Expires August 4, 2012

Addendum to Question 1.9

Identify Business Entity Officials and Principal Owners. For each person, include name, title and percentage of ownership, if applicable.

Name	Title	Percentage Ownership
Genting East Coast USA Inc.	Parent	100%
Lee Choong Yan	Director	0%
Barry Hoffman	Director	0%
Michael Speller	President	0%

Addendum to Question 2.0

Affiliate Name: Genting East Coast USA Inc.

Affiliate EIN: 27-2869474

Affiliate's Primary Business Activity: Holding Company for Genting New York LLC

Explain relationship with the Affiliate and indicate percent ownership, if applicable (enter N/A, if not applicable): Affiliate is Business Entity's direct Parent, owning 100% of Business Entity

Are there any Business Entity Officials or Principal Owners that the Business Entity has in common with the Affiliate? Yes

Individual's Name	Position/Title with Affiliate
Lee Choong Yan	Director
Barry Hoffman	Director

Tab 8.J.:

MacBride Fair Employment Principals (Northern Ireland Stipulation Form)

NORTHERN IRELAND STIPULATION

In compliance with section 165.5 of the State Finance Law, every bidder or proposer is required to stipulate regarding activities in Northern Ireland by responding to the following questions with regard to the bidder or proposer or any legal entity in which the bidder or proposer holds a 10% or greater ownership interest or any individual or legal entity that holds a 10 % interest in the bidder or proposer.

1. Does such person have business operations in Northern Ireland?

YES ☐ NO ☑

2. If the answer to question 1 is YES, will the person take lawful steps in good faith to conduct any business operations in Northern Ireland in accordance with the MacBride Fair Employment Principals relating to nondiscrimination in employment and freedom of workplace opportunity regarding such operations in Northern Ireland and permit independent monitoring of compliance with such principals?

YES ☐ NO ☐

Tab 8.K.:

Sales & Use Tax: ST220-CA

New York State Department of Taxation and Finance

Contractor Certification to Covered Agency

(Pursuant to Section 5-a of the Tax Law, as amended, effective April 26, 2006)

ST-220-CA (6/06)

For information, consult Publication 223, *Questions and Answers Concerning Tax Law Section 5-a* (see *Need Help? on back*).

Contractor name GENTING NEW YORK LLC				*For covered agency use only* *Contract number or description*
Contractor's principal place of business 11000 ROCKAWAY BLVD., JAMAICA	City NEW YORK CITY	State NY	ZIP code 11420	
Contractor's mailing address *(if different than above)* ONE LIBERTY PLAZA, NEW YROK, NY 10006				*Estimated contract value over the full term of contract (but not including renewals)* $
Contractor's federal employer identification number (EIN) 27-2869474	Contractor's sales tax ID number (if different from contractor's EIN) APPLIED FOR			
Contractor's telephone number (212) 225-2672	Covered agency name NEW YORK STATE DIVISION OF THE LOTTERY			
Covered agency address ONE BROADWAY CENTER, SCHENECTADY, NY 12305				*Covered agency telephone number* (518) 388-3556

I, BARRY A.L. HOFFMAN *(name)*, hereby affirm, under penalty of perjury, that I am DIRECTOR *(title)*

of the above-named contractor, that I am authorized to make this certification on behalf of such contractor, and I further certify that:

*(Mark an **X** in only one box)*

☒ The contractor has filed Form ST-220-TD with the Department of Taxation and Finance in connection with this contract and, to the best of contractor's knowledge, the information provided on the Form ST-220-TD, is correct and complete.

☐ The contractor has previously filed Form ST-220-TD with the Tax Department in connection with _____ *(insert contract number or description)*

and, to the best of the contractor's knowledge, the information provided on that previously filed Form ST-220-TD is correct and complete as of the current date, and thus the contractor is not required to file a new Form ST-220-TD at this time.

Gregory Coates
Notary Public, State of New York
No. 01C[illegible]
Qualified in New York County
Commission Expires August 4, 2012

Sworn to this 25th day of June, 20 10

Gregory Coates

(sign before a notary public)

DIRECTOR *(title)*

Instructions

General information

Tax Law section 5-a was amended, effective April 26, 2006. On or after that date, in all cases where a contract is subject to Tax Law section 5-a, a contractor must file (1) Form ST-220-CA, *Contractor Certification to Covered Agency,* with a covered agency, and (2) Form ST-220-TD with the Tax Department before a contract may take effect. The circumstances when a contract is subject to section 5-a are listed in Publication 223, Q&A 3. This publication is available on our Web site, by fax, or by mail. (See *Need help?* for more information on how to obtain this publication.) In addition, a contractor must file a new Form ST-220-CA with a covered agency before an existing contract with such agency may be renewed.

If you have questions, please call our information center at 1 800 698-2931.

Note: Form ST-220-CA must be signed by a person authorized to make the certification on behalf of the contractor, and the acknowledgement on page 2 of this form must be completed before a notary public.

When to complete this form

As set forth in Publication 223, a contract is subject to section 5-a, and you must make the required certification(s), if:

i. The procuring entity is a *covered agency* within the meaning of the statute (see Publication 223, Q&A 5);

ii. The contractor is a *contractor* within the meaning of the statute (see Publication 223, Q&A 6); and

iii. The contract is a *contract* within the meaning of the statute. This is the case when it (a) has a value in excess of $100,000 and (b) is a contract for *commodities* or *services*, as such terms are defined for purposes of the statute (see Publication 223, Q&A 8 and 9).

Furthermore, the procuring entity must have begun the solicitation to purchase on or after January 1, 2005, and the resulting contract must have been awarded, amended, extended, renewed, or assigned *on or after April 26, 2006* (the effective date of the section 5-a amendments).

Individual, Corporation, Partnership, or LLC Acknowledgment

STATE OF New York }
: SS.:
COUNTY OF New York }

On the 25 day of June in the year 2010, before me personally appeared BARRY A.L. HOFFMAN, known to me to be the person who executed the foregoing instrument, who, being duly sworn by me did depose and say that _he resides at 520 NORTH JUNE STREET, LOS ANGELES, CA 90004,

Town of LOS ANGELES,

County of LOS ANGELES,

State of CALIFORNIA; and further that:

[Mark an ***X*** in the appropriate box and complete the accompanying statement.]

☐ (If an individual): _he executed the foregoing instrument in his/her name and on his/her own behalf.

☐ (If a corporation): _he is the _____ of _____, the corporation described in said instrument; that, by authority of the Board of Directors of said corporation, _he is authorized to execute the foregoing instrument on behalf of the corporation for purposes set forth therein; and that, pursuant to that authority, _he executed the foregoing instrument in the name of and on behalf of said corporation as the act and deed of said corporation.

☐ (If a partnership): _he is a _____ of _____, the partnership described in said instrument; that, by the terms of said partnership, _he is authorized to execute the foregoing instrument on behalf of the partnership for purposes set forth therein; and that, pursuant to that authority, _he executed the foregoing instrument in the name of and on behalf of said partnership as the act and deed of said partnership.

☒ (If a limited liability company): _he is a duly authorized member of GENTING NEW YORK LLC, LLC, the limited liability company described in said instrument; that _he is authorized to execute the foregoing instrument on behalf of the limited liability company for purposes set forth therein; and that, pursuant to that authority, _he executed the foregoing instrument in the name of and on behalf of said limited liability company as the act and deed of said limited liability company.

Gregory Contes
Notary Public, State of New York
No. 01CO6191149
Qualified in New York County
Commission Expires August 4, 2012

Gregory Contes
Notary Public

Registration No. 01CO6191149

Privacy notification

The Commissioner of Taxation and Finance may collect and maintain personal information pursuant to the New York State Tax Law, including but not limited to, sections 5-a, 171, 171-a, 287, 308, 429, 475, 505, 697, 1096, 1142, and 1415 of that Law; and may require disclosure of social security numbers pursuant to 42 USC 405(c)(2)(C)(i).

This information will be used to determine and administer tax liabilities and, when authorized by law, for certain tax offset and exchange of tax information programs as well as for any other lawful purpose.

Information concerning quarterly wages paid to employees is provided to certain state agencies for purposes of fraud prevention, support enforcement, evaluation of the effectiveness of certain employment and training programs and other purposes authorized by law.

Failure to provide the required information may subject you to civil or criminal penalties, or both, under the Tax Law.

This information is maintained by the Director of Records Management and Data Entry, NYS Tax Department, W A Harriman Campus, Albany NY 12227; telephone 1 800 225-5829. From areas outside the United States and outside Canada, call (518) 485-6800.

Need help?

Internet access: *www.nystax.gov* (for information, forms, and publications)

Fax-on-demand forms: 1 800 748-3676

Telephone assistance is available from 8:00 A.M. to 5:00 P.M. (eastern time), Monday through Friday. 1 800 698-2931

To order forms and publications: 1 800 462-8100

From areas outside the U.S. and outside Canada: (518) 485-6800

Hearing and speech impaired (telecommunications device for the deaf (TDD) callers only): 1 800 634-2110

Persons with disabilities: In compliance with the Americans with Disabilities Act, we will ensure that our lobbies, offices, meeting rooms, and other facilities are accessible to persons with disabilities. If you have questions about special accommodations for persons with disabilities, please call 1 800 972-1233.

Tab 8.L.:

List of All Investors

Genting New York LLC will not have any investors.

Tab 8.M.:

Proof of Insurability and Compliance with Workers' Compensation and Disability Benefits Coverage

Willis

Telephone: (908) 272 8100
Website: www.willis.com

June 24, 2010

New York State Division of Lottery
Finance Office
One Broadway Center
Schenectady, NY 12305

RE: Genting New York, LLC – Proof of Insurability

Ladies and Gentlemen:

We make reference to item 2.12 of the Request For Proposal for Development and Operation of Video Lottery Facility at Aqueduct Racetrack issued by the New York State Division of the Lottery (the "Division of the Lottery") on May 11, 2010 (the "RFP"). This letter constitutes proof of insurability as required by the RFP on behalf of Genting New York LLC in accordance with the terms hereof and of the RFP and the other transaction documents.

Willis North America ("Willis") is a leading international insurance broker and risk advisor. As a senior vice president of a subsidiary of Willis, I confirm on behalf of Willis that we have thoroughly reviewed and understand the insurance requirements included in the RFP, including those requirements set forth in (a) Sections 2.11 and 2.12 of the RFP, (b) the Memorandum of Understanding (the "MOU") to be entered into between the selected Aqueduct video lottery agent and the State of New York, (c) the Facilities Ground Lease Agreement dated September 12, 2008 between the People of the State of New York and the New York Racing Association, Inc. ("NYRA"), (d) the Sublease Agreement to be entered into between the selected Aqueduct video lottery agent and NYRA, (e) as required by New York law, workers' compensation coverage and disability benefits coverage for the persons Genting New York LLC plans to employ in connection with this Project and (f) the Grant Disbursement Document to be entered into by the selected Aqueduct video lottery agent and the Empire State Development Corporation (collectively, the coverages referred to in paragraphs (a) through (f) above are hereinafter referred to as the "Required Coverages").

Willis confirms that Genting New York LLC is insurable in accordance with the Required Coverages. Willis represents that, subject only to the payment of premiums, such coverages are commercially available and will be obtained on behalf of Genting New York LLC within 5 days following the announcement of the apparent winning proposal by the Division of the Lottery, and in any event by the effective date of the MOU.

Very truly yours,

Richard A. Pullman
Senior Vice President

Willis of New Jersey, Inc.
14 Commerce Dr
Suite 200
Cranford, NJ 07016

Tab 8.N.:

In State Customer Retention Marketing Strategy

In State Customer Retention Marketing Strategy

Our ability to keep Aqueduct patrons from playing in other States.

To capitalize on our ability to retain our in State customers we will employ a multi faceted marketing approach. We will clearly communicate our brand and value proposition in all of our marketing messages to position ourselves as the casino of choice.

We will attract and retain new visitors to the property by constructing a world class casino floor, supported by a "Service Excellence" philosophy, value-driven gaming, superior dining experiences and by offering exciting and unique special events and promotions. Using "Festival Commons" and "Event Center" to drive and promote RWNY, it will become an entertainment hub for not only the gamer; everyone will find something that appeals to their entertainment desires.

To create repeat in State business and loyalty we will strategically use the most appropriate advertising media, direct mail, e-mail and the RWNY website to communicate our message to the various target markets with the reinforcement of our creatively unique, enticing and pleasing brand identity.

We will leverage the casino host program to build personal relationships with premium players. Regularly invite these players back to the property for special events via telemarketing and direct mail communications.

RWNY will also offer a unique program that is unmatched in the industry. Every patron that presents a loyalty card of a competitor will immediately be given the same status in our database. Research and experience indicates that patrons that achieve a "status" such as gold or platinum, remain loyal to that brand because of the benefits conveyed.

It is our expectation that this will enable RWNY to attract patrons that frequent Atlantic City or Connecticut casinos because of the their status, it gives them a reason to come to Aqueduct and stay loyal to Aqueduct. Once they experience RWNY, we believe that they will become loyal customers by providing a world class entertainment and events facility, exceptional dining venues along with courteous and professional guest service that always exceeds guest expectations.

In addition to recognizing a patron's status in other casino loyalty programs, RWNY will also extend this benefit to high categories of frequent flier, shopping, nightclubs, credit cards status; therefore a platinum member of an airline loyalty program will automatically become a platinum member in our Rewards program. We will of course monitor that they have sufficient play in the following 6 months.

Build Players' Loyalty

We will additionally retain players' loyalty by segmenting customers within their individual historical gaming, entertainment and dining utilization and offer incentives based on their level of spend.

“Touch” each customer that displays a propensity to participate in any gaming activity with a bounce-back offer, within a 30-day period of the player’s first tracked gaming visit.

Mail frequent targeted offers that encourage our most valued customers to return to the facility on a regular basis, offers will be based on level of play.

Utilize all Player Development Department resources to initiate direct and personal voice contact with the players in the most valuable segments of the database.

Offer value-added premiums, promotions and discounts of our Rewards program so they recognize the benefits of playing exclusively at RWNY.

One of the key differences of the RW Reward System is cooperation with non-gaming businesses such as cafes, shopping, dining and others. Points awarded from these partners can be used to redeem them at RWNY.

RWNY plans on applying a disciplined approach to practicing these primary marketing activities to keep our in State patrons from migrating to out of State gaming facilities.

SEALED PROPOSAL

FINANCIAL PROPOSAL

AQUEDUCT

GENTING NEW YORK LLC

ONE LIBERTY PLAZA

NEW YORK, NEW YORK 10006

JUNE 29, 2010

4:00 P.M.

ORIGINAL

GENTING

NEW YORK

June 29, 2010

Gail P. Thorpe, Contracting Officer
New York State Division of the Lottery
Finance Office
One Broadway Center
Schenectady, NY 12305

Dear Ms. Thorpe,

Genting New York LLC is pleased to submit to you the enclosed Financial Proposal in response to the New York State Division of Lottery's Request for Proposals to develop and operate a Video Lottery Facility at Aqueduct Racetrack in Queens, New York dated May 11, 2010. The entire Proposal, including the Financial Proposal, will remain valid for 180 days from this date of submission.

We look forward to your consideration of our Proposal. Please do not hesitate to contact us for any further information.

Very Truly Yours,

Barry Hoffman
Director, Genting New York LLC

Genting New York LLC **a Genting company**
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Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpar, Malaysia T: 603 2178 2233/ 2333 2233 F: 603 2161 5304 www.rwnewyork.com
New York:
1 Liberty Plaza, New York, New York 10006 c/o Cleary Gottlieb Steen & Hamilton LLP T: 212 225 2672 F: 212 225 3999

Attachment 2

Development and Operation of a Video Lottery Facility at Aqueduct Racetrack

Financial Proposal Form (Licensing Fee)

Licensing Fee: As and for consideration to State for being selected by State as the preferred bidder for development of the VLT Facility, Vendor shall pay to State the sum of $ 380 million —, (the "**Licensing Fee**"), which Vendor shall pay within ten (10) business days after the MOU is signed and delivered to the Vendor by the Governor, the Temporary President of the Senate, and the Speaker of the Assembly. Execution of the MOU shall be deemed to be a contractual commitment by the Vendor to pay the Licensing Fee.

Bidder Name: Barry Hoffman

Company: Genting New York LLC