



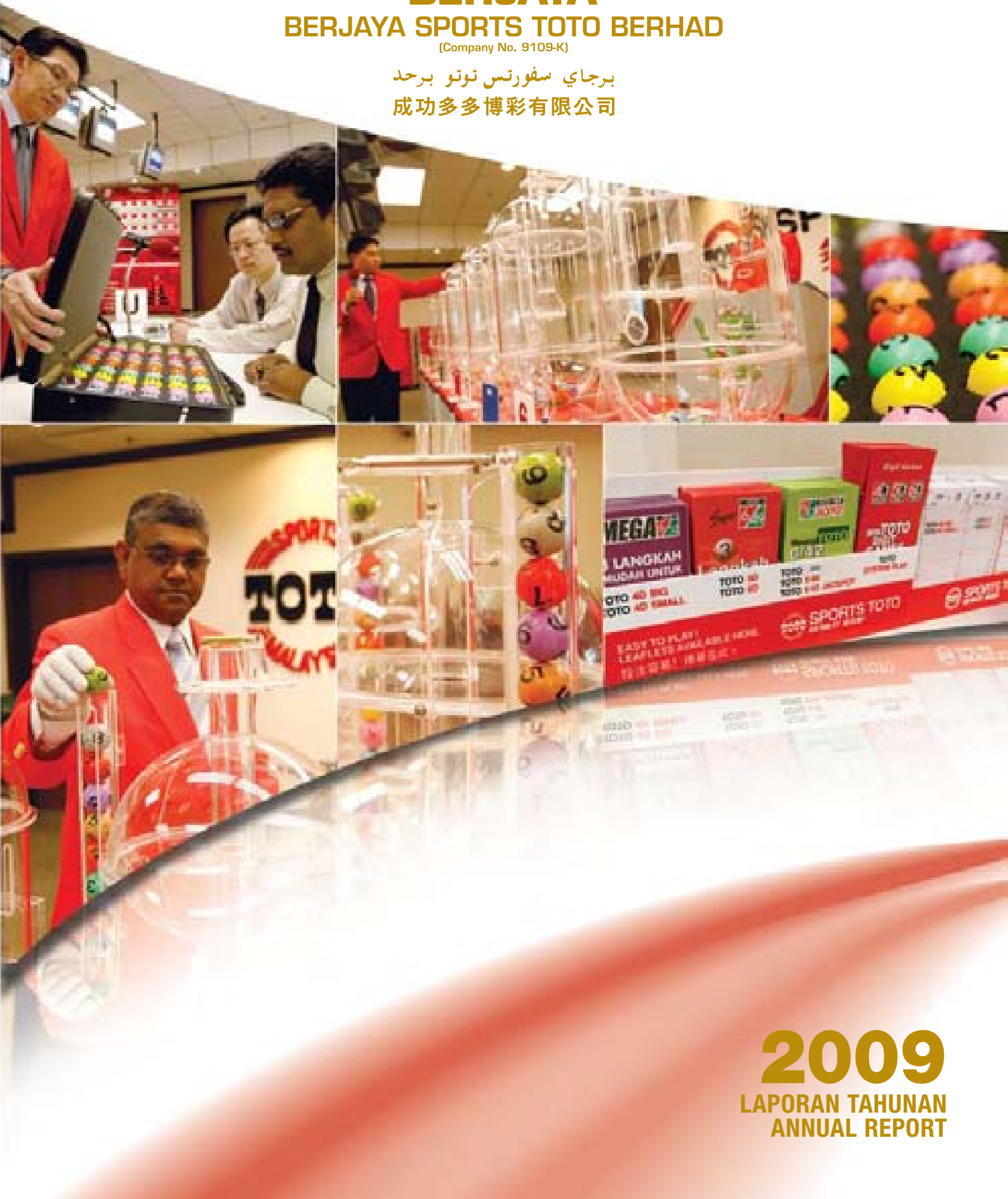
BERJAYA

BERJAYA SPORTS TOTO BERHAD

(Company No. 9109-K)

برجاي سפורتس توتو برحد

成功多多博彩有限公司



2009

**LAPORAN TAHUNAN
ANNUAL REPORT**



The corporate logo comprises the word BERJAYA in gold and a symbol made up of closely interwoven Bs in rich cobalt blue with gold lining around the circumference and a gold dot in the centre.

BERJAYA means “success” in Bahasa Malaysia and reflects the success and Malaysian character of the Berjaya Corporation’s core businesses. The intertwining Bs of the symbol represent our strong foundations and the constant synergy taking place within the Berjaya Corporation group of companies. Each B faces a different direction, depicting the varied strengths of the companies that make up the Berjaya Corporation group of companies.

Our Mission and Vision

To generate consistently profitable returns for our shareholders from investments in core business activities:-

- By providing direction, financial resources and management support for each operating unit;
- Through establishing a major market presence for each activity;
- Through dynamic and innovative management, teamwork and a commitment to excellence.

Contents

1	Corporate Profile	29	Financial Statements
2	Corporate Information	91	List of Properties
3	Profile of Directors	92	Material Contracts
8	Chairman’s Statement	92	Additional Information
16	Significant Events of the Year	93	Recurrent Related Party Transactions of Revenue Nature
18	Group Financial Summary	95	Statement of Directors’ Shareholdings
20	Group Financial Highlights	97	Statistics on Shareholdings
21	Corporate Structure	99	Notice of Annual General Meeting
22	Audit Committee Report		Form of Proxy
24	Statement on Corporate Governance		
28	Statement on Internal Control		



Corporate Profile

Berjaya Sports Toto Berhad ("BToto") was incorporated in 1969 as Unilite Electrical Industries Berhad. The Company changed its name to Far East Asset Berhad in 1987. On 31 October 1992, the Company completed its acquisition of the entire issued and paid-up share capital of 112,522,500 ordinary shares of 50 sen each in Sports Toto Malaysia Sdn Bhd ("Sports Toto") for a purchase consideration of RM600 million through an issue of RM390.97 million 9% nominal amount of RM1.00 Redeemable Convertible Unsecured Loan Stocks 1992/97 in the Company and the balance in cash of RM209.03 million. On 17 May 1993, the Company was renamed Berjaya Sports Toto Berhad.

The principal activities of the Group are:

- operations of Toto betting under Section 5 of the Pool Betting Act, 1967;
- leasing of on-line lottery equipment; and
- manufacture and distribution of computerised lottery and voting systems.

The history of Sports Toto began in 1969 when it was incorporated to run the Toto betting business. It was essentially the Government's effort to raise funds to promote and develop sports, youth and cultural activities.

Sports Toto was privatised in 1985 when its Chief Executive Officer, Tan Sri Dato' Seri Vincent Tan Chee Yioun, through his private company acquired 70% of the paid-up capital.

Today, Sports Toto offers 6 games which are drawn 3 days in a week. Sports Toto is currently the largest Number Forecast Operator in Malaysia.

On the international scene, the Group is supplying and maintaining a computerised on-line lottery system in Luzon Region in the Philippines.

In the USA, BToto's subsidiary, International Lottery & Totalizator Systems, Inc. ("ILTS") is a leading supplier of on-line computerized wagering systems with installations worldwide.

The Group has a total employee strength of 841 as at 30 April 2009.

Sports Toto's financial growth over the past 23 years after its privatisation in 1985 is highlighted below:

	30/4/09 (Million)		31/12/85 (Million)		23 Years' Annualised Increase (%)
	RM	US\$	RM	US\$	
Revenue	3,570.8	1,001.5	76.0	21.3	199.9
Pre-tax Profit	557.7	156.4	5.0	1.4	480.6
Equity Funds	255.1	71.5	1.0	0.3	1,104.8
Total Assets	836.3	234.6	12.7	3.6	282.0

Exchange rate : US\$1.00 = RM3.5655

Corporate Information

BOARD OF DIRECTORS

Tan Sri Dato' Thong Yaw Hong
Chairman

Dato' Robin Tan Yeong Ching
Chief Executive Officer

Executive Directors

Freddie Pang Hock Cheng
Chan Kien Sing
Rayvin Tan Yeong Sheik
Seow Swee Pin

Non-Executive Directors

Tan Sri Dato' Tan Chee Sing
Mohamed Saleh Bin Gomu
Datuk Robert Yong Kuen Loke

AUDIT COMMITTEE

Chairman/Independent

Non-Executive Director
Tan Sri Dato' Thong Yaw Hong

Independent/Non-Executive Director

Mohamed Saleh Bin Gomu

Non-Independent/Non-Executive Director

Datuk Robert Yong Kuen Loke

SECRETARIES

Su Swee Hong
(MAICSA No. 0776729)

Tham Lai Heng, Michelle
(MAICSA No. 7013702)

SHARE REGISTRAR

Berjaya Registration Services Sdn Bhd
Lot 06-03, Level 6, East Wing
Berjaya Times Square
No. 1 Jalan Imbi
55100 Kuala Lumpur
Tel : 03 - 2145 0533
Fax : 03 - 2145 9702

AUDITORS

Ernst & Young
Chartered Accountants
Level 23A, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
50490 Kuala Lumpur

REGISTERED OFFICE

Lot 13-01A, Level 13 (East Wing)
Berjaya Times Square
No. 1 Jalan Imbi
55100 Kuala Lumpur
Tel : 03 - 2149 1999
Fax : 03 - 2143 1685

PRINCIPAL BANKERS

Malayan Banking Berhad
CIMB Bank Berhad
The Bank of Nova Scotia Berhad
RHB Bank Berhad

STOCK EXCHANGE LISTING

Bursa Malaysia Securities Berhad
Main Market

STOCK SHORT NAME

BJTOTO (1562)

PLACE OF INCORPORATION AND DOMICILE

Malaysia



SPORTS TOTO MALAYSIA BERHAD



Profile of Directors



**TAN SRI DATO' THONG
YAW HONG**

79 years of age, Malaysian
Chairman
(Independent/Non-Executive)

He was appointed to the Board on 18 October 2001 as the Chairman. He graduated with a Bachelor of Arts (Hons) degree in Economics from University of Malaya, a Master's degree in Public Administration from Harvard University, as well as Advanced Management Program from Harvard Business School. In June 1998, he was appointed a Pro-Chancellor of University Putra Malaysia until his retirement in June 2006. In September 2006, he was conferred the Doctor of Economics (Honorary) from University Putra Malaysia.

He had a distinguished career with the Government of Malaysia, primarily in the fields of socio-economic development, planning and finance. He served in the Economic Planning Unit in the Prime Minister's Department since 1957 and became its Director-General from 1971 to 1978. From 1979 until his retirement in 1986, he served as the Secretary-General of the Ministry of Finance. He was responsible for setting up Sports Toto Malaysia Sdn Bhd in 1969 under the direction of the Government when he was overall in charge of the Economic Planning Unit in the Prime Minister's Department.

He also holds directorships in several public listed companies namely, Batu Kawan Berhad, Glenealy Plantations (Malaya) Berhad, Kuala Lumpur Kepong

Berhad, Public Bank Berhad (Co-Chairman) and LPI Capital Berhad (Co-Chairman). His directorships in other public companies include Malaysian South-South Corporation Berhad, HHB Holdings Berhad (Chairman), Public Islamic Bank Berhad, Public Investment Bank Berhad (Co-Chairman), Lonpac Insurance Berhad (Co-Chairman) and Public Mutual Berhad (Co-Chairman). He also serves as a member on the Boards of Trustees of Program Pertukaran Fellowship Perdana Menteri Malaysia, Tun Razak Foundation, Yayasan Wah Seong and the Malaysian Institute of Economic Research, among others. He is also a senior member of the Working Group of the Executive Committee for the National Economic Council. Presently, he also serves as Senior Adviser of the Advisory Panel on Private and Public Sector Investment in the Economic Planning Unit of the Prime Minister's Department. Tan Sri Dato' Thong Yaw Hong is a Distinguished Fellow of the Institute of Strategic and International Studies (ISIS) Malaysia and is also a Fellow of the Institute of Bankers Malaysia.

Tan Sri Dato' Thong Yaw Hong is the Chairman of the Audit Committee, Remuneration Committee, Risk Management Committee and Nomination Committee of the Company.



**DATO' ROBIN TAN
YEONG CHING**

35 years of age, Malaysian
Chief Executive Officer
Non-Independent

He was appointed to the Board on 21 February 1998 as an Executive Director and subsequently, was appointed as the Chief Executive Officer of the Company on 21 December 2006. He graduated with a Bachelor of Social Science Degree in Accounting/Law from the University of Southampton, United Kingdom, in 1995. He joined Berjaya Group Berhad in 1995 as an Executive and subsequently became the General Manager, Corporate Affairs in 1997.

Currently, he is an Executive Director of Berjaya Corporation Berhad and Sports Toto Malaysia Sdn Bhd. He is also a Director of Berjaya Sampo Insurance Berhad, Qinetics Solutions Berhad,

Berjaya Hills Berhad, KDE Recreation Berhad, TMC Life Sciences Berhad and the Chairman of MOL.com Berhad. He also holds directorships in several other private limited companies in the Berjaya Corporation group of companies.

His uncle, Tan Sri Dato' Tan Chee Sing and his brother, Rayvin Tan Yeong Sheik, are also members of the Board while his father, Tan Sri Dato' Seri Vincent Tan Chee Yoon is a major shareholder of the Company.

Dato' Robin Tan Yeong Ching is a member of the Remuneration Committee of the Company.

Profile of Directors



FREDDIE PANG HOCK CHENG

54 years of age, Malaysian
(Non-Independent/Executive
Director)

He was appointed to the Board on 1 December 1992. He began his career with a predecessor firm of Messrs Ernst & Young where he worked for seven years until 1982 during which he qualified for entry as a member of the Malaysian Institute of Certified Public Accountants. He is also a member of the Malaysian Institute of Accountants. Thereafter, he joined the Corporate Advisory Department of Malaysian International Merchant Bankers Berhad where he was actively involved in a wide variety of corporate exercises in an

advisory capacity until his departure in 1990 to join Berjaya Group Berhad.

He is currently the Chairman of Intan Utilities Berhad, an Executive Director of Berjaya Corporation Berhad and a Director of Berjaya Group Berhad, Berjaya Media Berhad, MOL.com Berhad, Berjaya Vacation Club Berhad, TMC Life Sciences Berhad and Informatics Education Ltd, Singapore. He also holds directorships in several other private limited companies.



CHAN KIEN SING

53 years of age, Malaysian
(Non-Independent/Executive
Director)

He was appointed to the Board on 1 December 1992. He is a member of The Malaysian Institute of Certified Public Accountants and Malaysian Institute of Accountants. Having articulated with Messrs Peat Marwick Mitchell (now known as KPMG) from 1975 to 1981, he subsequently joined Arab-Malaysian Merchant Bank Berhad (now known as AmMerchant Bank Berhad) specialising in corporate finance until 1989 when he joined Berjaya Group Berhad.

Currently, he is an Executive Director of Berjaya Corporation Berhad and Berjaya Media Berhad. He is the Chairman of Berjaya Holdings (HK) Limited and a Director of Berjaya Assets Berhad (formerly known as Matrix International Berhad), Intan Utilities Berhad, Berjaya Vacation Club Berhad, Berjaya Group Berhad, Berjaya Capital Berhad and International Lottery & Totalizator Systems Inc, United States of America. He also holds directorships in several other private limited companies.



RAYVIN TAN YEONG SHEIK

30 years of age, Malaysian
(Non-Independent/Executive
Director)

He was appointed to the Board on 19 October 2006 as an Executive Director. He graduated with a Bachelor of Science (First Class Hons) degree in Accounting and Finance from the London School of Economics, United Kingdom, in 2000.

During his vocational training as a research intern with Jardine Fleming and Merrill Lynch & Co./Smith Zain Securities, he gained extensive experience in the field of research covering the various sectors of property, commodities, telecommunications and transport.

He joined the Berjaya Group of Companies in May 2001 and was subsequently appointed to the position of Executive Director of Berjaya Group Berhad in May 2002.

Currently, he is also an Executive Director of Berjaya Corporation Berhad. He also holds directorships in Sports Toto Malaysia Sdn Bhd, Singer (Malaysia) Sdn Bhd, Berjaya Holdings (HK) Limited, International Lottery & Totalizator Systems Inc, United States of America, Taiga Forest Products Ltd (Canada), Taiga Building Products Ltd (Canada) and several other private limited companies.

His uncle, Tan Sri Dato' Tan Chee Sing and his brother, Dato' Robin Tan Yeong Ching, are also members of the Board while his father, Tan Sri Dato' Seri Vincent Tan Chee Yioun is a major shareholder of the Company.



SEOW SWEE PIN

52 years of age, Malaysian
(Non-Independent/ Executive
Director)

He was appointed to the Board on 17 December 2007 as an Executive Director. He is a member of the Malaysian Institute of Certified Public Accountants, the Malaysian Institute of Accountants and Certified Practising Accountants, Australia. He has extensive working experience in auditing, accounting, financial management and corporate finance. He worked with Messrs Ernst & Young from 1976 to 1984 and was appointed as an Audit Manager in 1982. Between 1984 and 1990, he held senior management positions in several major public listed groups including Group Financial Controller of Island & Peninsular Berhad, Group Chief Accountant of Sime Darby Berhad and Group Chief Accountant of Lion Corporation Berhad.

He joined Berjaya Land Berhad as General Manager (Finance) in 1991. In 1994, he was appointed as General Manager (Finance & Operations) of Sports Toto Malaysia Sdn Bhd and was subsequently promoted to Senior General Manager in 1996.

Currently, he is also an Executive Director of Sports Toto Malaysia Sdn Bhd and Chairman of Philippine Gaming Management Corporation. He is also a Director of Prime Gaming Philippines, Inc. and several other private limited companies.

Seow Swee Pin is a member of Risk Management Committee of the Company.

Profile of Directors



**TAN SRI DATO' TAN
CHEE SING**

54 years of age, Malaysian
(Non-Independent/Non-
Executive)

He was appointed to the Board on 15 April 2009.

He is a businessman and entrepreneur having a wide spectrum of business with extensive experience in property development, resort management, restaurants, leisure and entertainment operations through his investments in various public and private companies.

Currently, he is the Chairman of Sports Toto Malaysia Sdn Bhd, Deputy Chairman of Berjaya Corporation Berhad and Berjaya Land Berhad, Executive Vice-Chairman of TT Resources Berhad, Group Chief

Executive Officer of Dijaya Corporation Berhad and Chief Executive Officer of Tropicana Golf & Country Resort Berhad. He also holds directorships in Berjaya Capital Berhad, Bukit Kiara Resort Berhad, Tioman Island Resort Berhad, KDE Recreation Berhad and Berjaya Golf Resort Berhad.

His nephews, Dato' Robin Tan Yeong Ching and Rayvin Tan Yeong Sheik, are also members of the Board and his brother, Tan Sri Dato' Seri Vincent Tan Chee Yioun, is a major shareholder of the Company.



MOHAMED SALEH BIN GOMU

59 years of age, Malaysian
(Independent/Non-Executive)

He was appointed to the Board on 22 December 1999 as an Independent Non-Executive Director. He joined Polis DiRaja Malaysia ("PDRM") as an Inspector in June 1970 and left for England to further his studies in 1981. He graduated with a Bachelor of Laws (Hons) Degree in 1982 and obtained a Certificate in Legal Practice in 1984. Upon graduation, he continued to serve PDRM in various capacities including as a Staff Officer in the Special Branch, Officer-in-charge of Prosecution (Lower

Courts) Kuala Lumpur and Officer-in-charge of Brickfields Police District. Before his optional retirement in June 1992, he was Head of the INTERPOL/ National Central Bureau Secretariat. Soon after his retirement, he went into private legal practice.

Mohamed Saleh Bin Gomu is a member of the Audit Committee, Nomination Committee, Remuneration Committee and Risk Management Committee of the Company.



**DATUK ROBERT YONG
KUEN LOKE**

57 years of age, Malaysian
(Non-Independent/Non-
Executive Director)

He was appointed to the Board on 1 December 1992. He is a Fellow member of The Institute of Chartered Accountants in England and Wales, The Association of Chartered Certified Accountants and a member of The Institute of Certified Public Accountants of Singapore and the Malaysian Institute of Accountants. He is also a Council Member of the Malaysian Institute of Certified Public Accountants and presently serves as a member of its executive committee. He has many years of working experience in the fields of accounting, audit, treasury and financial management. He started his career in London in 1973 and worked for more than five years in chartered accounting firms in London including two years with Moore Stephens & Co. Subsequently, he was with Price Waterhouse, Singapore from 1979 to 1982. From 1983 to 1986, he served as Group Finance Manager in UMW

Holdings Berhad and Group Treasurer in Edaran Otomobil Nasional Bhd. He joined Berjaya Group of companies in 1987 until his retirement as Executive Director on 30 November 2007 and is currently a Non-Independent Non-Executive Director of the Company.

Currently, he is also a Director of Berjaya Corporation Berhad, Berjaya Land Berhad, Berjaya Group Berhad, Cosway Corporation Berhad, Berjaya Capital Berhad, Berjaya Assets Berhad (formerly known as Matrix International Berhad), Berjaya Golf Resort Berhad and several other private limited companies.

Datuk Robert Yong Kuen Loke is a member of the Audit Committee, Nomination Committee and Risk Management Committee of the Company.

Save as disclosed, none of the Directors have:-

1. any family relationship with any Director and/or major shareholder of the Company;
2. any conflict of interest with the Company; and
3. any convictions for offences within the past 10 years other than traffic offences.



A Toto draw in progress.



Chairman's Statement

On behalf of the Board of Directors, I am pleased to present the Annual Report and Financial Statements for the financial year ended 30 April 2009.

FINANCIAL RESULTS

For the financial year under review, the Group registered a revenue of RM3.70 billion, an increase of 12.8%, compared to RM3.28 billion in the previous financial year. The increase in revenue was mainly due to its principal subsidiary company, Sports Toto Malaysia Sdn Bhd ("Sports Toto") recording strong ticket sales for its games and additional draws compared to the previous year. Group pre-tax profit rose 16.5% to RM585.5 million as compared to RM502.6 million in the previous year.

DIVIDENDS

For the financial year ended 30 April 2009, the Company had declared and paid four interim dividends of an aggregate of 29 sen comprising 15.15 sen dividend less 25% income tax, 2.85 sen single tier exempt dividend and 11 sen tax exempt dividend. The total net dividend distribution in respect of the financial year ended 30 April 2009 was approximately RM316.7 million representing 76.6% of the Group's attributable profit for the year.

The dividend distribution is consistent with the Company's current dividend policy of distributing at least 75% of its annual net earnings to shareholders. The Company will maintain the 75% payment policy subject to factors such as availability of distributable reserves and the Company's cash flow requirements.

Subsequent to the year end, on 15 June 2009, the Company declared a first interim dividend of 19 sen per share comprising 9 sen tax exempt dividend and 10 sen single tier exempt dividend for the financial year ending 30 April 2010. At the same time, the Company also announced that it will distribute its treasury shares to its shareholders on the basis of one (1) treasury share for every fourteen (14) existing ordinary shares of 10 sen each held totalling 89.7 million treasury shares. Both the interim dividend payment and distribution of treasury shares were completed on 27 July 2009.

CORPORATE DEVELOPMENTS

- On 4 May 2009, Berjaya Sports Toto (Cayman) Limited ("BSTC"), a wholly-owned subsidiary of the Company, entered into a Share Sale Agreement with Ferrystar Limited for the proposed acquisition of 60,655,000 ordinary shares of Php1.00 each representing approximately 6.81% equity interest in Prime Gaming Philippines, Inc. ("PGPI") for a total consideration of Php455.95 million (approximately RM34 million). The proposed acquisition was completed and resulted in the equity interest held by BSTC in PGPI to increase from 9.12% to 15.93%. Together with the equity interests of 72.33% held through Berjaya Lottery Management (HK) Limited, the Group's equity interests in PGPI increased from 81.45% to 88.26%.



Mr Vincent Seow, Executive Director of Berjaya Sports Toto Berhad, receiving the KPMG Shareholder Value Award 2008 from Tan Sri Zarinah Anwar, Chairman of Securities Commission Malaysia.



- In August 2009, Berjaya Sports Toto Berhad was named top sectoral winner for the leisure category of the KPMG Shareholders Value Award 2008. The award ranked Malaysia's public listed companies according to shareholder value creation using the economic value management methodology. Shareholder value incorporates the three elements of corporate governance, shareholder returns and earnings generated.

REVIEW OF OPERATIONS

Malaysia

For the financial year under review, Sports Toto recorded a revenue of RM3.57 billion, an increase of 13.3% from the previous year's revenue of RM3.15 billion. The higher revenue was mainly attributed to strong ticket sales recorded for its games and additional draws in the financial year under review.

Correspondingly, pre-tax profit increased by 14.9% to RM557.7 million compared to RM485.2 million in the previous financial year.

Sports Toto continued to gain market share and remained as the market leader among all the Number Forecast Operators in the country.

In December 2008, Sports Toto commenced the digitalization of its telecommunications network under a phased migration program in line with Telekom Malaysia's plan to replace its analogue services with digital services. The migration program is targeted to be completed by end 2009.

To build on its competitive edge, Sports Toto purchased an additional 200 new FLX sales terminals in February 2009 which were deployed to the outlets to further enhance capacity to capture the high sales at the outlets during peak periods. The total number of sales terminals deployed to our outlets stand at 2,850 for the financial year ended 30 April 2009.

In June 2009, Sports Toto announced that it has obtained the necessary approval to replace one of its existing lotto games, the Toto 6/42 Jackpot, with another lotto game under the name of "Power Toto 6/55" which is expected to be launched in late 2009. The launch of Power Toto 6/55 is anticipated to have a positive impact on Sports Toto's revenue growth, with the game's much larger matrix and a minimum guaranteed upfront jackpot of RM3 million. Sports Toto foresees the game to be the front runner amongst its other present lotto-type games.

In June 2009 as well, Sports Toto also introduced check winner terminals at selected outlets under a pilot program to enable punters to self-validate their tickets without the need to refer to the sales counters. This will allow the counter sales staff to focus on selling activities.

The Philippines

For the financial year under review, Prime Gaming Philippines, Inc. ("PGPI") reported a revenue increase of 14.8% from Peso 1.28 billion in the previous year to Peso 1.47 billion resulting from the higher revenue recorded by its wholly-owned subsidiary, Philippine Gaming Management Corporation ("PGMC").

Pre-tax profit increased by 36.2% from Peso 687.9 million in the previous financial year to Peso 936.6 million as a result of the higher profit achieved by PGMC.

PGMC's revenue increased by 14.8% from Peso 1.28 billion in the previous year to Peso 1.47 billion mainly due to the introduction of the second daily draw for the EZ2 game in August 2008 and the increase in weekly draw frequency for the Super Lotto 6/49 game in January 2009 from twice a week to three times a week. In addition, the increase in the minimum price per bet of the Super Lotto 6/49 game from Peso 10 to Peso 20 in January 2008 resulted in higher jackpot prizes and higher ticket sales.

Pre-tax profit of PGMC increased by 33.0% from Peso 699.1 million in the previous financial year to Peso 929.9 million as the increased revenues outpaced the increase in costs.

During the financial year under review, PGMC acquired an additional 600 terminals to support the Philippine Charity Sweepstakes Office ("PCSO") outlets' expansion project. As at the end of the financial year under review, 2,290 terminals have been installed in 1,885 outlets in Luzon.

Going forward, PGMC will be adding another 500 terminals which are scheduled to be delivered in batches in August 2009 and January 2010. These additional terminals will provide support for the progression towards PCSO outlets' expansion project.

PCSO's drive to increase charity funds through the on-line lottery sector is expected to improve PGMC's future performance. PCSO's efforts will include the introduction of new games, adjustments in the minimum price per bet of selected lotto games and introduction of the third daily draw for the EZ2 game in August 2009.

The United States of America

For the financial year under review, International Lottery & Totalizator Systems, Inc. ("ILTS") reported a revenue of USD6.51 million, a decrease of 50% compared to USD13.03 million in the previous financial year. The company reported a net loss of USD0.87 million for the year under review compared to a net profit of USD3.87 million in the previous financial year mainly due to lower revenue coupled with the increase in research and development expenditure for its voting business segments in the financial year under review.



The check winner terminal that enables punters to self-validate their tickets.



Counter sales staff at a Sports Toto outlet.

In May 2008, ILTS entered into a contract with Two Jo Company Ltd. of Ulaan Baatar, Mongolia for the delivery of a turnkey system, complete with central system hardware and software and new sales terminals. The new system was delivered within five months and its lottery operations commenced in September 2008.

The lottery business climate continues to be challenging with limited bidding opportunities for the company coupled with intense competition from other lottery system suppliers. The adverse global credit crunch and economic slowdown further dampened ILTS's potential customers' ability to obtain financing for lottery projects. Nevertheless, ILTS will continue to invest and focus on enhancing, upgrading and expanding its suite of lottery products to remain competitive.

During the financial year, ILTS made a significant investment in the research and development efforts to produce a new voting system. It is anticipated that this new voting product may offer the potential for business growth and better prospects for ILTS moving forward.

ILTS is a supplier of secure processing systems and equipment to government-sanctioned lotteries, racing organizations and voting jurisdictions.

CORPORATE RESPONSIBILITY

Throughout the years, corporate responsibility initiatives have been very much integrated into Sports Toto's business strategies. During the year under review, Sports Toto implemented a range of programmes which were not merely philanthropy-driven but also intended to clearly address the needs of the recipients of our donations.

One notable event was the Sports Toto National Charity Convoy which reached out to 800 deserving children from 20 charity homes throughout the country over 8 weekends from April to May 2009. Sports Toto brought cheer to the children by arranging outings to nearby recreational parks or having fun parties at their homes. In addition, monetary contributions were made to each of these homes.

Apart from the charity convoy, Sports Toto also contributed generously towards the building project of Yayasan Sunbeams Home which has been facing space constraint due to the growing number of needy folks seeking shelter at the home.

Believing that nothing should be a hindrance to education, Sports Toto donated 30 bicycles to 30 underprivileged students in Thiruvalluvar Primary School, Teluk Intan, Perak. We also donated a refitted Toto van to Shepherd's Centre Foundation to ferry their children to school.

During the year under review, we addressed new areas of needs for health care, the costs of which have become burdensome for

many people. We donated towards the Lions Eye Clinic Project Fund to enable better eye care for the underprivileged, as well as contributed to the Scoliosis Treatment Fund, National Stroke Association of Malaysia and the Kiwanis Down Syndrome Foundation.

Sports Toto also extended a helping hand to individual cases of medical needs by contributing to several needy and sickly folks whose plights were highlighted through the local public services bureau.

As part of our yearly tradition of bringing cheer to the less fortunate during the festive seasons, we organized numerous donation campaigns in conjunction with Hari Raya, Deepavali and Chinese New Year celebrations.

During the month of Ramadan, children from Pertubuhan Raudhah, Gombak, Kuala Lumpur were treated to a meaningful and fun-filled breaking-of-fast session at Kelab Darul Ehsan, Kuala Lumpur. In conjunction with the Hari Raya celebration, we visited the paediatric ward of Universiti Kebangsaan Malaysia Medical Centre and brought loads of gift packs and "duit raya" for the child patients. Hampers and ang paws were also given during Deepavali to approximately 600 needy folks in Kajang, Klang and Kuala Kubu Bharu.

The most significant festive campaign was the Sports Toto Chinese New Year Ang Pow Donation Campaign which has been held annually for 21 years. During the 9-day campaign in 42 cities and towns throughout the country, ang paws and hampers were distributed to no less than 15,000 needy old folks including the poor in Sabah and Sarawak.

While we extended assistance to those with critical needs, we are constantly mindful of the needs of the community at large. Sports was given due emphasis as it serves as a great platform for community interaction apart from its basic objective of promoting a healthy lifestyle.

Besides the substantial contributions to the National Sports Council, we also contributed to the Olympic Council of Malaysia. We also engaged with non-governmental organisations ("NGO"), the local government, the media and other parties already active in the arena. Among the established sports events supported were MBPJ Squash Open, Ipoh International Run, Ipoh Starwalk, Seremban Half Marathon, KL-Maran Walk, KSN Netball Championship, International Sabah Open Dart Tournament, Nanyang Wushu Festival and Negeri Sembilan Royal Sevens Rugby Tournament.

As regards popular culture and entertainment for the community, we presented events which served not only as brand building initiatives but also meaningful recreational activities for the community like 8TV Carnival, NTV7 Star Live Concert, Eason Chan Concert and Honouring The Superstars-Teresa Teng & Lee Yee-Singing Competition.



A Sports Toto outlet

Being part of Berjaya Group, we worked hand in hand with Berjaya Cares Foundation (“BCF”) to synergize our efforts in order to create better and more effective results. During the year under review, we participated in the BCF community outreach programme where we visited old folks’ homes in Selangor, Kuala Lumpur and Perak along with other Group volunteers. We also donated items of necessities to old folks’ homes in Selangor and Kuala Lumpur under the ongoing BCF collection of charity contributions for needy charity homes and NGOs.

We were also one of the sponsors for the ‘Fun-Filled Day’ activity organised by BCF where about 100 children from five welfare homes enjoyed thrilling rides at the Cosmo’s World Theme Park, Berjaya Times Square and were treated to a hi-tea session filled with exciting games at Berjaya Times Square Hotel & Convention Center. Several Sports Toto staff, along with staff volunteers from other Berjaya subsidiary companies, accompanied the children throughout the whole event.

As part of the Group’s Corporate Social Responsibility efforts, one of the main agenda items undertaken by BCF is promoting literacy among underprivileged children. The first project under this objective is the setting up of mini libraries and recreation corners in underprivileged children’s Homes. Five Homes have been selected to start off the project for this initial year. Through the BCF charity contribution collection drive, our staff donated books, stationery items and other miscellaneous items for these Homes. Under the Book Donation Campaign organized by Borders Bookstore, members of the public were also invited to donate books to these Homes.

Another literacy project that BCF has been organising monthly is a story-telling and craft session for the underprivileged children from Homes and NGOs like Rumah Nur Salam, Harvest Centre and EduCare Centre. The sessions are held at different Borders stores each month to generate interest in cultivating reading habit. Sports Toto has been participating in this project in terms of monetary contributions and staff volunteers.

FUTURE OUTLOOK AND PROSPECTS

The global economy has shown signs of recovery as indicated by improving quarterly earnings of some key US corporations. In the Asia Pacific region, some countries such as Singapore, China and India have posted improvements for the second quarter of 2009.

Economists envisaged that the Malaysian economy would also recover during the latter half of 2009. The Government’s RM67 billion fiscal stimulus packages are expected to have the desired impact in late 2009 and the first half of 2010.

Sports Toto expects its business to remain resilient in this challenging economic environment and is optimistic of achieving a positive performance in the current financial year in tandem with more encouraging and positive developments for the Malaysian economy.

Given the success of its lotto game, Mega Toto 6/52, which has created several mega jackpots since its launch in mid 2007, Sports Toto’s plan to introduce a new lotto game “Power Toto 6/55” in replacement of its Toto 6/42 jackpot in late 2009, with its higher matrix and higher minimum guaranteed upfront jackpot of RM3 million, is envisaged to gain quick popularity and create even bigger jackpots surpassing those created by Mega Toto 6/52.

The company will also continue to focus on improving operating efficiencies and cost effectiveness to ensure the long term success of its business.

In the Philippines, ongoing efforts to introduce new games and increasing the frequency of draws and number of terminals are expected to increase PGM’s revenue.

APPRECIATION

On behalf of the Board, I would like to extend a warm welcome to Tan Sri Dato’ Danny Tan Chee Sing who joined the Board as Non-Executive Director on 15 April 2009.

Our deep appreciation goes out to the management, employees and agents for their commitment and dedication to their work throughout the year. To all our customers, shareholders, business associates, financiers and the government authorities, I thank them for their support and co-operation.

I would also like to thank my fellow colleagues on the Board for their guidance and active participation in the Board and look forward to their continued support.

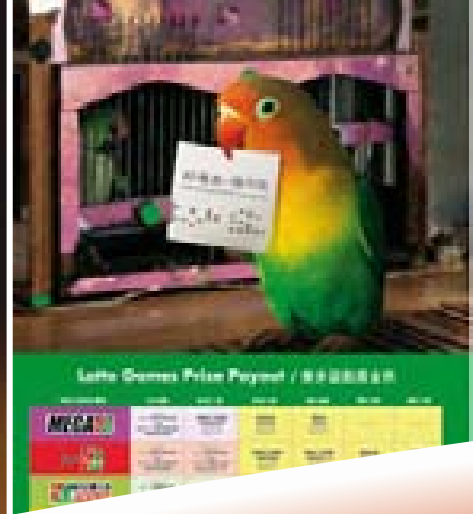
CONDOLENCE

I would like to take this opportunity to express our deepest condolences to the bereaved family of Tan Sri Dato’ Jaffar Bin Abdul who passed away peacefully on 1 September 2009.

Tan Sri Dato’ Thong Yaw Hong
Chairman
2 September 2009



新的FLX销售终端机



主席报告

本人谨此代表董事欣然提呈2009年4月30日截止财政年度的常年报告与财务报告。

业绩

在检讨中的财政年度，本集团取得37亿令吉的营业收入，比上一财政年度的32亿8千万令吉增加了12.8%。收益增加主要是因为主要子公司多多博彩马来西亚私人有限公司（“多多博彩”）创下了比上一年度更强劲的彩票售票业绩和额外开彩。集团的税前盈利上升16.5%，达到5亿8千5百50万令吉，上一年度的对比为5亿零2百60万令吉。

股息

在2009年4月30日截止的财政年度，本公司已发布及支付4次期中股息，总计29仙，包括15.15仙股息（须扣所得税25%），2.85单层免税股息及11仙免税股息。2009年4月30日截止财政年度所派发的净股息总额，大约是3亿1千6百70万令吉，等于本集团在这一年可分配盈利的76.6%。

股息分配符合本公司现行的股息政策，即每年至少将其全年净收益的75%分配给股东。本公司将沿袭分发75%股息的政策，唯须视各种因素而定，例如是否有可分配的储备金，以及公司的现金流需求。

财政年结束之后，即2009年6月15日，本公司发布了2010年4月30日截止财政年度第一次期中股息，每股19仙，包括9仙免税股息和10仙单层免税股息。同时，本公司也宣布将把其库存股分配给股东，分配依据是每持有14股现有每股10仙的普通股获得分配一股库存股，总计8千9百70万股库存股。期中股息派发与库存股分配，都已于2009年7月27日完成。

公司发展

1. 在2009年5月4日，本公司属下独资子公司成功多多博彩（开曼）有限公司（“BSTC”）与Ferrystar Limited签署了售股协议，建议收购60,655,000股每股1.00比索的普通股，占菲律宾百灵博彩股份有限公司（“PGPI”）6.81%的股权，议价总额4亿5千5百95万比索（约3千4百万令吉）。这项收购建议已经完成，这使到成功多多博彩（开曼）有限公司在PGPI所占的股权由9.12%增至15.93%。连同成功博彩管理（香港）有限公司所持有的72.33%股权，本集团在PGPI所持股权已由81.45%增至88.26%。
2. 在2009年8月，成功多多博彩荣获2008年度毕马威股东价值奖休闲领域组中的最高奖项。这个奖项是以经济价值管理方法论来确定马来西亚的挂牌公司股东价值的排行榜位。股东价值包括三项因素，即企业监管，股东回酬和所得收益。

营业检讨

马来西亚

在检讨中的财政年度，多多博彩创下35亿7千万令吉的营业收入，比上一年度的31亿5千万令吉增加了13.3%。较高的收益主要是因为是在受检讨财政年度的彩票销售额强劲和额外开彩。

相应地，税前盈利提高了14.9%，从上一年度的4亿8千5百20万令吉增至5亿5千7百70万令吉。



菲律宾的六合彩销售站



多多博彩继续增进其市场占有率，保持着我国数字测彩业的市场领导者地位。

在2008年12月，配合马来西亚电讯局欲以数码服务线取代模拟服务线，本公司开始分阶段进行电讯网络数码化的计划。多多博彩拟定在2009年年杪完成此计划。

为了建立竞争优势，多多博彩于2009年2月增购200台新的FLX销售终端机。这些终端机被部署在销售站，以进一步加强应付旺市时段高营业额的能力。直到2009年4月30日截止年度，部署在所有销售站的销售终端机，总数为2,850台。

在2009年6月，多多博彩宣布它已取得所需的批准，将在2009年年杪推出至尊多多六合彩(Power Toto 6/55)，以取代现有六合彩游戏之一的多多六合彩积宝(Toto 6/42 Jackpot)。由于至尊多多六合彩有更多的数字组合以及积宝奖金最低为3百万令吉，预料它将对多多博彩的收益成长带来正面的影响。多多博彩预测这项游戏将会成为其现有六合彩游戏之中的领导者。

同在2009年6月，多多博彩也在一项试验性计划下在一些特选销售商店推出确查中奖号码终端机，以便让投注者无需通过销售柜台即可自行证实及确查票据。这将让柜台的销售职员专注于销售活动。

菲律宾

在检讨中的财政年度，菲律宾百灵博彩股份有限公司(“PGPI”)取得收益增加14.8%，从上一年度的12亿8千万比索增至14亿7千万比索，因为其独资子公司菲律宾博彩管理公司(“PGMC”)创下更高收益。

税前盈利也上升了36.2%，由上一年度的6亿8千7百90万比索增加到9亿3千6百60万比索，原因是PGMC取得更高的收益。

PGMC的收益，报升14.8%，从上一年度的12亿8千万比索增加到14亿7千万比索，主要原因是2008年8月份起推出了EZ2博彩游戏的第二次每日开奖，以及超级六合彩6/49(Super Lotto 6/49)于2009年正月起增加每周开奖次数由2次增至3次。此外，超级六合彩的最低下注额，从2008年正月起从每注10比索提高至20比索，也带来更高的积宝奖金和销售额。

PGMC的税前盈利，提升了33%，由上一财政年度的6亿9千9百10万比索增至9亿2千9百90万比索，原因是收益增加超过成本增加。

在检讨中的财政年度，PGMC再购置了600台终端机，以支援菲律宾慈善大彩办事处(“PCSO”)的销售站扩充计划。截至检讨中财政年度年底，共有2,290台终端机，已安装在吕宋岛的1,885间销售商店内。

展望未来，PGMC将再添购500台终端机，预期可于2009年8月及2010年正月分批交货。这些额外的终端机，将为PCSO的销售店扩充计划提供进展支援。

PCSO通过连线博彩领域方面增加慈善基金的运作，预料可改善PGMC的未来表现。PCSO的努力，包括推出新的博彩游戏、调整特选六合彩游戏的每注最低下注额以及于2009年8月推出EZ2博彩游戏的第三次每日开奖。

美国

在检讨中的财政年度，国际博彩与赛马测彩系统有限公司(“ILTS”)报赚收益6百51万美元，比前财政年度的1千3百零3万美元，减少了50%。公司在这检讨财政年度呈报净亏87万美元，而上一年度的对比是净赚3百87万美元，原因是收益较低，再加上检讨中财政年度内用在投票业务领域的研发开销增加。

在2008年5月，ILTS与蒙古乌兰巴托的二左有限公司(Two Jo Company Ltd.)签约，要移交一套立刻即可使用的系统，包括中央系统软硬件设备和新的销售终端机。这套系统于5个月内交货，而其博彩业务则于2008年9月开始运作。

博彩业的趋势仍然是充满挑战，因为公司的投标机会有限，再加上来自其他博彩系统供应商的剧烈竞争。全球信贷困境和经济放缓的不利因素，进一步阻抑ILTS的潜在顾客取得融资博彩计划的能力。尽管如此，ILTS将继续投资和专注于加强、提升及扩展其全套博彩产品，以保持竞争力。

在本财政年度，ILTS在研究与开发努力上作出重大投资，以研发一项新的投票系统。预料这项新的投票产品，可提供业务成长和更好的展望，以利于ILTS向前迈进。

ILTS是一家安全电脑处理系统和器材的供应商，供应对象是政府批准的博彩与赛马机构，以及投票司法机构。



多多博彩抽签器材



企业社会责任

多年以来，企业社会责任的承担一直都结合于多多博彩的业务策略当中。在检讨年度中，多多博彩推行了一系列的活动。这些活动不只是纯粹以慈善为本，更注重的是实实在在地协助受赠者解决困境。

其中一项值得注意的，就是“多多博彩爱心传递走透透”慈善活动。从2009年4月至5月的8个周末内，多多博彩爱心车队造访了全国20间儿童院，向800名弱势儿童施予援手。多多博彩特地安排这些儿童到附近的游乐园游玩，或是为他们举办欢乐派对，把欢笑带给他们。同时，本公司也捐献了为数不少的款项给这些儿童院。

此外，多多博彩也慷慨捐助日辉之家(Yayasan Sunbeams Home)的爱心工程建筑基金。由于到此寻求收容的人士日益增加，这间慈善收容所正面对空间局限的问题。

本公司深信寻求教育机会是不容许任何阻碍，因此捐赠了30辆脚踏车于霹雳州安顺迪路瓦鲁小学的30名贫困学生。此外，本公司也捐赠了一辆重新装修过的货车给加影牧人中心基金(Shepherd's Centre Foundation)，以供运载儿童上学。

在检讨中的财政年度，本公司也帮助急需健康护理的人士。对许多人来说，健康护理的费用，已成为沉重的生活负担。因此，本公司捐助狮子眼科诊所计划基金，好让贫困人士能得到更好的眼睛护理，同时也捐助脊柱侧弯症治疗基金、马来西亚全国中风协会和同济唐氏儿童基金会。

多多博彩也对需要医药协助的人士施予援手，通过地方公共服务局捐献给几位贫病交加的老人。

本公司多年来都不懈地为不幸人士带来佳节欢笑。配合开斋节、屠妖节及华人农历新年欢庆，本公司举办了无数的施赠活动。

在斋戒月，本公司款待了来自吉隆坡鹅麦Raudhah机构的弱势儿童，在达鲁益善俱乐部(Kelab Darul Ehsan)欢享有意义的开斋餐。配合开斋节庆典，本公司也造访了马来西亚国民大学医药中心的儿科病房，并送上许多礼物及开斋青包给患病的儿童们。在屠妖节期间，本公司也赠送礼包及红包给加影、巴生和新古毛大约600名的贫老。

最深具意义的佳节活动则是多多博彩连续21年所举办的农历新年红包施赠贫老活动。在这项为期9天，于全国42个城镇举行的活动中，本公司把红包及礼包施赠给大约1万5千名华族及其它友族的贫老，包括沙巴和砂劳越的贫老们。

在施援极需救助者的同时，本公司也不忘却广大社群的需要。体育也是备受重视的一部分，因为它除了能促进健康的生活方式，也为社群提供一个交流及互动的重要平台。

除了对国家体育理事会作出庞大的捐助，本公司也捐献于马来西亚奥林匹克理事会。此外，本公司也支持非政府组织(NGO)，地方政府，媒体和其它在体坛极为活跃的团体所举办的体育活动。其中一些受支助的体育项目包括八打灵市政局壁球公开赛、怡保国际赛跑、怡保星光竞走、芙蓉半马拉松赛、沙巴国际掷标锦标赛、南洋武术节以及森美兰皇家七人橄榄球锦标赛。

至于广受欢迎的社群文娱盛会，本公司所呈献的活动，不仅有助于建立品牌，同时也为社群提供极有意义的娱乐活动，如八度空间嘉年华、NTV7十分红演唱会、陈奕迅演唱会及缅怀巨星——邓丽君及李逸歌唱比赛。

作为成功集团的一份子，本公司与成功爱心基金会(Berjaya Cares Foundation “BCF”)携手合作，以打造更好及更有效的成果。在检讨年度中，本公司积极参与BCF所举办的社群施援活动，联同集团内的志愿工作者，拜访雪兰莪、吉隆坡及霹雳州的几间老人院。本公司也协助BCF不断收集慈善物品以捐献给急需帮助的慈善机构和非政府机构，包括捐赠给雪兰莪与吉隆坡的老人院。



多多博彩抽籤结果陈示板



多多博彩销售站
柜台的销售职员

本公司也赞助BCF所主办的“欢乐洋溢日”活动。在这项活动中，有100名弱势儿童在成功时代广场的Cosmo's World主题公园游玩，并于成功时代广场酒店特设丰富的茶点及游戏环节来款待他们。数位多多博彩职员联同其它成功子公司的职员也趁此环节与这群儿童玩乐。

BCF所推行的集团企业社会责任的其中一项要务，就是要促进弱势儿童的阅读与书写能力。在此宗旨下进行的第一项计划，就是在弱势儿童院设立迷你图书馆和消闲空间。在实行的第一年里，有五间儿童院被选为这项计划的受惠单位。通过BCF的慈善捐献收集运动，本公司的职员将书本、文具用品和其它用品捐给这些儿童院。而在Borders书局主办的书本捐赠运动下，公众人士也受邀捐书给这些儿童院。

另一项由BCF每个月主办的类似活动，即是为儿童院和非政府机构的弱势儿童举办的讲故事与手工艺活动，受惠单位有Rumah Nur Salam、Harvest Centre及爱心教育中心。这项活动是每个月在不同的Borders书局举行，以鼓励儿童培养阅读的兴趣。多多博彩一直以金钱捐献和员工参与的方式支持这项计划。

今后前景与展望

恰如一些美国主要企业的季度收益改善显示，全球经济已经有复苏的迹象。在亚太区，有些国家如新加坡、中国和印度则已在2009年第二季皆已显示改善。

经济学家预料，马来西亚的经济也将在2009年下半年复苏。政府推出的670亿令吉经济刺激配套，预料会在2009年后期和2010年上半年，达到期盼的成果。

多多博彩预料会在这艰巨的经济环境中保持弹力，并且保持乐观。随着更令人鼓舞和正面的经济发展，本公司预料将能在本财政年度达成正面的表现。

无敌多多六合彩(Mega Toto 6/52)自2007年年中推出以来，曾创下好几个超级积宝大奖。有鉴于此，多多博彩计划于2009年年杪推出另一项新的六合彩游戏，即至尊多多六合彩(Power Toto 6/55)，以取代多多六合彩积宝(Toto 6/42 Jackpot)。由于有更多的数字组合以及至少3百万令吉的积宝奖金，这项新的

游戏预料很快就会广受欢迎及创造出更大数额的积宝奖金，超越无敌多多六合彩(Mega Toto 6/52)所创下的积宝奖金。

公司也继续专注于改善作业效率和成本效益，以确保业务长期成功。

在菲律宾，本公司不断努力的推出新的测彩游戏和增加开奖的次数以及终端机的数额，预料这将会提高PGMC的营业收益。

申谢

我谨此代表董事部，热烈欢迎丹斯里拿督陈志成于2009年4月15日加入董事部担任非执行董事。

董事部对管理层，全体员工和代理们在工作上的尽忠职守和奉献，致予深切的谢意。对于所有顾客、股东、商业伙伴、融资机构和政府机关，我也衷心谢谢他们的支持与合作。

我也要感谢董事部同仁的指导和积极参与，并寄望他们继续鼎力支持。

慰问

我要借此机会向 Tan Sri Dato' Jaafar Bin Abdul 的家人，致予深切的慰问。后者已于2009年9月1日与世长辞。

丹斯里拿督汤耀鸿
主席
2009年9月2日

Significant Events of the Year



1. Donation of a refitted van and cash to Shepherd's Home • 2. Event organizers of Honouring the Superstars-Teresa Teng & Lee Yee-Singing Competition • 3. 'Raya' cheer for children at the paediatric ward of Universiti Kebangsaan Malaysia Medical Centre • 4. Charity donation to Sg. Buloh Leprosy Centre • 5. The Charity Caravan, The Philippines • 6. Sports Toto national charity convoy members with kids at Cosmo's World Theme Park, Berjaya Times Square • 7. Charity donation to the Lions Eye Clinic project fund

Significant Events of the Year



- 8. Contribution to the Nanyang Wushu Federation of Sarawak • 9. Chinese New Year Ang Pow Donation Campaign 2009 • 10. Needy senior citizens receiving ang pows from the Deputy Finance Minister, YB Dato' Kong Cho Ha accompanied by Dato' Robin Tan, Mr Vincent Seow and Ms Nerine Tan at the Chinese Assembly Hall • 11. Breaking of fast with about 100 orphans from Pertubuhan Penyayang Raudhah, Gombak at Kelab Darul Ehsan • 12. Deepavali charity donation to needy senior citizens • 13. 8TV Carnival at Boulevard, Berjaya Times Square • 14. Donation of bicycles to needy Tamil school students in Teluk Intan • 15. Seremban Half Marathon 2008

Group Financial Summary

Description	2009 US\$'000	2009 RM'000	2008 RM'000	2007 RM'000
Revenue	1,036,513	3,695,686	3,277,797	3,035,288
Profit Before Tax	164,225	585,544	502,627	545,332
Profit For The Year	118,361	422,016	358,749	382,526
Minority Interests	(2,373)	(8,462)	(10,086)	(6,839)
Profit Attributable To Equity Holders Of The Company	115,988	413,554	348,663	375,687
Share Capital	37,892	135,103	135,103	135,103
Share Premium	58,177	207,431	207,431	207,431
8% Irredeemable Convertible Unsecured Loan Stocks 2002/2012 ("ICULS") - Equity Component	-	-	-	-
Reserves	153,278	546,512	394,241	356,990
Equity Funds	249,347	889,046	736,775	699,524
Treasury Shares	(113,897)	(406,099)	(406,099)	(281,239)
Premium Over ICULS Bought Back	-	-	-	-
Net Equity Funds	135,450	482,947	330,676	418,285
Minority Interests	4,476	15,959	23,244	10,179
Total Equity	139,926	498,906	353,920	428,464
Other Long Term Liabilities	367	1,308	1,004	774
Borrowings	34,847	124,247	262,686	360,000
Deferred Liabilities / Income	10,418	37,147	34,992	46,639
Deferred Tax Liabilities	480	1,710	2,473	3,400
ICULS - Liability Component	-	-	-	-
Current Liabilities	126,534	451,156	369,113	373,958
Total Equity And Liabilities	312,572	1,114,474	1,024,188	1,213,235
Property, Plant & Equipment	27,587	98,362	94,910	92,132
Intangible Assets	173,428	618,358	618,425	617,810
Investments	24,270	86,534	86,779	81,427
Prepaid Land Lease Payments	759	2,705	2,743	-
Deferred Tax Assets	1,462	5,214	858	1,468
Long Term Receivable	-	-	-	-
Current Assets	85,066	303,301	220,473	420,398
Total Assets	312,572	1,114,474	1,024,188	1,213,235
Net Assets Per Share (Cents/Sen)	10.78	38.45	26.33	32.66
Net Earnings Per Share (Cents/Sen)	9.24	32.93	27.60	29.05
Gross Dividend Rate Per Share (Cents/Sen)	8	29	35	45
Net Dividend Amount (US\$'000/RM'000)	88,815	316,669	325,974	421,079

Notes:

Where additional shares are issued, the earnings per share are calculated on weighted average number of shares.

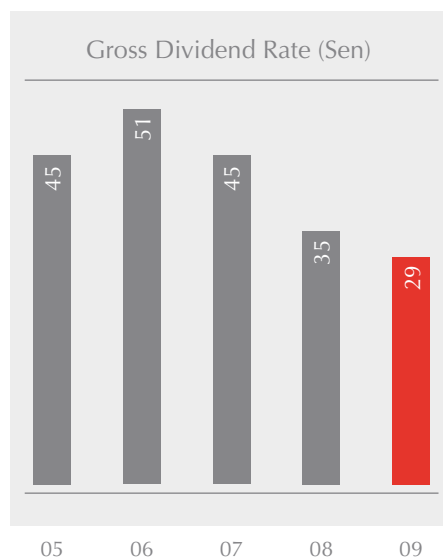
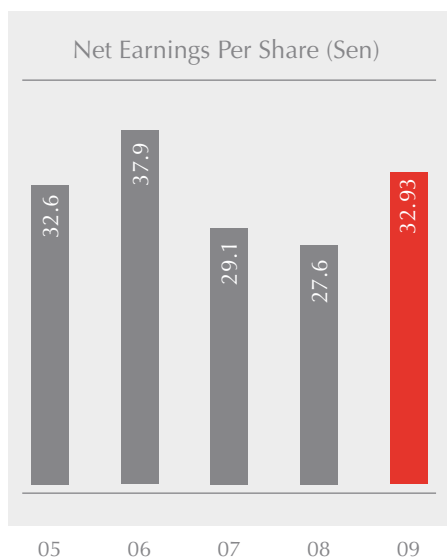
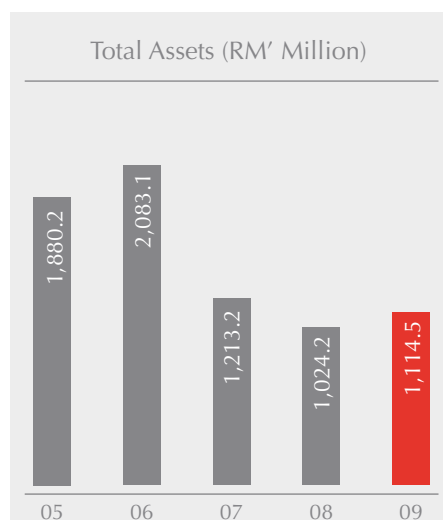
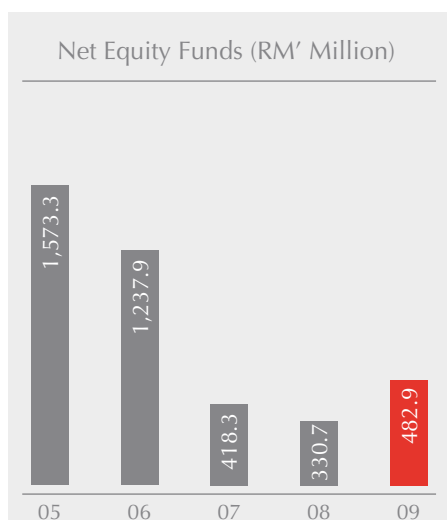
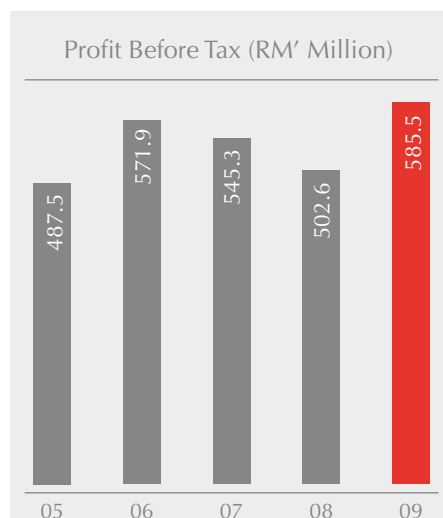
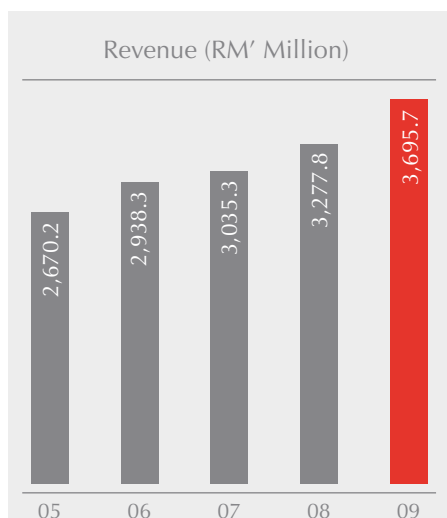
Exchange rate : US\$1.00 : RM3.5655

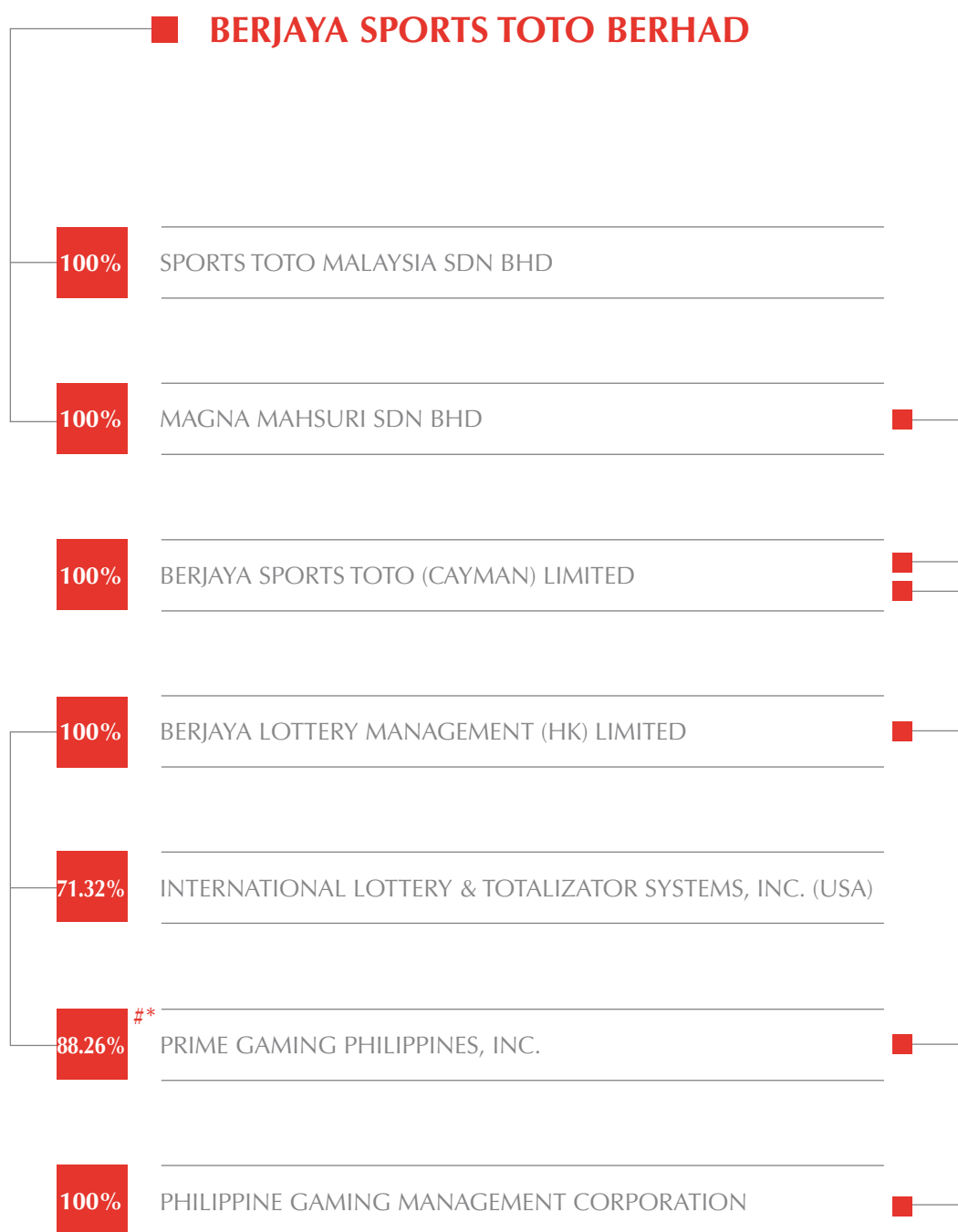
This figure includes a special dividend of 170 sen per share.

Group Financial Summary

2006 RM'000	2005 RM'000	2004 RM'000	2003 RM'000	2002 RM'000	2001 RM'000	2000 RM'000
2,938,322	2,670,206	2,477,296	2,205,646	2,294,343	2,333,339	2,339,894
571,914	487,497	437,989	393,583	426,235	400,858	384,724
467,314	329,463	297,232	261,842	292,670	272,595	231,891
(2,789)	(1,307)	(159,193)	(4,340)	10,830	11,039	22,583
464,525	328,156	138,039	257,502	303,500	283,634	254,474
675,515	1,212,105	1,037,588	801,315	584,878	575,758	575,084
336,904	296,411	261,607	192,817	144,180	97,731	94,374
-	52,296	133,134	240,702	-	-	-
463,891	443,458	366,719	579,248	1,224,696	1,021,525	856,090
1,476,310	2,004,270	1,799,048	1,814,082	1,953,754	1,695,014	1,525,548
(238,427)	(373,568)	(215,258)	(206,089)	(162,993)	(96,358)	(25,744)
-	(57,355)	(57,355)	(35,348)	-	-	-
1,237,883	1,573,347	1,526,435	1,572,645	1,790,761	1,598,656	1,499,804
10,306	7,429	8,485	(155,116)	(152,585)	(136,994)	(106,292)
1,248,189	1,580,776	1,534,920	1,417,529	1,638,176	1,461,662	1,393,512
895	2,223	1,858	1,816	475	365	300
472,500	-	-	-	-	-	-
33,784	32,364	31,528	31,117	30,903	32,278	29,939
2,378	17,059	11,889	7,488	3,652	4,721	5,936
-	18,394	116,865	248,966	-	-	-
325,332	229,399	423,173	349,292	419,193	485,165	472,487
2,083,078	1,880,215	2,120,233	2,056,208	2,092,399	1,984,191	1,902,174
72,224	72,777	79,453	115,086	123,732	113,937	117,300
607,995	609,422	619,768	612,801	642,141	644,546	656,545
67,542	71,882	85,250	14,719	19,894	19,841	15,266
-	-	-	-	-	-	-
969	407	243	159	-	-	-
-	3,393	3,504	-	-	-	-
1,334,348	1,122,334	1,332,015	1,313,443	1,306,632	1,205,867	1,113,063
2,083,078	1,880,215	2,120,233	2,056,208	2,092,399	1,984,191	1,902,174
95.6	134.2	139.3	173.8	320.6	286.6	262.2
37.9	32.6	16.3	39.9	54.5	50.1	44.5
51	45	28	208#	50	28	25
467,360	343,365	193,342	958,623	199,972	112,869	102,124

Group Financial Highlights





Audit Committee Report

The Board of Directors of Berjaya Sports Toto Berhad is pleased to present the report of the Audit Committee for the financial year ended 30 April 2009.

AUDIT COMMITTEE MEMBERS AND MEETING ATTENDANCES

The members of the Audit Committee comprises the following:-

Tan Sri Dato' Jaffar Bin Abdul # (Demised on 1 September 2009)

Chairman/Independent/Non-Executive Director

Mohamed Saleh Bin Gomu

Independent/Non-Executive Director

Datuk Robert Yong Kuen Loke

Non-Independent/Non-Executive Director

Subsequent to the financial year ended 30 April 2009, Tan Sri Dato' Thong Yaw Hong had been appointed as a member and Chairman of the Audit Committee with effect from 2 September 2009 following the demise of Tan Sri Dato' Jaffar Bin Abdul.

The Audit Committee held five (5) meetings during the financial year ended 30 April 2009. The details of attendance of the Audit Committee members are as follows:-

Name	Attendance
Tan Sri Dato' Jaffar Bin Abdul (Demised on 1 September 2009)	5/5
Mohamed Saleh Bin Gomu	5/5
Datuk Robert Yong Kuen Loke	5/5

The Senior Manager of Internal Audit of Sports Toto Malaysia Sdn Bhd and the Senior General Manager of Group Accounts and Budgets were also invited to attend the audit committee meetings. The external auditors were also invited to attend two of these meetings.

SUMMARY OF ACTIVITIES OF THE AUDIT COMMITTEE

During the financial year ended 30 April 2009, the activities undertaken by the Audit Committee included the following:-

1. Reviewed the quarterly and year-to-date unaudited financial results before submission to the Board for consideration and approval;
2. Reviewed the external auditors' scope of work and audit plan for the year;
3. Reviewed and discussed the external auditors' audit report and areas of concern in the management letter thereof;
4. Assessed the adequacy and effectiveness of the system of internal control and accounting control procedures and the weaknesses of the Group's principal operating subsidiary by reviewing the various internal audit reports and management's responses thereto and ensuring significant findings are adequately addressed by management;

5. Reviewed the shareholders' circulars in relation to the recurrent related party transactions;

6. Reported to the Board on its activities and significant findings and results.

SUMMARY OF ACTIVITIES OF THE INTERNAL AUDIT FUNCTION

The primary function of Internal Audit Department is to assist the Audit Committee in discharging its duties and responsibilities. Their role is to provide the Committee with independent and objective reports on the state of internal controls of the operating units within the Group and the extent of compliance by such units with the Group's established policies and procedures.

The internal audit function was principally carried out by the Internal Audit Department of Sports Toto Malaysia Sdn Bhd ("STMSB"), the principal operating subsidiary of the Group which is involved in the gaming operations.

During the financial year ended 30 April 2009, the Internal Audit Department of STMSB carried out various audit assignments on STMSB. The areas audited included branch audit of company's sales offices, audit of Head Office operating departments, IT audit and software testing of on-line gaming systems. Internal audit reports were issued to the Audit Committee and the STMSB management, incorporating audit recommendations and management's responses with regard to any audit findings on the weaknesses in the systems and controls of the operation. The Internal Audit Department also followed up with management on the implementation of the agreed audit recommendations.

The total cost incurred for the internal audit function of the Company for the financial year ended 30 April 2009 was RM508,740.

TERMS OF REFERENCE OF THE AUDIT COMMITTEE

1. Membership

The Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three members, all of whom shall be non-executive Directors. The majority of the Committee Members shall be Independent Directors and at least one member of the Committee must be a member of the Malaysian Institute of Accountants or possesses such other qualifications and/or experience as approved by the Bursa Malaysia Securities Berhad ("BMSB").

A quorum shall consist of two members and a majority of the members present must be Independent Directors.

If a member of the audit committee resigns, dies or for any other reason ceases to be a member with the result that the number of members is reduced to below three, the Board of Directors shall, within three months of that event, appoint such number of new members as may be required to make up the minimum number of three members.

2. Chairman

The Chairman of the Committee shall be an Independent Director appointed by the Board. He shall report on each meeting of the Committee to the Board.

3. Secretary

The Company Secretary shall be the Secretary of the Committee and shall be responsible, in conjunction with the Chairman, for drawing up the agenda and circulating it, supported by explanatory documentation to the Committee members prior to each meeting.

The Secretary shall also be responsible for keeping the minutes of meetings of the audit committee and circulating them to the Committee members and to the other members of the Board of Directors.

4. Frequency of Meetings

Meetings shall be held not less than four times a year and will normally be attended by the Director charged with the responsibilities of the Group's finance and Head of Internal Audit. The presence of external auditors will be requested if required and the external auditors may also request a meeting if they consider it necessary.

5. Authority

The Committee is authorised by the Board to investigate any activity within its terms of reference and shall have unrestricted access to both the internal and external auditors and to all employees of the Group. The Committee is also authorised by the Board to obtain external legal or other independent professional advice as necessary.

The Committee is also authorised to convene meetings with the external auditors, the internal auditors, or both, excluding the attendance of other directors and employees of the Group, wherever deemed necessary.

6. Duties

The duties of the Committee shall be:-

- (a) To review and recommend the appointment of external auditors, the audit fee and any questions of resignation or dismissal including the nomination of person or persons as external auditors;
- (b) To discuss with the external auditors where necessary, on the nature and scope of audit and to ensure coordination of audit where more than one audit firm is involved;
- (c) To review the quarterly results and year end financial statements prior to the approval by the Board, focusing on:-
 - going concern assumption
 - compliance with applicable financial reporting standards and regulatory requirements
 - any changes in accounting policies and practices
 - significant issues arising from the audit
 - major judgemental areas
- (d) To prepare Audit Committee Report at the end of each financial year;
- (e) To discuss problems and reservations arising from the interim and final external audits, and any matters the external auditors may wish to discuss (in the absence of management, where necessary);

- (f) To review the external auditors' management letter and management's response;
- (g) To 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;
- (h) To do the following when the internal audit function is established:-
 - review the adequacy of scope, functions, competency and resources of the internal audit department and that it has the necessary authority to carry out its work;
 - review internal audit programme;
 - ensure coordination of external audit with internal audit;
 - consider the major findings of internal audit investigations and management's response, and ensure that appropriate actions are taken on the recommendations of the internal audit function;
 - review any appraisal or assessment of the performance of the staff of the internal audit function;
 - approve any appointment or termination of senior staff member of the internal audit function;
 - inform itself of resignations of internal audit staff members and provide the resigning staff member an opportunity to submit his/her reason for resignation;
 - to monitor related party transactions entered into by the Company and its subsidiaries, and to ensure that the Directors report such transactions annually to shareholders via the annual report;
 - to review and monitor the effectiveness of internal control systems and to evaluate the systems with the external auditors;
- (i) To carry out such other responsibilities, functions or assignments as may be defined jointly by the Audit Committee and the Board of Directors from time to time;
- (j) In compliance with Paragraph 15.16 of the Main Market Listing Requirements of BMSB ("Main Listing Requirements"), where the Committee is of the view that a matter reported by it to the Board has not been satisfactorily resolved resulting in a breach of the Main Listing Requirements, the Committee must promptly report such matter to BMSB.

Statement on Corporate Governance

The Board of Directors ("Board") of Berjaya Sports Toto Berhad ("the Company") is committed to ensure an appropriate and sound system of corporate governance is being practised throughout the Company and its subsidiaries in ensuring continuous and sustainable growth for the interests of all its shareholders. The Company and its subsidiaries have maintained the standard of corporate governance by supporting and implementing the prescribed principles and best practices set out in the Malaysian Code of Corporate Governance (Revised 2007) ("the Code"). Under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), listed companies are required to state the extent of such compliance or provide alternative measures in areas where there are deviations from the principles and/or best practices.

The Board is pleased to provide the following statement which outlined how the Group had applied the principles laid down in the Code.

A) DIRECTORS

i) The Board

The Company is led by a sound and experienced Board. The Board is primarily responsible for the strategic direction of the Group.

The Board meets regularly on a quarterly basis with additional meetings being convened as necessary. For the financial year ended 30 April 2009, the Board met four (4) times. The record of attendance for the Directors who held office as at the end of the financial year is set out below:-

Directors	Attendance
Tan Sri Dato' Thong Yaw Hong #	4/4
Dato' Robin Tan Yeong Ching	4/4
Chan Kien Sing	4/4
Freddie Pang Hock Cheng	4/4
Rayvin Tan Yeong Sheik	4/4
Seow Swee Pin	4/4
Datuk Robert Yong Kuen Loke	4/4
Tan Sri Dato' Jaffar Bin Abdul # (Demised on 1 September 2009)	4/4
Mohamed Saleh Bin Gomu #	4/4
Tan Sri Dato' Tan Chee Sing (Appointed on 15 April 2009)	*

Denotes Independent / Non-Executive Director
 * - Tan Sri Dato' Tan Chee Sing had been appointed as an additional Non-Independent Non-Executive Director of the Company on 15 April 2009. There was no Board meeting held subsequent to the date of his appointment.

In the intervals between Board meetings, for exceptional matters requiring urgent Board decisions, Board approvals are sought via circular resolutions which are attached with sufficient and relevant information required for an informed decision to be made.

ii) Board Balance

There are presently nine (9) Board members in Berjaya Sports Toto Berhad comprising:-

- The Chairman (who is Independent Non-Executive)
- The Chief Executive Officer
- Four Executive Directors
- Two Non-Independent Non-Executive Directors
- One Independent Non-Executive Director

Following the demise of the Independent Non-Executive Director, Tan Sri Dato' Jaffar Bin Abdul on 1 September 2009, the Board composition of the Company is currently not in compliance with Paragraph 15.02 of the Main Market Listing Requirements of Bursa Securities that requires one-third of the Board members to be independent directors. The Board of Directors will identify a suitable replacement in order to comply with the above requirement.

The qualifications and experience of each of the Director are set out in the Directors' profile on Page 3 to Page 7 of the Annual Report.

The Board is satisfied with its composition which comprises a balanced mix of skills, knowledge, technical and management expertise which are relevant to enable the Board to carry out its responsibilities in an effective and competent manner.

There is a clearly accepted division of responsibilities between the Chairman and Chief Executive Officer to ensure a balance of power and authority.

The Chairman is responsible for ensuring Board effectiveness and standards of conduct. He has authority over the agenda for each Board meeting to ensure that all Directors are provided with relevant information on a timely basis. The general agenda may include minutes of previous meetings of the Board and its sub-committees, quarterly financial results of the Group, issues requiring the Board's deliberation and approval, reports or briefings on operational and financial issues of major subsidiaries and other ad-hoc reportings.

The Chief Executive Officer has overall responsibility for the Group's business operations, organisational effectiveness and the implementation of Board policies and decisions.

Tan Sri Dato' Thong Yaw Hong has been identified as the Senior Independent Non-Executive Director of the Board to whom concerns may be conveyed.

Statement on Corporate Governance

iii) Supply of Information

All Directors have full and timely access to information concerning the Company and the Group whether as full Board or in their individual capacities. Board papers and reports include the Group performance and major operational, financial and corporate information are distributed to the Directors prior to Board Meetings and to enable Directors to obtain further clarifications and/or explanation, where necessary, in order to be properly briefed before the meeting.

All Directors have access to the advice and services of the Company Secretary and the senior Management staff in the Group and may obtain independent professional advice at the Company's expense in furtherance of their duties.

iv) Nomination Committee

The Nomination Committee currently comprise the following members:-

Tan Sri Dato' Thong Yaw Hong
Chairman/Senior Independent Director

Mohamed Saleh Bin Gomu
Independent/Non-Executive

Datuk Robert Yong Kuen Loke
Non-Independent/Non-Executive

The Committee is empowered by its terms of reference and its primary function is to recommend to the Board, candidates for directorships of the Company and its subsidiaries and Directors to fill the seats on Board Committees.

The Committee will review the required mix of skills and experience of the Directors of the Board, in determining the appropriate Board balance and size of the non-executive participation.

v) Directors' Training

All the Directors have attended the Mandatory Accreditation Programme as prescribed by Bursa Securities.

The Directors are mindful that they should continually attend seminars and courses to keep abreast with developments in the market place as well as new regulations and statutory requirements.

The Directors are also encouraged to evaluate their own training needs on a continuous basis and to determine the relevant programmes, seminars, briefings or dialogues available that would best enable them to enhance their knowledge and contributions to the Board.

During the financial year, the Directors had attended various training programmes and seminars, details of which are as follows:-

Title of Programmes/ Seminars/ Courses	Date
1. Governance & Integrity	7 May 2008
2. In-House Training Programme – Corporate Social Responsibility	28 May 2008
3. In-House Training Programme – Basel II in the Asia Pacific Banking Sector Survey 2008	28 May 2008
4. Green Building & Sustainable Development Through BIPV (Building Integrated Photovoltaic)	2 July 2008
5. Understanding the Regulatory Environment in Singapore	25 July 2008
6. KPMG's Audit Committee Roundtable Discussion on Oversight of Risk Management: Considering the Audit Committee's Role and Responsibilities	14 August 2008
7. Asia Pacific Lottery Association – 2008 Regional Conference, Beijing	21 – 25 September 2008
8. MICPA – Bursa Malaysia Business Forum 2008, Reinventing for Success	20 – 21 October 2008
9. ASEAN Infrastructure Financing Mechanism	10 November 2008
10. National Accountants Conference 2008	25 & 26 November 2008
11. FIDE Programme: Module 1 – Role of the Board in Changing Financial, Legal, Regulatory and Business Environment	16 & 17 January 2009
12. FIDE Programme: Module 2 – Practices and Processes that Promote/Impede Effective Boardroom Deliberations	20 & 21 February 2009
13. FIDE Programme: Module 3 – The Role of the Board in Enterprise - Wide Risk Management	20 & 21 March 2009
14. FIDE Programme: Module 4 – The Board's Responsibility for Internal Controls, Financial Reporting and Capital Management	24 & 25 April 2009

Statement on Corporate Governance

The Board will continue to undergo other relevant training programmes as appropriate to further enhance their professionalism and knowledge as directors of a public listed company.

vi) Re-election of Directors

Any Director appointed during the year is required under the Company's Articles of Association, to retire and seek election by shareholders at the following Annual General Meeting ("AGM") immediately after their appointment. The Articles also requires that one-third of the Directors including the Managing Director, if any, to retire by rotation and seek re-election at each AGM and that each Director shall submit himself for re-election once every three years.

Directors over seventy (70) 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

i) Remuneration Committee

The Remuneration Committee currently comprise the following members:-

Tan Sri Dato' Thong Yaw Hong
Chairman/Independent Non-Executive

Dato' Robin Tan Yeong Ching
Non-Independent/Executive

Mohamed Saleh Bin Gomu
Independent/Non-Executive

The primary function of the Remuneration Committee is to set up the policy framework and to recommend to the Board on all elements of the remuneration package of the Executive Directors. The determination of remuneration packages of non-executive Directors, including the non-executive Chairman, is a matter for the Board as a whole with the Directors concerned abstaining from deliberation and voting on decision in respect of his individual remuneration.

The fees payable to the Directors will be recommended by the Board for approval by shareholders at the Annual General Meeting.

ii) Details of the Directors' Remuneration

The aggregate Directors' remuneration paid or payable to the Directors in office at the end of the financial year by the Company and the Group categorised into appropriate components for the financial year ended 30 April 2009 are as follows:-

	Executive	Non-Executive	Total
	←	RM'000	→
Fees	11	135	146
Benefits-in-kind	53	14	67
Salaries and other emoluments	4,539	588	5,127
Bonus	960	28	988
	5,563	765	6,328

The number of Directors of the Company in office at the end of the financial year and whose total remuneration from the Group falling within the respective band are as follows:-

	Executive	Non-Executive
RM1 - RM50,000	-	2
RM200,001 - RM250,000	-	1
RM400,001 - RM450,000	-	1
RM600,001 - RM650,000	1	-
RM900,001 - RM950,000	2	-
RM1,250,001 - RM1,300,000	1	-
RM1,750,001 - RM1,800,000	1	-
	5	4

C) RELATIONS WITH SHAREHOLDERS AND INVESTORS

The Company recognises the importance of regular and timely dissemination of information to shareholders and investors of the Company via annual report and financial statements, circulars to shareholders, quarterly financial reports and the various announcements made during the year. These will enable the shareholders, investors and members of the public to have an overview of the Group's performance and operations.

The Group maintains a website at www.berjaya.cc where shareholders as well as members of the public may access for the latest information on the Group. Alternatively, they may obtain the Company's latest announcements via the Bursa Securities' website at www.bursamalaysia.com.

The Chief Executive Officer, Executive Directors and senior Management have periodical dialogues and briefings with existing and prospective investors and the analysts to enhance understanding of the Group's objectives and provide insight on the latest developments in the Group.

The AGM also provides an opportunity for the shareholders to seek and clarify any issues relevant to the Company. Shareholders are encouraged to meet and communicate with the Board at the AGM and to vote on all resolutions.

D) ACCOUNTABILITY AND AUDIT

i) Financial Reporting

The Directors aim to provide a balanced and meaningful assessment of the Group's financial performance and prospects, primarily through the annual report and quarterly financial statements.

The Directors are also responsible for ensuring the annual financial statements are prepared in accordance with the provisions of the Companies Act, 1965 and the applicable Financial Reporting Standards in Malaysia.

A statement by the Directors of their responsibilities in the preparation of financial statements is set out in the ensuing section.

ii) Statement of Directors' Responsibility in respect of the Financial Statements

Company Law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and of the Group and of the results and cash flows of the Company and of the Group for that period. In preparing those financial statements, the Directors are required to:-

- (a) select suitable accounting policies and then apply them consistently;
- (b) state whether applicable financial reporting standards have been followed, subject to any material departures being disclosed and explained in the financial statements;
- (c) make judgements and estimates that are reasonable and prudent; and
- (d) prepare the financial statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and of the Group and which will enable them to ensure that the financial statements comply with the Companies Act, 1965. The Directors are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

iii) Internal Control

The Board acknowledges that it is responsible for maintaining a sound system of internal controls, which provides reasonable assessment of effective and efficient operations, internal financial controls and compliance with laws and regulations as well as with internal procedures and guidelines. A Statement on Internal Control of the Group is set out on Page 28 of the Annual Report.

iv) Relationship with the auditors

Through the Audit Committee, the Company has established a transparent and appropriate relationship with the Group's auditors, both internal and external. From time to time, the auditors highlight to the Audit Committee and the Board on matters that require the Board's attention.

In addition, the external auditors were invited to attend the Company's AGM in order to address clarifications sought pertaining to the Audited Financial Statements by shareholders.

E) COMPLIANCE WITH THE CODE

The Board is satisfied that the Company has, in all material aspects, complied with the best practices of the Code during the financial year ended 30 April 2009.

Statement on Internal Control

The Board of Directors of Berjaya Sports Toto Berhad (“BTOTO” or “the Group”) recognises that it is responsible for the Group’s system of internal control and for reviewing its adequacy and integrity. Notwithstanding that, in view of the limitations that are inherent in any system of internal control, the Group’s system can only provide reasonable but not absolute assurance against material misstatement or loss, as it is designed to manage rather than eliminate the risk of failure to achieve business objectives.

The Board’s primary objective and direction in managing the Group’s principal business risks are to enhance the Group’s ability to achieve its business objectives. In order to achieve these objectives, the Board has identified, evaluated and managed the significant risks being faced by the Group by monitoring the Group’s performance and profitability at its Board meetings. The management of the Group as a whole is assigned to the Executive Directors.

A Risk Management Committee (“RMC”) has been established by the Company with the intention to further enhance the Group’s system of internal control and be in line with the Malaysian Code of Corporate Governance. The RMC together with the audit committee are entrusted to ensure more effective and efficient identification, evaluation, management and reporting of the Group’s risks. During the financial year ended 30 April 2009, the RMC held 4 meetings to review the reports tabled by the Risk Management Working Committee (“RMWC”) consisting of all heads of departments of the principal subsidiary company. The RMC had evaluated and monitored the progress of any risk factors and internal control matters relating to the operations raised by the RMWC. The members of the RMC as at 30 April 2009 were Tan Sri Dato’ Thong Yaw Hong (Chairman), Tan Sri Dato’ Jaffar bin Abdul, Mohamed Saleh bin Gomu, Datuk Robert Yong Kuen Loke and Seow Swee Pin.

The RMC terms of reference include, inter alia:

- To determine the overall risk management processes;
- To establish effectiveness of risk management process;
- To ensure that the strategic context of the risk management strategy is complete;
- To ensure that risk management processes are integrated into all core business processes;
- To establish risk reporting mechanism;
- To establish business benefits;
- To ensure that the short and long term risk management strategy, framework and methodology are implemented and consistently applied by all business units;
- To ensure alignment and coordination of assurance activity across the organization; and
- To act as steering committee for the group wide risk management programme.

The Board has assigned the Audit Committee with the duty of reviewing and monitoring the effectiveness of the Group’s system of internal control. The Audit Committee receives assurance reports from the internal auditors on findings from their visits to the operating units, as well as from the external auditors on areas for improvement identified during the course of their statutory audit. The Board reviews the minutes of the Audit Committee’s meetings. The Report of the Audit Committee is set out on pages 22 to 23 of the Annual Report.

The various scheduled management meetings and the review of financial and operations reports coupled with the ‘close to operations’ policy being practised by the Executive Directors and management provide the platform for timely identification of the Group’s risks and systems to manage those risks. The Executive Directors update the Board on any significant matters which require the latter’s attention.

The management of the Group’s individual operating units is assigned to local management who are accountable for the conduct and performance of their businesses within the agreed business strategy. At Sports Toto Malaysia Sdn Bhd, the Group’s principal subsidiary company, operations are divided into regions and areas due to dispersed locations of agents’ outlets. Regional and area offices are staffed by experienced personnel to ensure that the operations of the outlets are well controlled and in line with the operating procedures. Similarly, the overseas operations, namely Prime Gaming Philippines, Inc. group and International Lottery & Totalizator Systems, Inc. group are being managed by experienced personnel in their respective country offices. Regular reporting on performance of their businesses are provided to the Executive Directors of BTOTO who are assigned to manage the respective overseas operations. In addition, the Executive Directors in charge also made field visits to these overseas operations as well as to conduct periodic performance review meetings with the management personnel, thus ensuring the business plans and targets are met.

BTOTO’s system of internal control comprise the following key features:

- Clear organisation structure with defined reporting lines;
- Capable workforce with clear job descriptions, and continuous training efforts;
- Monitoring mechanisms in the form of financial and operations reports, and scheduled management meetings;
- Formal employee appraisal system which enables appraisal of employees and rewarding employees based on performance;
- Formal operating and draw procedures which set out the expected standards for its operations;
- Surprise checks on agents to ensure compliance with the Group’s policies and procedures;
- Physical security and systems access controls;
- Independent assurance on the system of internal control from regular internal audit visits;
- Business continuity planning; and
- Succession planning to ensure that key positions in the Group are always being held by capable employees who are well aware of the Group’s risks, and operating policies and procedures.

The Board remains committed towards operating a sound system of internal control and therefore recognises that the system must continuously evolve to support the type of business and size of operations of the Group. As such, the Board, in striving for continuous improvement will put in place appropriate actions plans, when necessary, to further enhance the Group’s system of internal control.



Financial Statements

30	Directors' Report
35	Statement by Directors
35	Statutory Declaration
36	Independent Auditors' Report
38	Balance Sheets
40	Income Statements
41	Statements of Changes in Equity
44	Consolidated Cash Flow Statement
45	Cash Flow Statement
46	Notes To The Financial Statements

Directors' Report

for the year ended 30 April 2009

The Directors have pleasure in presenting their report together with the audited financial statements of the Group and of the Company for the financial year ended 30 April 2009.

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding and provision of management services to its subsidiary companies.

The principal activities of the Group are:

- operations of Toto betting under Section 5 of the Pool Betting Act, 1967;
- leasing of on-line lottery equipment;
- manufacture and distribution of computerised lottery and voting systems;
- property investment and development; and
- investment holding.

Details of the subsidiaries are disclosed in Note 4 to the financial statements.

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

RESULTS

	Group RM'000	Company RM'000
Profit for the year	422,016	368,750
Attributable to:		
Equity holders of the Company	413,554	368,750
Minority interests	8,462	-
	422,016	368,750

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

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

DIVIDENDS

The amount of dividends paid by the Company since 30 April 2008 were as follows:

	RM'000
<u>In respect of the financial year ended 30 April 2008 as reported in the Directors' Report of that year:</u>	
Fourth interim gross dividend of 9 sen per share on 1,256,000,000 ordinary shares with voting rights, less income tax of 26%, paid on 29 August 2008	83,650

DIVIDENDS (CONT'D)

	RM'000
<u>In respect of the financial year ended 30 April 2009:</u>	
First interim gross dividend of 6 sen per share on 1,256,000,000 ordinary shares with voting rights, less income tax of 25%, paid on 20 October 2008	56,520
Second interim gross dividend of 7 sen per share on 1,256,000,000 ordinary shares with voting rights, less income tax of 25%, paid on 13 February 2009	65,940
Third interim dividend of 5 sen per share comprising 2.15 sen dividend less 25% income tax, and 2.85 sen single tier exempt dividend on 1,256,000,000 ordinary shares with voting rights, paid on 15 May 2009	56,049
	<u>262,159</u>
The Directors declared and approved on 15 June 2009:	
A fourth interim tax exempt dividend of 11 sen per share on 1,256,000,000 ordinary shares with voting rights, paid on 27 July 2009 in respect of financial year ended 30 April 2009	<u>138,160</u>

The Directors do not recommend any payment of final dividend in respect of the current financial year.

On 15 June 2009, the Directors declared and approved a first interim dividend, in respect of the financial year ending 30 April 2010, of 19 sen per share comprising 9 sen tax exempt dividend and 10 sen single tier exempt dividend on 1,256,000,000 ordinary shares with voting rights amounting to RM238,640,000, which was paid on 27 July 2009.

On the same date, the Directors also declared and approved a share dividend, in respect of financial year ending 30 April 2010, via distribution of 89.7 million treasury shares on the basis of one treasury share for every fourteen existing ordinary shares held for distribution on 27 July 2009.

DIRECTORS

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

Tan Sri Dato' Thong Yaw Hong
Dato' Robin Tan Yeong Ching
Chan Kien Sing
Freddie Pang Hock Cheng
Rayvin Tan Yeong Sheik
Seow Swee Pin
Datuk Robert Yong Kuen Loke
Tan Sri Dato' Jaffar Bin Abdul
Mohamed Saleh Bin Gomu
Tan Sri Dato' Tan Chee Sing

(Appointed on 15 April 2009)

DIRECTORS' BENEFITS

Neither at the end of the financial year, nor at any time during that year, did there subsist any arrangement to which the Company was a party, whereby the Directors might acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Since the end of the previous financial year, no Director has received or become entitled to receive a benefit (other than benefits included in the aggregate amount of emoluments received or due and receivable by the Directors or the fixed salary of a full time employee of the Company as shown in Note 29 to the financial statements) by reason of a contract made by the Company or a related corporation with any Director or with a firm of which the Director is a member, or with a company in which the Director has a substantial financial interest except as disclosed in Note 39 to the financial statements.

Directors' Report

for the year ended 30 April 2009

DIRECTORS' INTERESTS

According to the register of directors' shareholdings, the interests of Directors in office at the end of the financial year in shares and debentures in the Company and its related corporations during the financial year were as follows:

The Company Berjaya Sports Toto Berhad

	Number of ordinary shares of RM0.10 each			
	At 1.5.08/ date of appointment	Acquired	Disposed	At 30.4.09
Tan Sri Dato' Thong Yaw Hong	538,000	-	-	538,000
	200,000 *	-	-	200,000 *
	305,000 ^	-	-	305,000 ^
Dato' Robin Tan Yeong Ching	762,000	10,000	-	772,000
Rayvin Tan Yeong Sheik	92,000	58,500	-	150,500
Chan Kien Sing	3,200	-	-	3,200
Freddie Pang Hock Cheng	362,800	-	-	362,800
	150,062 ^	-	-	150,062 ^
Seow Swee Pin	40,000	-	-	40,000
	7,000 ^	-	-	7,000 ^
Datuk Robert Yong Kuen Loke	1,826,200	-	-	1,826,200
Tan Sri Dato' Jaffar Bin Abdul	103,750	-	-	103,750
Tan Sri Dato' Tan Chee Sing	6,551,994	-	-	6,551,994
	671,700 ^	-	-	671,700 ^

Penultimate Holding Company Berjaya Land Berhad ("BLB")

	Number of ordinary shares of RM1.00 each			
	At 1.5.08/ date of appointment	Acquired	Disposed	At 30.4.09
Tan Sri Dato' Thong Yaw Hong	43,750	-	-	43,750
	285,000 *	-	-	285,000 *
	96,250 ^	-	-	96,250 ^
Dato' Robin Tan Yeong Ching	150,000	-	-	150,000
Freddie Pang Hock Cheng	40,000	-	-	40,000
	1,000 ^	-	-	1,000 ^
Datuk Robert Yong Kuen Loke	90,000	-	-	90,000
Tan Sri Dato' Jaffar Bin Abdul	16,800	-	-	16,800
Tan Sri Dato' Tan Chee Sing	725,521	-	-	725,521
	2,000,000 *	-	-	2,000,000 *

Ultimate Holding Company Berjaya Corporation Berhad ("BCorp")

	Number of ordinary shares of RM1.00 each			
	At 1.5.08/ date of appointment	Acquired	Disposed	At 30.4.09
Tan Sri Dato' Thong Yaw Hong	156,794	-	-	156,794
	299,405 *	-	-	299,405 *
	25,000 ^	-	-	25,000 ^
Dato' Robin Tan Yeong Ching	679,247	43,600	-	722,847
	5,000 ^	-	-	5,000 ^
Rayvin Tan Yeong Sheik	2,000	-	-	2,000
Chan Kien Sing	20,000	-	-	20,000
Freddie Pang Hock Cheng	-	217,388	-	217,388
	2,700 ^	140,600	-	143,300 ^
Datuk Robert Yong Kuen Loke	2,844,548	-	1,070,000	1,774,548
Tan Sri Dato' Jaffar Bin Abdul	300	-	-	300
Tan Sri Dato' Tan Chee Sing	50,889,800	-	-	50,889,800
	678,350 ^	-	-	678,350 ^

DIRECTORS' INTERESTS (CONT'D)

Ultimate Holding Company (Cont'd) Berjaya Corporation Berhad ("BCorp")

	Number of RM0.50 nominal value of 0% Irredeemable Convertible Unsecured Loan Stocks 2005/2015			
	At 1.5.08/ date of appointment	Acquired	Disposed / Converted	At 30.4.09
Dato' Robin Tan Yeong Ching	7,201	-	7,201	-
Rayvin Tan Yeong Sheik	6,666	-	-	6,666
Chan Kien Sing	55,376	-	-	55,376
Freddie Pang Hock Cheng	432,376	2,400	434,776	-
	277,601 ^	3,600	281,201	-
Datuk Robert Yong Kuen Loke	741	-	-	741
Tan Sri Dato' Jaffar Bin Abdul	89,219	-	-	89,219
Tan Sri Dato' Tan Chee Sing	13,445,784	-	-	13,445,784
	1,348,437 ^	-	-	1,348,437 ^

Related Company Berjaya Media Berhad ("BMedia")

	Number of ordinary shares of RM1.00 each#			
	At 1.5.08	Acquired	Disposed	At 30.4.09
Freddie Pang Hock Cheng	4,800	-	-	4,800
	7,200 ^	-	-	7,200 ^

	Number of warrants			
	At 1.5.08	Acquired	Disposed	At 30.4.09
Freddie Pang Hock Cheng	2,400	-	-	2,400
	9,600 ^	-	-	9,600 ^

* Denotes indirect interests.

^ Denotes indirect interests held pursuant to Section 134(12)(c) of the Companies Act, 1965.

The par value of the ordinary shares of BMedia was reduced from RM1.00 to RM0.80 per share upon the completion of the Capital Reduction Exercise on 7 May 2009.

Other than as disclosed above, according to the register of directors' shareholdings, none of the other Directors in office at the end of the financial year had any interest in shares and debentures in the Company or its related corporations during the financial year.

SHARE CAPITAL AND TREASURY SHARES

The number and amounts of treasury shares as at 30 April were as follows:

	Number of shares		Amounts	
	2009 '000	2008 '000	2009 RM'000	2008 RM'000
Balance as at 1 May	95,030	70,500	406,099	281,239
Increase in additional treasury shares during the year	-	24,530	-	124,860
Total treasury shares as at 30 April (Note 21)	95,030	95,030	406,099	406,099

As at 30 April 2009, the issued and paid up share capital of the Company with voting rights was 1,256,000,000 ordinary shares of RM0.10 each (2008 : 1,256,000,000 ordinary shares of RM0.10 each).

Directors' Report

for the year ended 30 April 2009

OTHER STATUTORY INFORMATION

- (a) Before the balance sheets and income statements 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 provision for doubtful debts and satisfied themselves that there were no known bad debts and that adequate provision had been made for doubtful debts; and
 - (ii) to ensure that any current assets which were unlikely to realise their values as shown in the accounting records in the ordinary course of business had been written down to an amount which they might be expected so to realise.
- (b) At the date of this report, the Directors are not aware of any circumstances which would render:
- (i) it necessary to write off any bad debts or the amount of the provision for doubtful debts in these financial statements of the Group and of the Company inadequate to any substantial extent; and
 - (ii) the values attributed to current assets in the financial statements of the Group and of the Company misleading.
- (c) At the date of this report, the Directors are not aware of any circumstances which have arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate.
- (d) At the date of this report, the Directors are not aware of any circumstances not otherwise dealt with in this report or financial statements of the Group and of the Company which would render any amount stated in the financial statements misleading.
- (e) At the date of this report, there does not exist:
- (i) any charge on the assets of the Group or of the Company which has arisen since the end of the financial year which secures the liabilities of any other person; or
 - (ii) any contingent liability of the Group or of the Company which has arisen since the end of the financial year.
- (f) In the opinion of the Directors:
- (i) no contingent or other liability has become enforceable or is likely to become enforceable within the period of twelve months after the end of the financial year which will or may affect the ability of the Group or of the Company to meet their obligations as and when they fall due; and
 - (ii) no item, transaction or event of a material and unusual nature has arisen in the interval between the end of the financial year and the date of this report which is likely to affect substantially the results of the operations of the Group or of the Company for the financial year in which this report is made.

SIGNIFICANT EVENTS AFTER THE FINANCIAL YEAR

The significant events after the financial year are as disclosed in Note 42 to the financial statements.

AUDITORS

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

Signed on behalf of the Board in accordance with a resolution of the Directors dated 12 August 2009

TAN SRI DATO' THONG YAW HONG

DATO' ROBIN TAN YEONG CHING

Statement by Directors

Pursuant To Section 169(15) Of The Companies Act, 1965

We, TAN SRI DATO' THONG YAW HONG and DATO' ROBIN TAN YEONG CHING, being two of the Directors of BERJAYA SPORTS TOTO BERHAD, do hereby state that, in the opinion of the Directors, the accompanying financial statements set out on pages 38 to 90 are drawn up in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the state of affairs of the Group and of the Company as at 30 April 2009 and of the results and the cash flows of the Group and of the Company for the year then ended.

Signed on behalf of the Board in accordance with a resolution of the Directors dated 12 August 2009

TAN SRI DATO' THONG YAW HONG

DATO' ROBIN TAN YEONG CHING

Statutory Declaration

Pursuant To Section 169(16) Of The Companies Act, 1965

I, SEOW SWEE PIN, being the Director primarily responsible for the financial management of BERJAYA SPORTS TOTO BERHAD, do solemnly and sincerely declare that the accompanying financial statements set out on pages 38 to 90 are in my opinion correct, and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by the abovenamed }
SEOW SWEE PIN at Kuala Lumpur }
in the Federal Territory on 12 August 2009 }

SEOW SWEE PIN

Before me,

TEE WENG YEAN (W441)
Commissioner for Oaths
Kuala Lumpur, Malaysia

Independent Auditors' Report

To The Members Of Berjaya Sports Toto Berhad (Incorporated in Malaysia)

Report on the financial statements

We have audited the financial statements of Berjaya Sports Toto Berhad, which comprise the balance sheets as at 30 April 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 38 to 90.

Directors' responsibility for the financial statements

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

Auditors' responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our 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 Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements have been properly drawn up in accordance with Financial Reporting Standards and the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and the Company as at 30 April 2009 and of their financial performance and cash flows of the Group and of the Company for the year then ended.

Report on other legal and regulatory requirements

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

- (a) In our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiaries of which we have acted as auditors have been properly kept in accordance with the provisions of the Act.
- (b) We have considered the accounts and the auditors' reports of all the subsidiaries of which we have not acted as auditors, which are indicated in Note 4 to the financial statements.
- (c) We are satisfied that the accounts of the subsidiaries that have been consolidated with the financial statements of the Company are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.
- (d) The auditors' reports on the accounts of the subsidiaries were not subject to any qualification material to the consolidated financial statements and did not include any comment required to be made under Section 174(3) of the Companies Act, 1965.

Independent Auditors' Report

To The Members Of Berjaya Sports Toto Berhad (Incorporated in Malaysia) (Cont'd)

Other matters

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

ERNST & YOUNG
AF:0039
Chartered Accountants

YAP SENG CHONG
2190/12/09 (J)
Chartered Accountant

Kuala Lumpur, Malaysia
12 August 2009

Balance Sheets

as at 30 April 2009

	Note	Group		Company	
		2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
ASSETS					
Non-current assets					
Property, plant and equipment	3	98,362	94,910	6,377	7,326
Investment in subsidiary companies	4	-	-	723,516	640,603
Investment in associated companies	5	164	165	164	165
Long term investments	6	13,204	15,409	113	416
Investment properties	7	73,166	71,205	-	-
Prepaid land lease payments	8	2,705	2,743	-	-
Deferred tax assets	9	5,214	858	-	-
Intangible assets	10	618,358	618,425	-	-
		811,173	803,715	730,170	648,510
Current assets					
Inventories	11	7,471	7,832	-	-
Receivables	12	50,483	68,047	724	667
Tax recoverable		8,443	16,627	14,737	16,602
Amounts due from subsidiary companies	13	-	-	112,832	232,527
Short term investments	14	6,429	1,794	-	-
Deposits with financial institutions	15	197,694	65,324	28,540	11,900
Cash and bank balances		32,781	60,849	2,812	11,344
		303,301	220,473	159,645	273,040
TOTAL ASSETS		1,114,474	1,024,188	889,815	921,550

Balance Sheets

as at 30 April 2009 (cont'd)

		Group		Company	
	Note	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
EQUITY AND LIABILITIES					
Equity attributable to equity holders of the Company					
Share capital	16	135,103	135,103	135,103	135,103
Share premium	17	207,431	207,431	207,431	207,431
Capital reserve	18	21,327	-	-	-
Exchange reserve	19	11,729	10,853	-	-
Retained earnings	20	513,456	383,388	340,819	234,228
Equity funds		889,046	736,775	683,353	576,762
Treasury shares	21	(406,099)	(406,099)	(406,099)	(406,099)
Net equity funds		482,947	330,676	277,254	170,663
Minority interests		15,959	23,244	-	-
Total equity		498,906	353,920	277,254	170,663
Non-current liabilities					
Retirement benefit obligations	22	1,308	1,004	-	-
Borrowings	23	124,247	262,686	-	-
Deferred liabilities	24	37,147	34,992	-	-
Deferred tax liabilities	9	1,710	2,473	354	388
		164,412	301,155	354	388
Current liabilities					
Provisions	25	75	1,340	-	-
Payables	26	276,483	244,785	57,156	35,891
Amounts due to subsidiary companies	27	-	-	555,051	714,608
Borrowings	23	138,439	97,314	-	-
Tax payable		36,159	25,674	-	-
		451,156	369,113	612,207	750,499
TOTAL LIABILITIES		615,568	670,268	612,561	750,887
TOTAL EQUITY AND LIABILITIES		1,114,474	1,024,188	889,815	921,550

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

Income Statements

for the financial year ended 30 April 2009

		Group		Company	
	Note	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Revenue	28	3,695,686	3,277,797	422,278	450,940
Cost of Sales		(2,800,446)	(2,486,032)	-	-
GROSS PROFIT		895,240	791,765	422,278	450,940
Selling and distribution expenses		(121,161)	(119,516)	-	-
General and administrative expenses		(179,049)	(161,454)	(9,358)	(8,804)
PROFIT BEFORE OTHER INCOME AND EXPENSES	29	595,030	510,795	412,920	442,136
Investment related income	30	1,961	3,210	14,013	-
Investment related expenses	31	(3,606)	(2,997)	(304)	-
Other income	32	8,271	14,049	4,123	3,059
		601,656	525,057	430,752	445,195
Finance costs	33	(16,111)	(22,430)	(30,517)	(38,255)
Share of results of an associated company		(1)	-	-	-
PROFIT BEFORE TAX		585,544	502,627	400,235	406,940
Income tax expense	34	(163,528)	(143,878)	(31,485)	(108,272)
PROFIT FOR THE YEAR		422,016	358,749	368,750	298,668
ATTRIBUTABLE TO:					
Equity holders of the Company		413,554	348,663	368,750	298,668
Minority interests		8,462	10,086	-	-
		422,016	358,749	368,750	298,668
Earnings per share attributable to equity holders of the Company	35				
- Basic (sen)		32.93	27.60		
- Diluted (sen)		32.93	27.60		
NET DIVIDENDS PER SHARE (SEN)	36				
- First interim dividend				4.50	7.40
- Second interim dividend				5.25	5.92
- Third interim dividend				4.46	5.92
- Fourth interim dividend				11.00	6.66

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

Statements of Changes in Equity

for the financial year ended 30 April 2009

	Attributable to Equity Holders of the Parent								
	Non-distributable					Distributable	Total to holders of parent company RM'000	Minority interests RM'000	Total equity RM'000
	Share capital RM'000	Treasury shares RM'000	Share premium RM'000	Capital reserve RM'000	Exchange reserve RM'000	Retained earnings RM'000			
GROUP									
As at 1 May 2007	135,103	(281,239)	207,431	-	10,768	346,222	418,285	10,179	428,464
Effects of foreign exchange differences	-	-	-	-	85	-	85	2,979	3,064
Net income and expenses recognised directly in equity	-	-	-	-	85	-	85	2,979	3,064
Profit for the year	-	-	-	-	-	348,663	348,663	10,086	358,749
Total net income and expenses recognised for the year	-	-	-	-	85	348,663	348,748	13,065	361,813
Dividends (Note 36)	-	-	-	-	-	(311,497)	(311,497)	-	(311,497)
Treasury shares (Note 21)	-	(124,860)	-	-	-	-	(124,860)	-	(124,860)
As at 30 April 2008	135,103	(406,099)	207,431	-	10,853	383,388	330,676	23,244	353,920

Statements of Changes in Equity

for the financial year ended 30 April 2009 (cont'd)

	Attributable to Equity Holders of the Parent								Total equity RM'000
	Non-distributable					Distributable		Total to holders of parent company	
	Share capital RM'000	Treasury shares RM'000	Share premium RM'000	Capital reserve RM'000	Exchange reserve RM'000	Retained earnings RM'000		Minority interests RM'000	
GROUP (CONT'D)									
As at 1 May 2008	135,103	(406,099)	207,431	-	10,853	383,388	330,676	23,244	353,920
Effects of foreign exchange differences	-	-	-	-	876	-	876	(2,506)	(1,630)
Net income and expenses recognised directly in equity	-	-	-	-	876	-	876	(2,506)	(1,630)
Profit for the year	-	-	-	-	-	413,554	413,554	8,462	422,016
Total net income and expenses recognised for the year	-	-	-	-	876	413,554	414,430	5,956	420,386
Adjustment due to foreign subsidiary company's share buyback	-	-	-	-	-	-	-	(13,241)	(13,241)
Transferred from distributable earnings to capital reserve arising from a subsidiary company's bonus issue of shares	-	-	-	21,327	-	(21,327)	-	-	-
Dividends (Note 36)	-	-	-	-	-	(262,159)	(262,159)	-	(262,159)
As at 30 April 2009	135,103	(406,099)	207,431	21,327	11,729	513,456	482,947	15,959	498,906

Statements of Changes in Equity

for the financial year ended 30 April 2009 (cont'd)

	Share capital RM'000	Treasury shares RM'000	Non- distributable Share premium RM'000	Distributable Retained earnings RM'000	Total equity RM'000
COMPANY					
As at 1 May 2007	135,103	(281,239)	207,431	247,057	308,352
Treasury shares (Note 21)	-	(124,860)	-	-	(124,860)
Profit for the year representing total income and expense for the year	-	-	-	298,668	298,668
Dividends (Note 36)	-	-	-	(311,497)	(311,497)
As at 30 April 2008	135,103	(406,099)	207,431	234,228	170,663
As at 1 May 2008	135,103	(406,099)	207,431	234,228	170,663
Profit for the year representing total income and expense for the year	-	-	-	368,750	368,750
Dividends (Note 36)	-	-	-	(262,159)	(262,159)
As at 30 April 2009	135,103	(406,099)	207,431	340,819	277,254

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

Consolidated Cash Flow Statement

for the financial year ended 30 April 2009

	2009 RM'000	2008 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from customers	4,014,726	3,530,174
Payments to prize winners, suppliers and for other operating expenses	(2,801,923)	(2,482,793)
Payments for pool betting duties, gaming tax and other government contributions	(573,974)	(523,261)
Payment of taxes	(158,177)	(182,053)
Refund of taxes	8,189	2,672
Other receipts	160	159
Net cash generated from operating activities	489,001	344,898
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from disposal of property, plant and equipment	756	491
Proceeds from disposal of short term investments	1,794	8,811
Proceeds from disposal of long term investments	3,000	-
Acquisition of property, plant and equipment	(22,547)	(18,113)
Payment for land lease (Note 8)	-	(2,800)
Acquisition of long term investments	(3,781)	(1,640)
Acquisition of short term investments	(6,429)	(1,794)
Acquisition of treasury shares by a subsidiary company	(13,142)	-
Interest received	4,592	8,532
Other receipts arising from investments	3,551	3,997
Repayment of advances from penultimate holding company and its subsidiary company	-	75,927
Repayment to related companies	-	(605)
Net cash (used in) / generated from investing activities	(32,206)	72,806
CASH FLOWS FROM FINANCING ACTIVITIES		
Capital distribution	(255)	(282)
Repayment of borrowings	(97,314)	(112,500)
Interest paid on bank borrowings	(16,495)	(22,805)
Dividends paid	(240,636)	(277,509)
Treasury shares acquired	-	(124,860)
Net cash used in financing activities	(354,700)	(537,956)
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	102,095	(120,252)
CASH AND CASH EQUIVALENTS BROUGHT FORWARD	126,173	246,860
Effects of exchange rate changes	2,207	(435)
CASH AND CASH EQUIVALENTS CARRIED FORWARD (Note A)	230,475	126,173
Note A Cash and cash equivalents comprise the following:		
Deposits with financial institutions	197,694	65,324
Cash and bank balances	32,781	60,849
	230,475	126,173

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

Cash Flow Statement

for the financial year ended 30 April 2009

	2009 RM'000	2008 RM'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Payment for operating expenses	(8,608)	(5,681)
Tax refund	8,181	2,667
Dividends received	384,124	333,460
Net cash generated from operating activities	383,697	330,446
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of property, plant and equipment	(65)	(704)
Interest received	373	889
Repayment of advances from penultimate holding company and its subsidiary company	-	75,927
(Repayment to)/advances from subsidiary companies	(189,129)	18,100
Repayment of advances from related and subsidiary companies	58,834	2,118
Advances given to subsidiary companies	(4,711)	(3,293)
Net cash (used in) / generated from investing activities	(134,698)	93,037
CASH FLOWS FROM FINANCING ACTIVITIES		
Capital distribution	(255)	(282)
Dividends paid	(240,636)	(277,509)
Treasury shares acquired	-	(124,860)
Net cash used in financing activities	(240,891)	(402,651)
NET INCREASE IN CASH AND CASH EQUIVALENTS	8,108	20,832
CASH AND CASH EQUIVALENTS BROUGHT FORWARD	23,244	2,412
CASH AND CASH EQUIVALENTS CARRIED FORWARD (Note A)	31,352	23,244
Note A Cash and cash equivalents comprise the following:		
Deposits with financial institutions	28,540	11,900
Cash and bank balances	2,812	11,344
	31,352	23,244

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

Notes To The Financial Statements

30 April 2009

1 CORPORATE INFORMATION

The principal activities of the Company are investment holding and provision of management services to the subsidiary companies.

The principal activities of the Group are:

- operations of Toto betting under Section 5 of the Pool Betting Act, 1967;
- leasing of on-line lottery equipment;
- manufacture and distribution of computerised lottery and voting systems;
- property investment and development; and
- investment holding.

The Company is a public limited liability company, incorporated and domiciled in Malaysia and is listed on the Main Market of Bursa Malaysia Securities Berhad. The registered office of the Company is located at Lot 13-01A, Level 13 (East Wing), Berjaya Times Square, No. 1 Jalan Imbi 55100 Kuala Lumpur.

The penultimate holding and ultimate holding companies of the Company are Berjaya Land Berhad and Berjaya Corporation Berhad ("BCorp") respectively, both of which are incorporated and domiciled in Malaysia and listed on the Main Market of Bursa Malaysia Securities Berhad.

Related companies in the financial statements refer to member companies of the BCorp group of companies other than subsidiary companies of the Company.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the Directors on 12 August 2009.

2 SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of Preparation

The financial statements of the Group and of the Company have been prepared under the historical cost convention unless otherwise indicated in the accounting policies below and comply with Financial Reporting Standards ("FRSs") and the Companies Act, 1965 in Malaysia.

At the beginning of the current financial year, the Group and the Company had adopted new and revised FRSs which are mandatory as described in Note 2.3.

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

2.2 Summary of Significant Accounting Policies

(a) Subsidiaries and basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and all its subsidiary companies made up to the end of the financial year. The financial statements of the subsidiary companies are prepared for the same reporting date as the Company.

Subsidiary companies are those entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an enterprise so as to obtain benefits from its activities. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group has such power over another entity.

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Summary of Significant Accounting Policies (Cont'd)

(a) Subsidiaries and basis of consolidation (cont'd)

Subsidiary companies are consolidated using the purchase method of accounting. Under the purchase method of accounting, the results of subsidiary companies acquired during the financial year are included in the consolidated financial statements from the effective date of acquisition and continue to be consolidated until the date such control ceases. The purchase method of accounting involves allocating the cost of the acquisition to the fair value of the assets acquired and liabilities and contingent liabilities assumed at the date of acquisition. At the Group level, provisions are made for the acquiree's contingent liabilities existing at the date of acquisition as the Group deems that it is probable that an outflow of resources embodying economic benefits will be required to settle the obligations. The cost of an acquisition is measured as the aggregate of the fair values, at the date of exchange, of the assets given, liabilities incurred or assumed, and equity instruments issued, plus any costs directly attributable to the acquisition.

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

Any excess of the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition is recognised immediately in income statement.

Uniform accounting policies are adopted in the consolidated financial statements for similar transactions and other events in similar circumstances. In the preparation of the consolidated financial statements, the financial statements of all subsidiary companies are adjusted for the material effects of dissimilar accounting policies. Intragroup transactions, balances and unrealised gains are eliminated on consolidation and the consolidated financial statements reflect external transactions only. Unrealised losses are eliminated on consolidation unless cost cannot be recovered.

Minority interests represents the portion of the results for the year and net assets in subsidiaries not held by the Group. Minority interests is measured at the minorities' share of fair value of the identifiable assets and liabilities of the acquiree as at acquisition date and the minorities' share of movements in the acquiree's equity since then.

In the Company's separate financial statements, investments in subsidiaries are stated at cost less impairment losses.

(b) Associated companies

Associated companies are entities in which the Group has significant influence and where the Group participates in its financial and operating policies through Board representation. Investments in associated companies are accounted for in the consolidated financial statements by the equity method of accounting based on the latest audited or management financial statements of the companies concerned made up to the Group's financial year-end. Uniform accounting policies are adopted for like transactions and events in similar circumstances.

Under the equity method of accounting, the Group's investment in associated companies is initially recognised in the consolidated balance sheet at cost adjusted for the Group's share of post-acquisition changes in the share of the net assets of the associated companies, less impairment losses. The Group's share of results of associated companies during the financial year is included in the consolidated financial statements. The Group's share of results of associated companies acquired or disposed of during the year, is included in the consolidated income statement from the date that significant influence effectively commences until the date that significant influence effectively ceases, as appropriate.

Unrealised gains and losses on transactions between the Group and the associated companies are eliminated to the extent of the Group's interest in the associated companies. Unrealised losses are eliminated unless cost cannot be recovered.

Goodwill relating to an associated company is included in the carrying amount of the investment and is not amortised. Any excess of the Group's share of net fair value of the associated company's identifiable assets, liabilities and contingent liabilities over the cost of investment is excluded from the carrying amount of the investment and is instead included as income in the determination of the Group's share of associated company's income statements in the period in which the investment is acquired.

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Summary of Significant Accounting Policies (Cont'd)

(b) Associated companies (cont'd)

When the Group's share of losses equals or exceeds its interest in an equity accounted associated company including any long-term interest that, in substance, form part of the Group's net investment in the associated company, the carrying amount of that interest is reduced to nil and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payment on behalf of the associated companies.

In the Company's separate financial statements, investment in associated companies are stated at cost less impairment losses.

(c) Intangible assets

(i) Goodwill

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

(ii) Other intangible assets

The cost of intangible assets acquired in a business combination is at their fair values as at the date of acquisition. The intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortisation and any accumulated impairment losses. Intangible assets with finite lives are amortised on a straight line basis over the estimated economic useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset are reviewed yearly at each balance sheet date.

Research and development costs

Research costs are recognised in the income statement as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditures which do not meet these criteria are expensed when incurred.

Development costs, considered to have finite useful lives, are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products. Impairment is assessed whenever there is an indication of impairment and the amortisation period and method are also reviewed at least at each balance sheet date.

(d) Property, plant and equipment and depreciation

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

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

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**2.2 Summary of Significant Accounting Policies (Cont'd)****(d) Property, plant and equipment and depreciation (cont'd)**

Freehold land that has an unlimited useful life is not depreciated. Capital work-in-progress are also not depreciated as these assets are not available for use. Depreciation of other property, plant and equipment is provided for on a straight-line basis to write off the cost of each asset to its residual value over the estimated useful life, at the following annual rates:

Buildings	2%
Plant and machinery	20% - 33%
Computer equipment	12.5% - 33%
Office equipment	10% - 67%
Furniture and fittings	10% - 33%
Motor vehicles	20% - 33%
Renovations	10% - 20%

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

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal.

(e) Investment properties

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value. Fair value is arrived at by reference to market evidence of transaction prices for similar properties.

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

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

When an item of property, plant and equipment is transferred to investment property following a change in its use, any difference arising at the date of transfer between the carrying amount of the item immediately prior to transfer and its fair values is recognised directly in equity. However, if a fair value gain reverses a previous impairment loss, the gain is recognised in income statement. Upon disposal of the investment property, any surplus previously recorded in equity is transferred to retained earnings.

(f) Impairment of non-financial assets

The carrying amounts of the Group's assets, other than investment properties, inventories, deferred tax assets and non-current assets (or disposal groups) held for sale, are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated to determine the amount of impairment loss.

For goodwill, intangible assets that have an indefinite useful life and intangible assets that are not yet available for use, the recoverable amount is estimated at each balance sheet date or more frequently when indicators of impairment are identified.

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Summary of Significant Accounting Policies (Cont'd)

(f) Impairment of non-financial assets (cont'd)

For the purpose of impairment testing of these assets, recoverable amount is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. If this is the case, recoverable amount is determined for the cash-generating unit ("CGU") to which the asset belongs to. Goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's CGUs, or groups of CGUs, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses recognised in respect of a CGU or groups of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to those units or groups of units and then, to reduce the carrying amount of the other assets in the unit or groups of units on a pro-rata basis.

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

Impairment loss on goodwill is not reversed in a subsequent period. An impairment loss for an asset other than goodwill is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of an asset other than goodwill is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of amortisation or depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss for an asset other than goodwill is recognised in income statement.

(g) Inventories

Inventories comprise raw materials, work-in-progress and finished goods that are stated at the lower of cost and net realisable value. Cost, in the case of work-in-progress and finished goods, comprises raw materials, direct labour and an attributable proportion of production overheads. Cost is determined on the first-in first-out basis, the weighted average cost method, or by specific identification. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

Ticket inventories and gaming equipment components and parts are stated at the lower of cost and net realisable value. Cost is determined on a first-in first-out basis.

Property inventories are stated at the lower of cost and net realisable value. Cost includes the relevant cost of land, development expenditure and related interest cost incurred during the development period.

(h) Financial instruments

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

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

(i) Cash and cash equivalents

For the purposes of the cash flow statements, cash and cash equivalents include cash on hand and at bank, deposits at call and short term highly liquid investments which have an insignificant risk of changes in value, net of outstanding bank overdrafts.

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**2.2 Summary of Significant Accounting Policies (Cont'd)****(h) Financial instruments (cont'd)****(ii) Investments**Non-current investments

Non-current investments comprise quoted and unquoted securities, Malaysian Government Securities ("MGS"), bonds and club membership but exclude investments in subsidiaries, associates, jointly controlled entities and investment properties, are stated at cost less impairment loss.

Short term investments

Short term investments are stated at lower of cost and net realisable value.

(iii) Receivables

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

(iv) Payables

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

(v) Interest bearing loans and borrowings

All loans and borrowings are initially recognised at the fair value of the consideration received. After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method.

(vi) Equity instruments

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

The transaction costs of an equity transaction are accounted for as a deduction from equity, net of tax. Equity transaction costs comprise only those incremental external costs directly attributable to the equity transaction which would otherwise have been avoided.

The consideration paid, including attributable transaction costs on repurchased ordinary shares of the Company that have not been cancelled, are classified as treasury shares and presented as a deduction from equity. No gain or loss is recognised in income statement on the sale, re-issuance or cancellation of treasury shares. When treasury shares are reissued by resale, the difference between the sales consideration and the carrying amount is recognised in equity.

(i) Leases

A lease is recognised as a finance lease if it transfers substantially to the Group all the risks and rewards incidental to ownership. Leases of land and buildings are classified as operating or finance leases in the same way as leases of other assets and the land and buildings elements of a lease of land and buildings are considered separately for the purposes of lease classification. All leases that do not transfer substantially all risks and rewards are classified as operating leases, with the following exceptions:

- Property held under operating leases that would otherwise meet the definition of an investment property is classified as an investment property on a property-by-property basis and, if classified as investment property, is accounted for as if held under a finance lease (Note 2.2 (e)); and
- Land held for own use under an operating lease, the fair value of which cannot be measured separately from the fair value of a building situated thereon at the inception of the lease, is accounted for as being held under a finance lease, unless the building is also clearly held under an operating lease.

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Summary of Significant Accounting Policies (Cont'd)

(i) Leases (cont'd)

(i) Finance leases - the Group as lessee

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

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

The depreciation policy for leased assets is in accordance with that for depreciable property, plant and equipment as described in Note 2.2 (d).

(ii) Operating leases - the Group as lessee

Operating lease payments are recognised as an expense on a straight-line basis over the term of the relevant lease. The aggregate benefit of incentives provided by the lessor is recognised as a reduction of rental expense over the lease term on a straight-line basis.

In the case of a lease of land and buildings, the minimum lease payments or the up-front payments made are allocated, whenever necessary, between the land and the buildings elements in proportion to the relative fair values for leasehold interests in the land element and buildings element of the lease at the inception of the lease. The up-front payment represents prepaid lease payments and are amortised on a straight-line basis over the lease term.

(iii) Operating leases - the Group as lessor

Assets leased out under operating leases are presented on the balance sheets according to the nature of the assets. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease (Note 2.2(o)(iv)). Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

(j) Borrowing costs

All borrowing costs are recognised in income statement in the period in which they are incurred.

(k) Income tax

Tax expense for the year comprises current and deferred tax. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and adjustment to tax payable in respect of the previous year.

Deferred tax is provided, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax is not recognised if the temporary difference arises from goodwill which is not deductible for tax purposes or from the initial recognition of assets or liabilities in a transaction which is not a business combination and at the time of transaction affects neither accounting nor taxable profit.

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

Deferred tax is recognised in income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised directly in equity, or when it arises from a business combination that is an acquisition, in which case it is included in the resulting goodwill or the excess of the acquirer's interest in the fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over the cost of the combination.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**2.2 Summary of Significant Accounting Policies (Cont'd)****(l) Provisions**

Provisions are recognised when the Group has a present obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount can be made. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the amount of provision is the present value of the expenditure expected to be required to settle the obligation.

(m) Employee benefits**(i) Short term benefits**

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

(ii) Defined contribution plans

Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into separate entities or funds and will have no legal or constructive obligation to pay further contributions if any of the funds do not hold sufficient assets to pay all employee benefits relating to employee services in the current and preceding financial years. Such contributions are recognised as an expense in the income statement as incurred. As required by law, companies in Malaysia make such contributions to the Employees Provident Fund ("EPF"). Some of the Group's foreign subsidiaries also make contributions to their respective countries' statutory pension schemes.

(iii) Retirement benefit obligations

Pension benefits are provided to employees of the Group's foreign subsidiaries through a partially funded defined benefit plan.

A defined benefit plan is a pension plan that defines an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and salary. The legal obligation for any benefits from this kind of pension plan remains with the Group even if plan assets for funding the defined benefit plan have been acquired. Plan assets may include assets specifically designated to a long term benefit fund, as well as qualifying insurance policies.

The liability recognised in the consolidated balance sheet for defined benefit plans is the present value of the defined benefit obligation ("DBO") at the consolidated balance sheet date less the fair value of plan assets, together with adjustments for unrecognised actuarial gains or losses and past service costs. The DBO is regularly calculated by independent actuaries using the projected unit credit method. The present value of the DBO is determined by discounting the estimated future cash outflows using interest rates of high quality corporate bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related pension liability.

Actuarial gains and losses are not recognised as an expense unless the total unrecognised gain or loss exceeds 10% of the greater of the obligation and related plan assets. The amount exceeding this 10% corridor is charged to or credited to income statement over the employees' expected average remaining working lives. Actuarial gains or losses within the 10% corridor are disclosed separately. Past service costs are recognised immediately in the income statements, unless the changes to the pension plan are conditional on the employees remaining in service for a specified period of time (the vesting period). In this case, the past service costs are amortised on a straight-line basis over the vesting period.

(n) Foreign currencies**(i) Functional and presentation currency**

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

Notes To The Financial Statements

30 April 2009

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.2 Summary of Significant Accounting Policies (Cont'd)

(n) Foreign currencies (cont'd)

(ii) Foreign currency transactions

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded in the functional currencies using the exchange rates prevailing at the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are translated at the rates prevailing on the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of transaction.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are included in income statements except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operation. Exchange differences arising on monetary items that form part of the Group's net investment in foreign operation are recognised in equity. However, the exchange differences arising on monetary items that form part of the Company's net investment in foreign operation, regardless of the currency of the monetary item, are recognised in the Company's income statement or the individual financial statements of the foreign operation, as appropriate.

Exchange differences arising on the translation of non-monetary items carried at fair value are included in the income statements except for the differences arising on the translation of non-monetary items in respect of which gains and losses are recognised directly in equity. Exchange differences arising from such non-monetary items are recognised directly in equity.

(iii) Foreign operations

The results and financial position of the foreign operations that have a functional currency different from the presentation currency (RM) of the consolidated financial statements are translated into RM at the rates ruling at the balance sheet date for assets and liabilities. Income and expenses are translated at average exchange rates for the year, which approximates the exchange rates at the dates of the transaction. Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the Company and translated at the closing rate at the balance sheet date. Exchange differences on translation of the net assets of foreign subsidiary companies are dealt with through an exchange reserve.

The principal exchange rates used for each respective unit of foreign currencies ruling at the balance sheet date are as follows:

	30.4.2009 RM	30.4.2008 RM
1 United States Dollar ("USD")	3.5655	3.1535
1 Hong Kong Dollar ("HKD")	0.4601	0.4047
1 Philippines Peso ("Php")	0.0735	0.0748

(o) Revenue and other income recognition

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

(i) Gaming activities

Revenue from gaming activities is recognised based on ticket sales, net of gaming tax relating to draw days within the financial year.

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)**2.2 Summary of Significant Accounting Policies (Cont'd)****(o) Revenue and other income recognition (cont'd)****(ii) Dividend income**

Dividend income from subsidiary and associated companies are recognised when the right to receive the dividend payment is established.

Dividend income from other investments is recognised on receipt basis.

(iii) Interest income

Interest income is recognised on an accrual basis unless recoverability is in doubt.

(iv) Rental income

Rental income is recognised based on the accrual basis unless collection is in doubt, in which case it is recognised on receipt basis.

(v) Management fee income

Management fee income is recognised on an accrual basis.

(vi) Lease of lottery equipment

Revenue from the lease of lottery equipment is recognised based on certain percentage of gross receipts from lottery ticket sales, excluding the foreign value-added tax.

(vii) Lottery and voting products sales, services and licencing income

Revenue from lottery and voting products sales and services income are recognised on the basis of shipment of products, performance of services and percentage-of-completion method for long term contracts. The percentage-of-completion is estimated by comparing the cost incurred to date against the estimated cost to completion. Revenue relating to the sale of certain assets, when the ultimate total collection is not reasonably assured, are being recorded under the cost recovery method.

(viii) Property inventories

Revenue from sale of completed properties is recognised when the significant risks and rewards of ownership of the completed properties have been passed to the buyer.

(p) Segmental reporting

The Group adopts business segment analysis as its primary reporting format and geographical segment analysis as its secondary reporting format.

Segment revenue and expenses are those directly attributable to the segments and include any joint revenue and expenses where a reasonable basis of allocation exists. Revenue and expenses do not include items arising on investing or financing activities.

Revenue presented under geographical segments are based on location of customer where sale is transacted.

Segment assets include all operating assets used by a segment and do not include items arising on investing or financing activities. Assets are allocated to a segment based on location of assets for that presented under geographical segments. Segment liabilities comprise operating liabilities and do not include liabilities arising on investing or financing activities such as bank borrowings.

Notes To The Financial Statements

30 April 2009

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.3 Changes in Accounting Policies and Effects Arising From Application of New and Revised FRSs

On 1 May 2008, the Group and the Company adopted the following revised FRSs:

FRS 107	: Cash Flow Statements
FRS 111	: Construction Contracts
FRS 112	: Income Taxes
FRS 118	: Revenue
FRS 120	: Accounting for Government Grants and Disclosure of Government Assistance
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 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
IC Interpretation 8	: Scope of FRS 2

The revised FRSs, Amendments to FRSs and Interpretations above do not have any significant impact on the financial statements of the Group and the Company.

2.4 Standards and Interpretations Issued but Not Yet Effective

At the date of authorisation of these financial statements, the following FRSs, Amendments to FRSs and Interpretations were issued but not yet effective and have not been applied by the Group and the Company:

FRSs, Amendments to FRSs and Interpretations		Effective for financial periods beginning on or after
FRS 4	: Insurance Contracts	1 January 2010
FRS 7	: Financial Instruments: Disclosures	1 January 2010
FRS 8	: Operating Segments	1 July 2009
FRS 123	: Borrowing costs	1 January 2010
FRS 139	: Financial Instruments: Recognition and Measurement	1 January 2010
Amendments to FRS 2	: Share-based Payment: Vesting Conditions and Cancellations	1 January 2010
Amendments to FRS 1	: First-time Adoption of Financial Reporting Standards and Amendments to FRS 127 Consolidated and Separate Financial Statements: Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate	1 January 2010
IC Interpretation 9	: Reassessment of Embedded Derivatives	1 January 2010
IC Interpretation 10	: Interim Financial Reporting and Impairment	1 January 2010
IC Interpretation 11	: FRS 2 - Group and Treasury Share Transactions	1 January 2010
IC Interpretation 13	: Customer Loyalty Programmes	1 January 2010
IC Interpretation 14	: FRS 119 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction	1 January 2010

The FRSs, Amendments to FRSs and Interpretations above are expected to have no significant impact on the financial statements of the Group and the Company upon their initial application except for the changes in disclosures arising from the adoption of FRS 7 and FRS 8.

The Group and the Company are exempted from disclosing the possible impact, if any, to the financial statements upon the initial application of FRS 139.

2 SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

2.5 Significant Accounting Estimates and Judgements

(a) Critical judgements made in applying accounting policies

The following are the judgements made by the management in the process of applying the Group's accounting policies that have the most significant effect on the amounts recognised in the financial statements.

Classification between investment properties and property, plant and equipment

The Group has developed certain criteria based on FRS 140 in making judgement whether a property qualifies as an investment property. Investment property is a property held to earn rentals or for capital appreciation or both.

Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for own use. Since these properties cannot be sold separately and the portion held for own use is insignificant, the Group has classified the whole of the properties as investment properties.

(b) Key sources of estimation uncertainty

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

(i) Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value-in-use of the CGU to which goodwill is allocated. Estimating a value-in-use amount requires management to make an estimate of the expected future cash flows from the CGU and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill as at 30 April 2009 was RM618,291,000 (2008 : RM618,352,000). Further details are disclosed in Note 10.

(ii) Deferred tax assets

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

(iii) Useful life of property, plant and equipment

The Group estimates the useful lives of property, plant and equipment based on the period over which the assets are expected to be available for use. The estimated useful lives of property, plant and equipment are reviewed periodically and are updated if expectations differ from previous estimate due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets.

Notes To The Financial Statements

30 April 2009

3 PROPERTY, PLANT AND EQUIPMENT

Group

	Net book value as at 1 May 2008	Additions	Disposals	Write-off	Transfer	Reclassifications	Translation exchange differences	Depreciation	Net book value as at 30 April 2009
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
As at 30 April 2009									
Buildings - shoplots	2,660	-	-	-	-	-	-	(62)	2,598
Plant and machinery	69	-	-	-	-	-	8	(66)	11
Computer equipment	56,766	8,426	(15)	(2)	-	171	(2,544)	(10,315)	52,487
Office equipment	2,768	1,535	(1)	(6)	-	-	(5)	(802)	3,489
Furniture and fittings	4,588	759	-	(3)	-	-	(1)	(628)	4,715
Motor vehicles	21,341	5,526	(529)	-	-	-	1	(3,807)	22,532
Renovations	6,561	7,014	-	-	-	-	21	(1,608)	11,988
Capital work-in-progress	157	542	-	-	-	(171)	14	-	542
	94,910	23,802	(545)	(11)	-	-	(2,506)	(17,288)	98,362

	Net book value as at 1 May 2007	Additions	Disposals	Write-off	Transfer	Reclassifications	Translation exchange differences	Depreciation	Net book value as at 30 April 2008
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
As at 30 April 2008									
Leasehold land	2,580	-	-	-	(2,580)	-	-	-	-
Buildings - shoplots	1,576	1,133	-	-	-	-	-	(49)	2,660
Plant and machinery	116	28	-	-	-	-	(8)	(67)	69
Computer equipment	54,406	9,203	(47)	(71)	-	-	2,592	(9,317)	56,766
Office equipment	2,724	679	(12)	(14)	-	-	25	(634)	2,768
Furniture and fittings	4,837	352	-	-	-	-	(3)	(598)	4,588
Motor vehicles	18,848	5,861	(280)	-	-	-	15	(3,103)	21,341
Renovations	7,017	725	-	-	-	-	18	(1,199)	6,561
Capital work-in-progress	28	132	-	-	-	-	(3)	-	157
	92,132	18,113	(339)	(85)	(2,580)	-	2,636	(14,967)	94,910

In previous financial year, the Group transferred its leasehold land with net book value of RM2,580,000 to investment properties following the intention to hold for capital appreciation.

During the financial year, the Group acquired property, plant and equipment of RM23,802,000 of which payment of RM1,255,000 was made in last financial year and classified as prepayment. The prepayment was transferred to property, plant and equipment during the financial year.

3 PROPERTY, PLANT AND EQUIPMENT (CONT'D)**Group (cont'd)**

	Cost RM'000	Accumulated depreciation RM'000	Net book value RM'000
As at 30 April 2009			
Buildings - shoplots	3,106	(508)	2,598
Plant and machinery	3,184	(3,173)	11
Computer equipment	137,762	(85,275)	52,487
Office equipment	9,593	(6,104)	3,489
Furniture and fittings	7,149	(2,434)	4,715
Motor vehicles	43,446	(20,914)	22,532
Renovations	17,335	(5,347)	11,988
Capital work-in-progress	542	-	542
	222,117	(123,755)	98,362

As at 30 April 2008

Buildings - shoplots	3,106	(446)	2,660
Plant and machinery	2,816	(2,747)	69
Computer equipment	133,381	(76,615)	56,766
Office equipment	8,847	(6,079)	2,768
Furniture and fittings	6,510	(1,922)	4,588
Motor vehicles	40,416	(19,075)	21,341
Renovations	10,538	(3,977)	6,561
Capital work-in-progress	157	-	157
	205,771	(110,861)	94,910

Company

	Net book value as at 1 May 2008 RM'000	Additions RM'000	Depreciation RM'000	Net book value as at 30 April 2009 RM'000
As at 30 April 2009				
Computer equipment	388	21	(136)	273
Office equipment	180	7	(24)	163
Furniture and fittings	4,130	26	(512)	3,644
Motor vehicles	78	-	(26)	52
Renovations	2,550	11	(316)	2,245
	7,326	65	(1,014)	6,377

Notes To The Financial Statements

30 April 2009

3 PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Company (cont'd)

	Net book value as at 1 May 2007 RM'000	Additions RM'000	Depreciation RM'000	Net book value as at 30 April 2008 RM'000
As at 30 April 2008				
Computer equipment	482	38	(132)	388
Office equipment	186	18	(24)	180
Furniture and fittings	4,314	325	(509)	4,130
Motor vehicles	95	-	(17)	78
Renovations	2,537	323	(310)	2,550
	7,614	704	(992)	7,326

	Cost RM'000	Accumulated depreciation RM'000	Net book value RM'000
As at 30 April 2009			
Computer equipment	733	(460)	273
Office equipment	261	(98)	163
Furniture and fittings	5,134	(1,490)	3,644
Motor vehicles	175	(123)	52
Renovations	3,162	(917)	2,245
	9,465	(3,088)	6,377

As at 30 April 2008			
Computer equipment	712	(324)	388
Office equipment	254	(74)	180
Furniture and fittings	5,108	(978)	4,130
Motor vehicles	175	(97)	78
Renovations	3,151	(601)	2,550
	9,400	(2,074)	7,326

4 INVESTMENT IN SUBSIDIARY COMPANIES

	Company	
	2009 RM'000	2008 RM'000
Unquoted shares, at cost	723,516	654,616
Less : Accumulated impairment losses	-	(14,013)
	723,516	640,603

Details of the subsidiary companies are as follows:

Name of Company	Country of Incorporation	Principal Activities	Equity Interest	
			2009 %	2008 %
Subsidiary companies of Berjaya Sports Toto Berhad				
FEAB Properties Sdn Bhd [1]	Malaysia	Property investment and development and investment holding	100	100
FEAB Land Sdn Bhd	Malaysia	Property development and property investment	100	100
FEAB Equities Sdn Bhd	Malaysia	Dormant	100	100
Berjaya Wellesley Hotel Sdn Bhd	Malaysia	Dormant	100	100
STM Resort Sdn Bhd [2]	Malaysia	Property investment	100	100
Sports Toto Malaysia Sdn Bhd	Malaysia	Toto betting operations	100	100
Magna Mahsuri Sdn Bhd [3]	Malaysia	Property investment	100	100
Berjaya Sports Toto (Cayman) Limited (“BSTC”)	Cayman Islands	Investment holding	100	100
Berjaya-ILTS Limited#	Hong Kong	Dormant	100	-
Subsidiary company of FEAB Land Sdn Bhd				
FEAB Realty Sdn Bhd	Malaysia	Dormant	100	100
Subsidiary companies of Sports Toto Malaysia Sdn Bhd				
Sports Toto Products Sdn Bhd	Malaysia	Dormant	100	100
Sports Toto Apparel Sdn Bhd	Malaysia	Dormant	100	100
Sports Toto Computer Sdn Bhd	Malaysia	Computer consultancy services	100	100
Subsidiary company of Berjaya Sports Toto (Cayman) Limited				
Berjaya Lottery Management (HK) Limited (“BLM”) #	Hong Kong	Investment holding	100	100

Notes To The Financial Statements

30 April 2009

4 INVESTMENT IN SUBSIDIARY COMPANIES (CONT'D)

Name of Company	Country of Incorporation	Principal Activities	Equity Interest	
			2009 %	2008 %
Subsidiary companies of Berjaya Lottery Management (HK) Limited				
Prime Gaming Philippines, Inc. ("PGPI") *	Philippines	Investment holding	72.33	72.33
International Lottery & Totalizator Systems, Inc. *	United States of America	Manufacturer and distributor of computerised lottery and voting systems	71.32	71.32
Subsidiary company of Prime Gaming Philippines, Inc.				
Philippine Gaming Management Corporation *	Philippines	Leasing of on-line lottery equipment	100	100
Subsidiary companies of International Lottery & Totalizator Systems, Inc.				
ILTS.Com, Inc. *	United States of America	Dormant	100	100
Unisyn Voting Solutions, Inc. * (formerly known as Unisyn Solutions, Inc.)	United States of America	Dormant	100	100
International Totalizator Systems, Inc. *	United States of America	Dormant	100	100

* Audited by firms of auditors other than Ernst & Young

Audited by other member firm of Ernst & Young Global

^ The total equity interests held by BSTC group in PGPI is 81.45% (2008 : 81.45%) and it is held by the following companies respectively:

i) BLM	72.33%
ii) BSTC	9.12%
	<u>81.45%</u>

During the financial year, the Company subscribed to new shares issued by its subsidiary companies as listed below:

- [1] 6,000,000 new ordinary shares of RM1.00 each issued by FEAB Properties Sdn Bhd for a consideration of RM6,000,000;
- [2] 2,899,998 new ordinary shares of RM1.00 each issued by STM Resort Sdn Bhd for a consideration of RM2,899,998; and
- [3] 59,999,998 new ordinary shares of RM1.00 each issued by Magna Mahsuri Sdn Bhd for a consideration of RM59,999,998.

5 INVESTMENT IN ASSOCIATED COMPANIES

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Unquoted shares, at cost	7,428	7,428	167	167
Less: Share of post-acquisition losses	(3,908)	(3,907)	-	-
	3,520	3,521	167	167
Less: Accumulated impairment losses	(3,356)	(3,356)	(3)	(2)
	164	165	164	165

Details of the associated companies are as follows:

Name of Company	Country of Incorporation	Principal Activities	Equity Interest	
			2009 %	2008 %
Associated company of Berjaya Sports Toto Berhad				
Berjaya Racing Management Sdn Bhd	Malaysia	Dormant	20	20
Associated company of Berjaya Sports Toto (Cayman) Limited				
Suncoast Limited (“Suncoast”) *	British Virgin Islands	Dormant	48	48
Associated company of FEAB Properties Sdn Bhd				
Cashsystems Asia Technology Sdn Bhd (“Cashsystems”) *	Malaysia	Dormant, under receivership	30	30

* Audited by firms of auditors other than Ernst & Young

The financial statements of the above associated companies are coterminous with those of the Group except for Suncoast and Cashsystems which have financial year end of 31 December.

The summarised financial information of the associates are as follows:

	Group	
	2009 RM'000	2008 RM'000
Assets and liabilities		
Total current assets	823	824
Total current liabilities	1	1
Results		
Loss for the year	2	1

Notes To The Financial Statements

30 April 2009

6 LONG TERM INVESTMENTS

	Group		Company	
	2009 RM'000	Restated 2008 RM'000	2009 RM'000	Restated 2008 RM'000
At cost:				
Quoted shares in Malaysia	17,271	17,271	-	-
Quoted warrants in Malaysia	731	731	-	-
Quoted loan stocks in Malaysia	661	-	-	-
Unquoted shares	433	433	-	-
Unquoted loan stocks	2,282	1,681	-	-
Club memberships	1,044	1,044	416	416
	22,422	21,160	416	416
Less: Accumulated impairment losses				
- quoted shares in Malaysia	(9,113)	(6,670)	-	-
- quoted warrants in Malaysia	(162)	-	-	-
- unquoted shares	(433)	(433)	-	-
- unquoted loan stocks	(1,681)	(1,681)	-	-
- club memberships	(853)	-	(303)	-
	10,180	12,376	113	416
At cost less amortisation:				
Malaysian Government Securities	3,180	3,427	-	-
Less : Cumulative amortisation	(8)	(394)	-	-
	3,172	3,033	-	-
Impairment losses	(148)	-	-	-
	3,024	3,033	-	-
	13,204	15,409	113	416
At market value:				
Quoted shares in Malaysia	8,158	10,601	-	-
Quoted warrants in Malaysia	569	1,006	-	-
Quoted loan stocks in Malaysia	992	-	-	-
Malaysian Government Securities	3,024	3,054	-	-

The investment in Malaysian Government Securities is deposited with the Malaysian Government in accordance with the Pool Betting Act, 1967 in connection with the issue of the pool betting licence and yield interest at 4.24% (2008 : 6.45%) per annum.

7 INVESTMENT PROPERTIES

	Group	
	2009 RM'000	2008 RM'000
At 1 May	71,205	68,031
Transfer from property, plant and equipment (Note 3)	-	2,580
Fair value adjustments (Note 30)	1,961	594
At 30 April	73,166	71,205
The carrying amount of investment properties held under lease terms are as follows:		
Leasehold land	3,880	4,113
Buildings	2,320	2,340
	6,200	6,453

The fair value of the investment properties was valued by the Directors based on comparable available market data.

The application for the strata titles of the premises of the subsidiary companies have been submitted to the relevant authority for processing.

8 PREPAID LAND LEASE PAYMENTS

	Group	
	2009 RM'000	2008 RM'000
At 1 May	2,781	-
Additions	-	2,800
Amortisation for the year	(38)	(19)
At 30 April	2,743	2,781
Analysed as:		
Current - within one year (Note 12)	38	38
Non-current - over the remaining period of lease	2,705	2,743
	2,743	2,781

9 DEFERRED TAX (ASSETS) / LIABILITIES

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
At 1 May	1,615	1,932	388	430
Recognised in the income statement (Note 34)	(5,134)	(321)	(34)	(42)
Exchange differences	15	4	-	-
At 30 April	(3,504)	1,615	354	388
Presented after appropriate offsetting as follows:				
Deferred tax assets	(5,214)	(858)	-	-
Deferred tax liabilities	1,710	2,473	354	388
	(3,504)	1,615	354	388

Notes To The Financial Statements

30 April 2009

9 DEFERRED TAX (ASSETS) / LIABILITIES (CONT'D)

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

Deferred Tax Assets of the Group:

	At 1 May RM'000	Recognised in the income statement RM'000	Exchange differences RM'000	At 30 April RM'000
2009				
Retirement cost obligation	(351)	(48)	7	(392)
Payables	(13,705)	(5,768)	(1)	(19,474)
Receivables	(49)	7	2	(40)
Tax losses and unabsorbed capital allowances	(2,364)	(203)	7	(2,560)
	(16,469)	(6,012)	15	(22,466)
Less : set-off against deferred tax liabilities				17,252
				(5,214)
2008				
Retirement cost obligation	(271)	(73)	(7)	(351)
Payables	(16,760)	3,055	-	(13,705)
Receivables	-	(50)	1	(49)
Tax losses and unabsorbed capital allowances	(133)	(2,241)	10	(2,364)
	(17,164)	691	4	(16,469)
Less : set-off against deferred tax liabilities				15,611
				(858)

Deferred Tax Liabilities of the Group:

	At 1 May RM'000	Recognised in the income statement RM'000	Exchange differences RM'000	At 30 April RM'000
2009				
Accelerated capital allowances	14,261	447	-	14,708
Investment properties	3,823	431	-	4,254
	18,084	878	-	18,962
Less : set-off against deferred tax assets				(17,252)
				1,710
2008				
Accelerated capital allowances	15,310	(1,049)	-	14,261
Investment properties	3,786	37	-	3,823
	19,096	(1,012)	-	18,084
Less : set-off against deferred tax assets				(15,611)
				2,473

9 DEFERRED TAX (ASSETS) / LIABILITIES (CONT'D)**Deferred Tax Assets of the Company:**

	At 1 May RM'000	Recognised in the income statement RM'000	At 30 April RM'000
2009			
Other payables	(10)	(1)	(11)
Unabsorbed capital allowances	(128)	-	(128)
	(138)	(1)	(139)
Less : set-off against deferred tax liability			139
			-
2008			
Other payables	(9)	(1)	(10)
Unabsorbed capital allowances	(133)	5	(128)
	(142)	4	(138)
Less : set-off against deferred tax liability			138
			-

Deferred Tax Liability of the Company:

	At 1 May RM'000	Recognised in the income statement RM'000	At 30 April RM'000
2009			
Accelerated capital allowances	526	(33)	493
Less : set-off against deferred tax assets			(139)
			354
2008			
Accelerated capital allowances	572	(46)	526
Less : set-off against deferred tax assets			(138)
			388

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

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Unutilised tax losses				
- Malaysian income tax	9,202	9,182	-	-
- foreign tax	42,855	38,618	-	-
Unabsorbed capital allowances	159	159	-	-
	52,216	47,959	-	-

Subject to agreement by the Inland Revenue Board, Malaysian unutilised tax losses and unabsorbed capital allowances are available indefinitely for offset against future business profits of the respective entities within the Group, subject to no substantial change in shareholdings of those entities under Section 44(5A) and Paragraph 75A, Schedule 3 of the Income Tax Act, 1967 (the Act). However, the Minister of Finance has exercised his powers under Section 44(5D) and Paragraph 75C, Schedule 3 of the Act to exempt all companies except dormant companies from the provisions of Section 44(5A) and Paragraph 75A, Schedule 3 of the Act respectively. The foreign unutilised tax losses is applicable to a foreign subsidiary company which is pre-determined by the tax legislations of that country and can be utilised up to year 2029.

Notes To The Financial Statements

30 April 2009

10 INTANGIBLE ASSETS

	Group	
	2009 RM'000	2008 RM'000
At carrying amount:		
Goodwill on consolidation		
At 1 May	618,352	617,721
Translation exchange differences	(61)	631
At 30 April	618,291	618,352
Patent rights		
At 1 May	73	89
Amortisation	(14)	(10)
Translation exchange differences	8	(6)
At 30 April	67	73
Total	618,358	618,425

Impairment test for goodwill

Allocation of intangible assets

Goodwill has been allocated to the Group's CGUs identified according to business segments as follows:

	Group	
	2009 RM'000	2008 RM'000
Toto betting operations and leasing of lottery equipment	607,852	609,115
Others	10,439	9,237
	618,291	618,352

Key assumptions used in value-in-use calculations

The recoverable amount of a CGU is determined based on value-in-use calculations using cash flow projections based on financial budgets covering 5 years period.

The key assumptions used for value-in-use calculations are:

- Budgeted gross margin and growth rate**
The basis used to determine the value assigned to the budgeted gross margin is the average gross margin and average growth rate achieved in the years before the budgeted year, adjusted for market and economic conditions and internal resource efficiency.
- Discount rates**
The significant post-tax discount rates, applied to post-tax cash flows, used for the respective identified CGUs are in the range of 8% to 12% (2008 : 15% to 16%).

Sensitivity to changes in assumptions

The management believes that no reasonably possible change in any of the above key assumptions which would cause the carrying values of the goodwill to materially exceed their recoverable amounts.

11 INVENTORIES

	Group	
	2009 RM'000	2008 RM'000
At cost:		
Gaming equipment components and parts	1,248	1,112
Ticket inventories	3,002	2,586
Finished goods and inventories for resale	-	599
Work-in-progress	-	44
	4,250	4,341
At net realisable value:		
Raw materials	3,016	3,286
Completed properties	205	205
	7,471	7,832

The cost of inventories recognised as an expense during the financial year in the Group amounted to RM15,637,000 (2008 : RM18,901,000).

During the financial year, the Group wrote down inventories of RM7,000 (2008 : RM3,854,000).

12 RECEIVABLES

	Group		Company	
	2009 RM'000	Restated 2008 RM'000	2009 RM'000	Restated 2008 RM'000
Trade receivables	25,497	37,658	-	-
Other receivables	8,497	11,437	-	-
Prepayments	13,917	17,022	36	36
Deposits	2,909	2,267	688	631
Current portion prepaid land lease payments (Note 8)	38	38	-	-
	50,858	68,422	724	667
Less: Allowance for doubtful debts				
- trade receivables	(236)	(236)	-	-
- other receivables	(139)	(139)	-	-
	50,483	68,047	724	667

The Group's normal trade credit term ranges from 1 to 45 days (2008 : 1 to 45 days).

The Group and Company have no significant concentration of credit risk that may arise from exposure to a single debtor or to groups of debtors.

Notes To The Financial Statements

30 April 2009

13 AMOUNTS DUE FROM SUBSIDIARY COMPANIES

	Company	
	2009 RM'000	2008 RM'000
Amounts due from subsidiary companies	112,832	232,527

Amounts due from subsidiary companies are unsecured, interest bearing and have no fixed terms of repayment.

14 SHORT TERM INVESTMENTS

	Group	
	2009 RM'000	2008 RM'000
At carrying amount:		
Quoted securities outside Malaysia	-	1,794
Unquoted securities outside Malaysia	6,429	-
	6,429	1,794
Market value of quoted securities	-	1,794

The short term investments invested by a foreign subsidiary company comprised investments in certificates of deposits with maturities exceeding three months.

15 DEPOSITS WITH FINANCIAL INSTITUTIONS

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
These comprise term deposits with:				
Licensed banks	150,320	62,288	28,540	11,900
Other financial institutions	47,374	3,036	-	-
	197,694	65,324	28,540	11,900

Included in the Group's deposits with financial institutions is an amount of RM146,000 (2008 : RM129,000) which is pledged to bank for facilities granted to a subsidiary company.

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

	Group		Company	
	2009	2008	2009	2008
Licensed banks	2.24%	2.94%	1.92%	2.80%
Other financial institutions	2.11%	3.35%	-	-

The average maturities of deposits as at the end of the financial year were as follows:

	Group		Company	
	2009	2008	2009	2008
Licensed banks	15 days	9 days	6 days	1 day
Other financial institutions	10 days	2 days	-	-

16 SHARE CAPITAL

	Group and Company			
	Number of ordinary shares of RM0.10 each		Amount	
	2009 Units '000	2008 Units '000	2009 RM'000	2008 RM'000
Authorised:				
At 1 May / 30 April	20,000,000	20,000,000	2,000,000	2,000,000
Issued and fully paid:				
At 1 May / 30 April	1,351,030	1,351,030	135,103	135,103

The number of issued and fully paid shares with voting rights as at 30 April are as follows:

	Number of ordinary shares	
	2009 Units '000	2008 Units '000
Total number of issued and paid up ordinary shares	1,351,030	1,351,030
Less : Ordinary shares held as treasury shares (Note 21)	(95,030)	(95,030)
	1,256,000	1,256,000

The holders of ordinary shares (other than treasury shares) are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares (other than treasury shares) rank equally with regard to the Company's residual assets.

17 SHARE PREMIUM

	Group and Company	
	2009 RM'000	2008 RM'000
At 1 May / 30 April	207,431	207,431

18 CAPITAL RESERVE

	Group	
	2009 RM'000	2008 RM'000
At 1 May	-	-
Transfer from distributable earnings arising from a subsidiary company's bonus issue of shares	21,327	-
At 30 April	21,327	-

19 EXCHANGE RESERVE

	Group	
	2009 RM'000	2008 RM'000
At 1 May	10,853	10,768
Currency translation differences	876	85
At 30 April	11,729	10,853

Notes To The Financial Statements

30 April 2009

20 RETAINED EARNINGS

In accordance with the Finance Act 2007 which was gazetted on 28 December 2007, companies shall not be entitled to deduct tax on dividend paid, credited or distributed to its shareholders, and such dividends will be exempted from tax in the hands of the shareholders ("single tier system"). However, there is a transitional period of six years, expiring on 31 December 2013, to allow companies to frank dividends to their shareholders under limited circumstances. Companies also have an irrevocable option to disregard the Section 108 balance and opt to pay dividends under single tier system. The change in tax legislation also provides for the Section 108 balance to be locked-in as at 31 December 2007 in accordance with Section 39 of the Finance Act 2007.

During the transitional period, the Company may utilise the credit in the Section 108 balance as at 31 December 2007 to distribute cash dividend payments to ordinary shareholdings as defined under the Finance Act 2007. The Company previous year's Section 108 balance was approximately RM75,554,000. The Company has substantially utilised the Section 108 balance during the year and thereafter has elected to pay single tier exempt and tax exempt dividend. The Company also has tax exempt account of approximately RM263,238,000 (2008 : RM91,871,000) as at 30 April 2009.

21 TREASURY SHARES

	Group and Company			
	Number of shares		Amount	
	2009 Units '000	2008 Units '000	2009 RM'000	2008 RM'000
At 1 May	95,030	70,500	406,099	281,239
Shares bought back during the year	-	24,530	-	124,860
At 30 April	95,030	95,030	406,099	406,099

The renewal of the Company's plan and mandate relating to the share buy back was approved by the shareholders of the Company on 22 October 2008 granting the Directors of the Company the authority to buy back its own shares up to 10% of the existing total paid-up share capital, inclusive of all treasury shares that have been bought back. The Directors of the Company are committed to enhancing the value of the Company to its shareholders and believe that the share buyback can be applied in the best interests of the Company and its shareholders.

In previous financial year, the Company bought back 24,530,000 shares from the open market at an average price of RM5.09 each amounting to RM124,860,000 with internally generated funds. The cumulative shares bought back were held as treasury shares with none of the shares being cancelled or distributed during the financial year.

22 RETIREMENT BENEFIT OBLIGATIONS

	Group	
	2009 RM'000	2008 RM'000
At 1 May	1,004	774
Additional provision during the year (Note 29(b))	327	208
Exchange differences	(23)	22
At 30 April	1,308	1,004

A foreign subsidiary company maintains a tax qualified, partially funded, non-contributory retirement plan that is being administered by a trustee covering all regular full-time employees. Actuarial valuations are made regularly to update the retirement benefit costs and the amount of contributions.

22 RETIREMENT BENEFIT OBLIGATIONS (CONT'D)

The amounts of retirement benefit obligation recognised in the consolidated balance sheet are determined as follows:

	Group	
	2009 RM'000	2008 RM'000
Present value of the obligation	1,858	1,616
Fair value of plan assets	(394)	(454)
	1,464	1,162
Unrecognised actuarial gains	(156)	(158)
Retirement benefit obligation	1,308	1,004

The movements in present value of the retirement benefit obligation recognised in the books are as follows:

	Group	
	2009 RM'000	2008 RM'000
At beginning of year	1,616	1,248
Current service cost and interest cost	276	236
Actuarial loss recognised during the year	-	123
Exchange differences	(34)	9
At end of year	1,858	1,616

The amounts of retirement benefits recognised in the consolidated income statement are as follows:

	Group	
	2009 RM'000	2008 RM'000
Current service costs	163	129
Interest costs	113	107
Net actuarial loss / (gain) recognised during the year	83	(28)
Expected return on plan asset	(32)	-
Retirement benefits	327	208

As part of the actuarial assumptions used by an independent actuary for the determination of the retirement benefit obligation, a discount rate of 7% (2008 : 8%) is used.

Notes To The Financial Statements

30 April 2009

23 BORROWINGS

	Group	
	2009 RM'000	Restated 2008 RM'000
<u>Unsecured - fixed rates</u>		
Short term loans	138,439	97,314
Long term loans	124,247	262,686
Total loans	262,686	360,000

Details of borrowings outstanding are as follows:

	Group	
	2009 RM'000	Restated 2008 RM'000
Amounts repayable:		
Within one year	138,439	97,314
More than one year but not later than two years	124,247	138,439
More than two years but not later than five years	-	124,247
	262,686	360,000

The weighted average effective interest rates at balance sheet date for the loans is at 4.83% (2008 : 4.83%) per annum.

The Company provided a corporate guarantee to the financial institutions for the unsecured term loans granted to a subsidiary company as disclosed in Note 37.

24 DEFERRED LIABILITIES

	Group	
	2009 RM'000	2008 RM'000
Agency deposits	37,147	34,992

Agency deposits represent deposits obtained from agents for operating toto betting outlets. These deposits are refundable upon termination of operation contracts.

25 PROVISIONS

	Group	
	2009 RM'000	2008 RM'000
Sales warranty		
At 1 May	1,340	832
(Reversal) / additional provision during the year	(1,372)	1,175
Utilised during the year	(71)	(520)
Exchange differences	178	(147)
At 30 April	75	1,340

A foreign subsidiary gives 3 to 12 months (2008 : 3 to 12 months) warranties on certain products and undertakes to repair or replace items that fail to perform satisfactorily. A provision for warranties is recognised for all products under warranty at the balance sheet date based on past experience on the level of repairs and returns.

26 PAYABLES

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Trade payables	34,472	48,716	-	-
Pool betting duty payables	17,546	19,510	-	-
Other payables	8,420	7,317	335	369
Dividend payables	56,695	35,172	56,695	35,172
Capital distributions payable	-	255	-	255
Accruals	159,350	133,815	126	95
	276,483	244,785	57,156	35,891

Included in accruals of the Group are accrued contribution to the National Sports Council and provision for gaming tax payable to the Ministry of Finance.

The normal trade credit terms granted to the Group ranges from 30 to 180 days (2008 : 30 to 180 days).

Notes To The Financial Statements

30 April 2009

27 AMOUNTS DUE TO SUBSIDIARY COMPANIES

	Company	
	2009 RM'000	2008 RM'000
Amounts due to subsidiary companies	555,051	714,608

Amounts due to subsidiary companies are unsecured, interest bearing and have no fixed terms of repayment.

28 REVENUE

Revenue of the Company represents management fees charged to subsidiary companies and gross dividends receivable from subsidiary companies, associated companies and long term investments.

Revenue of the Group comprises gross stake collections from the sale of toto betting tickets less gaming tax, lease rental income from lease of on-line gaming equipment, invoiced and shipped value of goods sold less returns and trade discounts, invoiced value of services rendered, rental income and the sale of completed houses and land from inventory. Intra-group transactions are excluded.

Revenue of the Group and the Company analysed into significant categories are as follows:

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Dividend income	681	20	421,960	450,622
Management fee income	-	-	318	318
Toto betting and leasing of lottery equipment income	3,680,123	3,250,259	-	-
Sale of lottery and voting systems and spare parts	10,609	25,292	-	-
Sale of completed properties	-	600	-	-
Rental income from investment properties	4,273	1,626	-	-
	3,695,686	3,277,797	422,278	450,940

29 PROFIT BEFORE OTHER INCOME AND EXPENSES

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Profit before other income and expenses is stated after charging:				
Auditors' remuneration:				
- statutory audit:				
auditors of the Company				
- current year	177	167	53	50
- underprovision in previous year	8	14	3	5
other auditors				
- current year	266	283	-	-
- overprovision in previous year	(3)	-	-	-
- other services				
- auditors of the Company	65	59	30	42
- other auditors	303	403	-	-
Depreciation of property, plant and equipment	17,288	14,967	1,014	992
Directors' remuneration:				
- fees	266	246	135	135
- salaries and other emoluments	5,254	5,442	208	89
- defined contribution plans	2,329	2,183	24	10
- performance incentive	10,554	9,104	-	-
- bonus	1,168	1,381	-	-
Management fees payable to ultimate holding company	720	720	720	720
Operating lease:				
- minimum lease				
payments of premises	7,118	6,978	2,190	2,190
- minimum lease				
payments of equipment	996	973	15	13

Notes To The Financial Statements

30 April 2009

29 PROFIT BEFORE OTHER INCOME AND EXPENSES (CONT'D)

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Profit before other income and expenses is stated after charging (cont'd):				
Contribution to National Sports Council	61,967	53,913	-	-
Allowance for doubtful debts	710	375	-	-
Research costs	7,911	1,521	-	-
Loss on foreign exchange:				
- realised	-	536	-	-
- unrealised	-	224	-	-
Amortisation of prepaid land lease payments	38	19	-	-
Amortisation of intangible assets	14	10	-	-
Amortisation of premium on Malaysian Government Securities	41	57	-	-
Inventories written down	7	3,854	-	-
Direct operating expenses of investment properties:				
- revenue generating during the year	1,624	1,705	-	-
- non-revenue generating during the year	400	80	-	-
Property, plant and equipment written off:				
- included in general and administrative expenses	11	85	-	-
Profit before other income and expenses is stated after crediting:				
Management fees receivable from subsidiary companies	-	-	318	318
Insurance claim	-	237	-	-
Gain on disposal of property, plant and equipment	211	152	-	-
Rental income				
- included in revenue	4,273	1,626	-	-
- included in other income	2,792	3,495	-	-
Gain on foreign exchange - realised	257	71	-	-
Gain on foreign exchange - unrealised	315	-	-	-
Employee information (Note b):				
Employee benefit expenses (excluding directors)	65,946	64,010	1,980	1,491

The estimated monetary value of benefits-in-kind received by the Directors were RM98,000 (2008 : RM143,000) for the Group and RM14,000 (2008 : Nil) for the Company.

29 PROFIT BEFORE OTHER INCOME AND EXPENSES (CONT'D)(a) Directors' remuneration

The aggregate Directors' remuneration for Directors of the Company that are in office during the financial year received from the Group and the Company are as follows:

	Fees RM'000	Benefits- in-kind RM'000	Salaries and other emoluments RM'000	Bonus RM'000	Total RM'000
2009					
Executive	11	53	4,539	960	5,563
Non-executive	135	14	588	28	765
	146	67	5,127	988	6,328
2008					
Executive	8	95	4,998	1,205	6,306
Non-executive	135	-	526	26	687
	143	95	5,524	1,231	6,993

(b) Employee benefit expenses

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Wages, salaries and other allowances	48,532	47,052	1,428	1,075
Social security costs and employee insurance	4,673	4,200	130	81
Bonuses	7,521	7,552	213	179
Pension costs				
- defined contribution plans	4,700	4,989	205	154
- defined benefit plans (Note 22)	327	208	-	-
Provision for short term compensated absences	193	9	4	2
	65,946	64,010	1,980	1,491

30 INVESTMENT RELATED INCOME

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Dividend income from investments	-	346	-	-
Fair value adjustments of investment properties (Note 7)	1,961	594	-	-
Reversal of impairment loss on quoted investments	-	2,270	-	-
Reversal of impairment loss on investment in a subsidiary company	-	-	14,013	-
	1,961	3,210	14,013	-

Notes To The Financial Statements

30 April 2009

31 INVESTMENT RELATED EXPENSES

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Impairment in value of investment in an associated company	-	-	1	-
Impairment in value of quoted investments	2,753	894	-	-
Impairment in value of unquoted and other investments	853	1,197	303	-
Loss on disposal of quoted investments	-	906	-	-
	3,606	2,997	304	-

32 OTHER INCOME

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Other income comprise:				
Interest income on:				
- deposits	4,299	8,416	373	889
- advances to related company	-	895	-	895
- advances to subsidiary companies	-	-	3,750	1,275
- short term investments	293	310	-	-
Others:				
- operating lease income	2,792	3,495	-	-
- miscellaneous	887	933	-	-
	8,271	14,049	4,123	3,059

33 FINANCE COSTS

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Interest on:				
- advances from a subsidiary company	-	-	30,314	37,945
- borrowings	15,908	22,120	-	-
Other finance charges	203	310	203	310
	16,111	22,430	30,517	38,255

34 INCOME TAX EXPENSE

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Current income tax:				
Malaysia income tax	149,019	125,381	31,712	108,326
Foreign tax	19,339	19,058	-	-
	168,358	144,439	31,712	108,326
Under / (over) provision in prior years:				
Malaysia income tax	304	(247)	(193)	(12)
Foreign tax	-	7	-	-
	304	(240)	(193)	(12)
	168,662	144,199	31,519	108,314
Deferred tax (Note 9):				
Relating to origination and reversal of temporary differences	(4,708)	(276)	(28)	26
Relating to changes in tax rates	(28)	(55)	-	2
(Over) / under provision in prior years	(398)	10	(6)	(70)
	(5,134)	(321)	(34)	(42)
	163,528	143,878	31,485	108,272

Domestic current income tax is calculated at the statutory tax rate of 25% (2008 : 26%) of the estimated assessable profit for the year. The domestic statutory tax rate is reduced to 25% from the previous year's rate of 26% effective for year of assessment 2009 and the subsequent years. The computation of deferred tax as at 30 April 2009 has reflected these changes. Taxation of other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

A reconciliation of income tax expense applicable to profit before tax at the statutory income tax rate to income tax expense at the effective income tax rate of the Group and the Company are as follows:

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Profit before tax	585,544	502,627	400,235	406,940
Tax at Malaysian statutory tax rate of 25% (2008 : 26%)	146,386	130,683	100,059	105,804
Different tax rates in the foreign subsidiary companies	1,183	7,574	-	-
Deferred tax recognised at different tax rates	119	(55)	-	2
Expenses not deductible for tax purposes	15,328	9,431	2,943	2,548
Income not subject to tax	(458)	(619)	(71,318)	-
Utilisation of previously unutilised tax losses and unabsorbed capital allowances	-	(2,906)	-	-
Deferred tax assets not recognised in respect of current year's tax losses and unabsorbed capital allowances	1,064	-	-	-
Under/(over) provision of tax expense in prior years	304	(240)	(193)	(12)
(Over)/under provision of deferred tax in prior years	(398)	10	(6)	(70)
Tax expense for the year	163,528	143,878	31,485	108,272

Tax savings during the financial year arising from:

	Group and Company	
	2009 RM'000	2008 RM'000
Utilisation of current year losses	532	393

Notes To The Financial Statements

30 April 2009

35 EARNINGS PER SHARE

The earnings per share is calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of ordinary shares with voting rights in issue during the financial year excluding treasury shares held by the Company as follows:

	Group	
	2009 RM'000	2008 RM'000
Profit attributable to equity holders of the Company	413,554	348,663
Weighted average number of shares with voting rights outstanding ('000)	1,256,000	1,263,438
Basic earnings per share (sen)	32.93	27.60

Diluted earnings per share is the same as basic earnings per share as there were no dilutive potential ordinary shares during the year.

36 DIVIDENDS PER SHARE

	Company			
	2009		2008	
	Dividends per share net of tax sen	Amount of dividend net of tax RM'000	Dividends per share net of tax sen	Amount of dividend net of tax RM'000
Recognised during the year:				
Interim dividends				
<u>In respect of prior year</u>				
- 4th interim - 9 sen per share less tax of 26% approved in respect of financial year ended 30 April 2008 (2008 : 7.5 sen per share less tax of 27% approved in respect of financial year ended 30 April 2007)	6.66	83,650	5.48	69,173
<u>In respect of current year</u>				
- 1st interim - 6 sen per share less tax of 25% (2008 : 10 sen per share less tax of 26%)	4.50	56,520	7.40	93,316
- 2nd interim - 7 sen per share less tax of 25% (2008 : 8 sen per share less tax of 26%)	5.25	65,940	5.92	74,653
- 3rd interim - 2.15 sen per share less tax of 25% and 2.85 sen single tier exempt per share (2008 : 8 sen per share less tax of 26%)	4.46	56,049	5.92	74,355
		<u>262,159</u>		<u>311,497</u>

On 15 June 2009, the Company declared and approved a fourth interim tax exempt dividend of 11 sen per share on 1,256,000,000 ordinary shares with voting rights in respect of financial year ended 30 April 2009 amounting to RM138.16 million.

The financial statements for the current financial year do not reflect this dividend. This dividend will be accounted for in the shareholders' equity as an appropriation of retained earnings in the financial year ending 30 April 2010.

37 CONTINGENT LIABILITY

	Company	
	2009	2008
	RM'000	RM'000
<u>Contingent liability - unsecured</u>		
Corporate guarantee given by the Company to financial institutions for a syndicated credit facilities granted to a subsidiary company	262,686	360,000

38 CAPITAL AND LEASE COMMITMENTS**(a) Other commitments**

	Group	
	2009	2008
	RM'000	RM'000
Capital expenditures:		
- Approved and contracted for	1,843	12,868
- Approved but not contracted for	1,842	1,273
	3,685	14,141

(b) Non-cancellable operating lease commitments - Group and Company as lessees

	Group		Company	
	2009	2008	2009	2008
	RM'000	RM'000	RM'000	RM'000
Future minimum rental payable:				
Not later than one year	6,783	7,178	3,229	1,920
Later than one year but not later than five years	4,351	528	2,153	-
Later than 5 years	520	-	-	-
	11,654	7,706	5,382	1,920

The Group and the Company entered into operating leases which represent rental payable for the use of premises.

(c) Non-cancellable operating lease commitments - Group as lessor

	Group	
	2009	2008
	RM'000	RM'000
Future minimum rental receivable:		
Not later than one year	3,267	1,063
Later than one year but not later than five years	2,020	-
	5,287	1,063

The Group entered into commercial property leases on its investment properties portfolio consisting of premises and office space.

The minimum lease payments recognised in income statement during the financial year are disclosed in Note 29.

Included in the approved and contracted capital expenditures is the balance of the purchase consideration for investment properties amounting to RM80,000 (2008 : RM80,000) payable to a related company, Berjaya Hills Berhad.

Notes To The Financial Statements

30 April 2009

39 SIGNIFICANT RELATED PARTY DISCLOSURES

	Group		Company	
	2009 RM'000	2008 RM'000	2009 RM'000	2008 RM'000
Interest income from				
- Gateway Benefit Sdn Bhd - (d)	-	895	-	895
- Berjaya Sports Toto (Cayman) Limited - (a)	-	-	642	806
- Magna Mahsuri Sdn Bhd - (a)	-	-	2,630	346
Interest expense to				
- Sports Toto Malaysia Sdn Bhd - (a)	-	-	(30,314)	(37,945)
Purchases of consumables from				
- Graphic Press Group Sdn Bhd - (f)	(13,950)	(12,599)	-	-
Advances from / (given to)				
- Sports Toto Malaysia Sdn Bhd - (a)	-	-	-	18,100
- Magna Mahsuri Sdn Bhd - (a)	-	-	-	(2,836)
- FEAB Land Sdn Bhd - (a)	-	-	2,966	-
Repayment of advances from / (to)				
- Berjaya Land Berhad - (b)	-	75,927	-	75,927
- Sports Toto Malaysia Sdn Bhd - (a)	-	-	(192,095)	-
- FEAB Properties Sdn Bhd - (a)	-	-	9,627	3,121
- Berjaya Sports Toto (Cayman) Limited - (a)	-	-	54,085	-
- Magna Mahsuri Sdn Bhd - (a)	-	-	52,704	-
Management fees for services rendered by				
- Berjaya Corporation Berhad - (c)	(720)	(720)	(720)	(720)
Shared management costs with related companies - (d)	(3,038)	(3,337)	-	-
Security guard services charges by				
- Berjaya Guard Services Sdn Bhd - (d)	(2,442)	(2,194)	-	-
Rental and service charges by				
- Nada Embun Sdn Bhd - (d)	(1,858)	(2,190)	(286)	(337)
- Ambilan Imej Sdn Bhd - (d)	(2,158)	(2,543)	(2,158)	(2,543)
Purchase of motor vehicles, component parts and related services from				
- Quasar Carriage Sdn Bhd - (f)	(4,049)	(4,165)	-	-
Service charges and sinking fund for office block maintenance charged by				
- Berjaya TS Management Sdn Bhd - (e)	(763)	(1,527)	-	-
Rental and service charges from				
- U Mobile Sdn Bhd - (e)	1,334	1,525	-	-
- Berjaya Higher Education Sdn Bhd - (d)	2,072	-	-	-
Research development, implementation and maintenance services as well as purchase of hardware, software and network equipments from				
- Qinetics Solutions Berhad - (g)	(1,167)	(733)	(24)	-

The nature of the related party relationships are as follows:

- (a) subsidiary companies;
- (b) penultimate holding company, BLB;
- (c) ultimate holding company, BCorp;
- (d) related companies / member companies of BCorp Group other than subsidiary or associated companies of the Company;
- (e) a company in which directors of the Company, Dato' Robin Tan Yeong Ching, Rayvin Tan Yeong Sheik and their father, Tan Sri Dato' Seri Vincent Tan Chee Yioun ("TSVT"), a substantial shareholder of the Company, have interest;
- (f) company in which the ultimate holding company, BCorp has interest;
- (g) company in which the ultimate holding company, BCorp and a substantial shareholder of the Company, TSVT, have interest.

39 SIGNIFICANT RELATED PARTY DISCLOSURES (CONT'D)

The outstanding balances with subsidiary companies have been disclosed under Notes 13 and 27.

Certain professional fee amounting to RM7,036,000 (2008 : RM11,116,000) was incurred by a foreign subsidiary company for management and consultancy services contracted with a corporate entity, of which the Chief Executive Officer of the foreign subsidiary company has an interest.

The compensation of the key management personnel, who are the Directors of the Group are as follows:

	Group	
	2009	2008
	RM'000	RM'000
Short-term benefits	17,340	16,316
Post-employment benefits	2,329	2,183
	19,669	18,499

40 FINANCIAL INSTRUMENTS**(a) Financial Risk Management Objectives and Policies**

The financial risk management policies of the Company and its subsidiaries ("the Group") seek to ensure that adequate financial resources are available for the development of the Group's businesses whilst managing its currency, interest rate, market, credit and liquidity risks. The Group operates within clearly defined guidelines and the Group's policy is not to engage in speculative transactions.

(b) Currency Risk

The Group predominantly operates in Malaysia even though it has some overseas subsidiary companies. The Group has limited exposure to foreign exchange risk as the transactional currencies are mostly in the functional currencies of the respective operating entities other than exposure on the advances to a subsidiary company that was treated as net investment in a foreign operation. The Group has minimal currency transaction exposures. Such exposure mainly arises from sales and purchases between inter-companies within the Group.

(c) Interest Rate Risk

The Group's primary interest rate risk related to interest bearing assets and interest bearing borrowings.

The interest bearing assets are made up of deposits with licensed financial institutions. The Group manages the interest rate risk of its deposits with licensed financial institutions by placing them at the most competitive interest rates obtainable, which yield better returns than cash at bank by placing them as short term deposits and actively reviewing its portfolio of deposits.

(d) Market Risk

The Group has minimal exposure to market risk as its investment is mainly on government guaranteed securities and its investments on quoted shares and domestic properties are not substantial. However, the risk of loss in value of the Group's quoted investments and properties is minimised via proper assessment before making investments and continuous monitoring of the performance of the investments.

(e) Credit Risk

The Group does not have any significant exposure to any individual customer or counterparty nor does it have any major concentration of credit risk related to any financial instruments.

Credit risk or risk of counterparts defaulting, is controlled by the application of credit approval limits and monitoring procedures.

(f) Liquidity Risk

The Group actively manages its operating cash flows and the availability of funding so as to ensure that all repayment and funding needs are met.

The Group maintains sufficient levels of cash and the availability of funding so as to ensure that its working capital requirements are met.

Notes To The Financial Statements

30 April 2009

40 FINANCIAL INSTRUMENTS (CONT'D)

(g) Fair Value

The carrying values of the financial assets and financial liabilities reflected in the balance sheet approximate to their respective fair values except for the following:

	Group	
	Carrying amount RM'000	Fair Value RM'000
Financial Asset:		
At 30 April 2009:		
Quoted loan stocks in Malaysia	661	992
At 30 April 2008:		
Quoted warrants in Malaysia	731	1,006
Malaysian Government Securities	3,033	3,054
	3,764	4,060
Financial liability:		
At 30 April 2009:		
Term loan - Fixed rates	262,686	198,833
At 30 April 2008:		
Term loan - Fixed rates	360,000	333,791

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

i) Cash and bank balances, receivables, payables, short term investments, fixed rates borrowings and amount due from / to subsidiary companies

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

The fair values of borrowings on the term loan are estimated by discounting the expected future cash flows using current interest rates for liabilities with similar risk profiles.

It is not practical to estimate the fair values of amount due from / to subsidiary companies, principally due to lack of fixed repayment term entered by the parties involved and without incurring excessive costs. However, the Group does not anticipate the carrying amounts of all these outstanding balances recorded at the balance sheet date to be significantly different from the values that would eventually be received or settled.

ii) Investment in unquoted securities

It is not practical to estimate the fair values of the Group's investment in unquoted securities because of the non-availability of a market price and the inability to estimate the fair value without incurring excessive costs.

iii) Investment in quoted securities

The fair values for quoted securities are obtained using market values as disclosed in Notes 6.

41 SEGMENT INFORMATION

(a) Business Segments:

30 April 2009	Toto betting and leasing of lottery equipment RM'000	Others * RM'000	Inter- segment RM'000	Consolidated RM'000
Revenue				
External sales	3,680,123	15,563	-	3,695,686
Inter-segment sales	-	12,060	(12,060)	-
				<u>3,695,686</u>
Results				
Segment results	612,913	(620)	(7,905)	604,388
Unallocated corporate expenses				(9,358)
Profit before other income and expenses				<u>595,030</u>
Investment related income				1,961
Investment related expenses				(3,606)
Other income				8,271
Finance costs				(16,111)
Share of results of an associated companies				(1)
Profit before tax				<u>585,544</u>
Income tax expense				(163,528)
Profit for the year				<u>422,016</u>
Minority interests				(8,462)
Profit attributable to equity holders of the Company				<u>413,554</u>
Assets				
Segment assets	1,488,844	162,991	(589,635)	1,062,200
Investments in equity method of associated companies	-	164	-	164
Unallocated corporate assets				52,110
Consolidated total assets				<u>1,114,474</u>
Liabilities				
Segment liabilities	251,720	120,635	(115,244)	257,111
Unallocated corporate liabilities				358,457
Consolidated total liabilities				<u>615,568</u>
Other information				
Capital expenditures	22,815	6,739	(5,817)	23,737
- Unallocated corporate expenses				65
				<u>23,802</u>
Depreciation and amortisation	15,164	1,203	-	16,367
- Unallocated corporate expenses				1,014
				<u>17,381</u>
Impairment losses	-	3,303	-	3,303
- Unallocated corporate expenses				303
				<u>3,606</u>
Other non-cash expenses	70	658	-	728

Notes To The Financial Statements

30 April 2009

41 SEGMENT INFORMATION (CONT'D)

(a) Business Segments (cont'd):

30 April 2008	Toto betting and leasing of lottery equipment RM'000	Others * RM'000	Inter- segment RM'000	Consolidated RM'000
Revenue				
External sales	3,250,259	27,538	-	3,277,797
Inter-segment sales	-	18,140	(18,140)	-
				<u>3,277,797</u>
Results				
Segment results	517,298	12,148	(9,847)	519,599
Unallocated corporate expenses				(8,804)
Profit before other income and expenses				<u>510,795</u>
Investment related income				3,210
Investment related expenses				(2,997)
Other income				14,049
Finance costs				(22,430)
Share of results of an associated companies				-
Profit before tax				<u>502,627</u>
Income tax expense				(143,878)
Profit for the year				<u>358,749</u>
Minority interests				(10,086)
Profit attributable to equity holders of the Company				<u>348,663</u>
Assets				
Segment assets	1,562,879	158,903	(746,897)	974,885
Investments in equity method of associated companies	-	165	-	165
Unallocated corporate assets				49,138
Consolidated total assets				<u>1,024,188</u>
Liabilities				
Segment liabilities	241,599	237,510	(232,879)	246,230
Unallocated corporate liabilities				424,038
Consolidated total liabilities				<u>670,268</u>
Other information				
Capital expenditures	22,466	252	(5,309)	17,409
- Unallocated corporate expenses				704
				18,113
Depreciation and amortisation	13,319	742	-	14,061
- Unallocated corporate expenses				992
				15,053
Reversal of impairment losses	-	(2,270)	-	(2,270)
Impairment losses	-	2,091	-	2,091
Other non-cash expenses	503	4,035	-	4,538

41 SEGMENT INFORMATION (CONT'D)

(b) Geographical Segments:

Total Revenue From External Customers

	Group	
	2009 RM'000	2008 RM'000
Malaysia	3,575,923	3,154,432
Others	119,763	123,365
	<u>3,695,686</u>	<u>3,277,797</u>

Segment Assets

	Group	
	2009 RM'000	2008 RM'000
Malaysia	895,360	780,894
Others	166,840	193,991
Unallocated corporate assets	52,274	49,303
	<u>1,114,474</u>	<u>1,024,188</u>

Capital Expenditures

	Group	
	2009 RM'000	2008 RM'000
Malaysia	21,542	14,982
Others	2,195	2,427
Unallocated corporate expenses	65	704
	<u>23,802</u>	<u>18,113</u>

Unallocated corporate items refer to items relating to investing or financing activities and items that cannot be reasonably allocated to individual segments.

Other non-cash items mainly include unrealised loss on foreign exchange, write-off of property, plant and equipment, inventories written down and allowance for doubtful debts.

Inter-segment transactions / items are eliminated on consolidation.

Capital expenditure consists of additions of property, plant and equipment, intangible assets and investment properties.

- * Other business segments include property investment and development and investment holding and manufacture and distribution of computerised lottery and voting systems, none of which are of a sufficient size to be reported separately.

Notes To The Financial Statements

30 April 2009

42 SIGNIFICANT EVENTS AFTER THE FINANCIAL YEAR

- (a) On 4 May 2009, the Company announced that its wholly-owned subsidiary company, BSTC had entered into a Share Sale Agreement with Ferrystar Limited for the proposed acquisition of 60.655 million ordinary shares of Php1.00 each representing approximately 6.81% equity interest in PGPI for a total cash consideration of Php455.95 million (equivalent to RM33.959 million). The acquisition was completed in May 2009 and consequently, the total equity interests held by the Group increased from 81.45% to 88.26%.
- (b) On 15 June 2009, the Company entered into a Share Sale Agreement with its wholly-owned subsidiary, Magna Mahsuri Sdn Bhd ("Magna Mahsuri") for the disposal of 19,500,000 shares of USD1.00 each representing 100% of the issued and paid-up share capital of BSTC, another wholly-owned subsidiary of the Company for a total consideration of RM520.0 million. The total consideration of RM520.0 million for the sales of shares is satisfied by Magna Mahsuri via the issuance of 260.0 million new ordinary shares of RM1.00 each valued at RM2.00 per share. Upon completion of the disposal of BSTC, an exceptional gain on disposal of approximately RM469.33 million was recognised at the Company level. However, the disposal is an intra group transaction and does not have any effect at the group level as the gain on disposal is eliminated under the consolidation principles.

43 COMPARATIVES

Certain comparative figures have been reclassified and restated for fairer presentation to conform with the current year's presentation:

	As previously reported RM'000	Amount reclassified RM'000	As restated RM'000
Balance Sheet			
Group			
Other long term investments (Note 6):			
- club memberships	628	416	1,044
Receivables (Note 12):			
- other receivables	11,853	(416)	11,437
Short term borrowings (Note 23)	122,500	(25,186)	97,314
Long term borrowings (Note 23)	237,500	25,186	262,686
Company			
Other long term investments (Note 6):			
- club memberships	-	416	416
Receivables (Note 12):			
- other receivables	416	(416)	-

List of Properties

as at 30 April 2009

Location	Tenure	Date of Acquisition	Age of Building	Size	Description/ Existing Use	Fair Value RM'000	Net Book Value RM'000
Lot 174 TS 18 North East District, Penang (74, 76 & 78 Rope Walk, Penang)	Freehold	30.08.1990	69 yrs	4,826 sq. ft.	3 units of 2-storey shophouse - vacant	900	N/A
Kelong Restaurant Estimate 100 meter off-shore of Berjaya Langkawi Beach & Spa Resort situated in accordance with GPS at 6 21.634 N and 99 39.639 E	Leasehold	11.11.1999	9 yrs	5,429 sq. ft.	Restaurant premise for rental	1,800	N/A
Berjaya Times Square 11th Floor No. 1, Jalan Imbi 55100 Kuala Lumpur	Freehold (Strata title)	06.01.1998	6 yrs	106,027 sq. ft.	One floor of office space of an integrated commercial development for rental	58,456	N/A
Lot SL-012 & 013 Sri Pelangi Shoplot Ground Floor, Block C Jalan Genting Klang, Setapak, 53300 Kuala Lumpur	Freehold	12.12.1992	15 yrs	3,187 sq. ft.	2 units of ground floor shoplot - 2 units for rental	1,330	N/A
Lots 335 & 336 Mukim Kuala Kuantan Astana Golf Resort, KM 7, Bandar Indera Mahkota, 25300 Kuantan, Pahang Darul Makmur	Leasehold 99 years expiring on 10 Sept 2092	18.12.1992	-	16,414 sq. ft.	2 bungalow lots - vacant	260	N/A
A171 Sri Dagangan Business Centre Jalan Tun Ismail 25100 Kuantan, Pahang Darul Makmur	Freehold	26.09.1992	15 yrs	1,430 sq. ft.	1 unit of 3-storey shop/ office - 2 floors for sales office and 1 floor vacant	N/A	305
A173 Sri Dagangan Business Centre Jalan Tun Ismail 25100 Kuantan, Pahang Darul Makmur	Freehold	26.09.1992	15 yrs	1,430 sq. ft.	1 unit of 3-storey shop/ office - 2 floors for rental and 1 floor vacant	820	N/A
Lot 367, Section 11 Kuching Town Land District Jalan Kulas, 93400 Kuching, Sarawak	Freehold	28.03.1994	16 yrs	1,214 sq. ft.	1 unit of 4-storey shophouse - 1 floor for rental - 3 floors vacant	1,200	N/A
Lot 19, Bornion Commercial Centre 88100 Luyang Kota Kinabalu, Sabah	Leasehold 999 years expiring on 15 May 2915	24.12.1994	16 yrs	3,750 sq. ft.	1 unit of 3-storey shoplot - 2 floors for sales office and 1 floor vacant	N/A	460
24, Jalan SS2/66, 47300 Petaling Jaya, Selangor Darul Ehsan	Freehold	30.12.1994	37 yrs	1,680 sq. ft.	1 unit of 3-storey shophouse for rental	2,600	N/A
No. 14, Sri Desa Entrepreneur's Park Jalan Kuchai Lama, 58200 Kuala Lumpur	Freehold	23.11.1995	11 yrs	6,760 sq. ft.	1 unit of 5-storey shopoffice - 5 floors for rental	1,660	N/A

List of Properties

as at 30 April 2009

Location	Tenure	Date of Acquisition	Age of Building	Size	Description/ Existing Use	Fair Value RM'000	Net Book Value RM'000
Kim's Park Business Centre No. 1, Jalan Penjaja 3/A Batu Pahat, Johor Darul Takzim	Freehold	15.06.1998	10 yrs	2,575 sq. ft.	1 unit of 3-storey shopoffice - 1 floor for sales office and 2 floors vacant	N/A	733
H.S. (D) 10222, P.T. No. 10961 Bentung, Pahang Darul Makmur	Leasehold 99 years expiring on 4 May 2094	23.12.1999	-	119,845 sq. ft.	Vacant land	2,620	N/A
Lot 11, Jalan Oniks 2, 7/11 B, Seksyen 7 Shah Alam, Selangor Darul Ehsan	Leasehold 99 years expiring on 28 May 2103	28.05.2004	-	19,752 sq. ft.	Vacant land	1,000	N/A
No. A5-1, Meranti Park Apartments Jalan BTR 1/5, Bukit Tinggi Resort 28750 Bentong, Pahang Darul Makmur	Leasehold 99 years expiring on 4 May 2094	08.09.2005	10 yrs	949 sq. ft.	1 unit of apartment - vacant	210	N/A
No. PHA-3, Meranti Park Apartments Jalan BTR 1/5, Bukit Tinggi Resort 28750 Bentong, Pahang Darul Makmur	Leasehold 99 years expiring on 4 May 2094	08.09.2005	10 yrs	1,465 sq. ft.	1 unit of apartment - vacant	310	N/A
12, Jalan 4/91A, Taman Shamelin Perkasa, 56100 Kuala Lumpur	Leasehold 99 years expiring on 11 Sept 2082	18.06.2007	14 yrs	1,043 sq. ft.	1 unit of 3-storey semi detached factory lot - logistic, field support and central sales office	N/A	3,843
No. 15, Jalan Gemilang 8/1, Bandar Banang Jaya, 83000 Batu Pahat, Johor Darul Takzim	Freehold	In year 1997	12 yrs	3,507 sq. ft.	1 unit of 1½-storey terrace workshop	205	N/A

N/A denotes Not Applicable

REVALUATION POLICY

The Group does not adopt a policy of regular revaluation of its properties except for investment properties which are stated at fair value.

Material Contracts

Other than as disclosed in Notes 29, 38 and 39 of the financial statements for the financial year ended 30 April 2009, neither Berjaya Sports Toto Berhad nor any of its subsidiaries has entered into any material contracts involving Directors and major shareholders.

Additional Information

The amount of non-audit fees incurred for services rendered to the Group by the Company's auditors, or a firm affiliated to the auditors' firm, for the financial year ended 30 April 2009 amounted to RM65,000 (2008 : RM59,000).

Recurrent Related Party Transactions of Revenue Nature

The aggregate value of transactions conducted pursuant to shareholders' mandate were as follows:

Related parties	Nature of transaction	Name of companies	Amount transacted during the financial year (RM'000)
Berjaya Corporation Berhad and its unlisted subsidiary companies			
Berjaya Corporation Berhad	Management fees payable for services rendered that include, inter-alia, the provision of finance, secretarial and general administrative services	Berjaya Sports Toto Berhad	720
Berjaya Education Sdn Bhd	Receipt of education and staff training services	Sports Toto Malaysia Sdn Bhd	4
Berjaya Registration Services Sdn Bhd	Receipt of share registration services	Berjaya Sports Toto Berhad	398
Berjaya Higher Education Sdn Bhd	Rental income and and service charges for renting of partially furnished floor space at part of Level 11, Berjaya Times Square	Magna Mahsuri Sdn Bhd	(2,072)
Stephen Properties Sdn Bhd	Rental for renting of storage areas	Berjaya Sports Toto Berhad FEAB Properties Sdn Bhd	4
Ambilan Imej Sdn Bhd	Rental & service charge for renting of office at part of Level 12, Berjaya Times Square	Berjaya Sports Toto Berhad	2,158
Inter-Pacific Trading Sdn Bhd	Purchase of stationery products	Berjaya Sports Toto Berhad Sports Toto Malaysia Sdn Bhd	102
Berjaya Land Berhad and its unlisted subsidiary companies			
Berjaya Guard Services Sdn Bhd	Receipt of security guard services	Sports Toto Malaysia Sdn Bhd	2,442
Berjaya Langkawi Beach Resort Sdn Bhd	Rental of villa at Berjaya Langkawi Beach & Spa Resort	Berjaya Sports Toto Berhad	180
	Rental income for renting Kelong restaurant premise	FEAB Properties Sdn Bhd	(102)
Nada Embun Sdn Bhd	Rental and service charges for renting of office premises at part of Level 13, Berjaya Times Square	Berjaya Sports Toto Berhad Sports Toto Malaysia Sdn Bhd	1,858
Berjaya Land Development Sdn Bhd	Rental for renting of office premises	FEAB Properties Sdn Bhd FEAB Land Sdn Bhd	22
Berjaya Hospitality Services Sdn Bhd	Rental for renting of function rooms at Berjaya Times Square Hotel & Convention Centre	Sports Toto Malaysia Sdn Bhd	23

Recurrent Related Party Transactions of Revenue Nature

Related parties	Nature of transaction	Name of companies	Amount transacted during the financial year (RM'000)
Berjaya Assets Berhad (formerly known as Matrix International Berhad) and its unlisted subsidiary companies			
Natural Avenue Sdn Bhd	Supply of computerised lottery systems and related services	International Lottery & Totalizator Systems, Inc.	(217)
Berjaya Times Square Sdn Bhd	Parking charges	Sports Toto Malaysia Sdn Bhd	326
	Rental and service charges for renting of office	Sports Toto Malaysia Sdn Bhd	36
Berjaya TS Management Sdn Bhd	Service charges and sinking fund for maintenance of office block	Magna Mahsuri Sdn Bhd	763
Berjaya Media Berhad and its unlisted subsidiary companies			
Sun Media Corporation Sdn Bhd	Procurement of promotion, advertising and publishing services	Berjaya Sports Toto Berhad	39
Other related parties			
Nautilus Corporation Sdn Bhd	Rental for renting of resort room at Genting View Resort, Pahang for guests use	FEAB Properties Sdn Bhd	2
Qinetics Solutions Berhad	Purchase of hardware, software and network equipment	Sports Toto Malaysia Sdn Bhd Berjaya Sports Toto Berhad	172
	Receipt of software, development and implementation services	Sports Toto Malaysia Sdn Bhd	978
	Procurement of e-newsletter, website development and maintenance services	Sports Toto Malaysia Sdn Bhd	17
Graphic Press Group Sdn Bhd	Procurement of Toto betting slips printing services	Sports Toto Malaysia Sdn Bhd	13,950
Quasar Carriage Sdn Bhd	Purchase of motor vehicles, component parts and other related products and services	Sports Toto Malaysia Sdn Bhd Berjaya Sports Toto Berhad	4,049
GPS Tech Solutions Sdn Bhd	Procurement of remote surveillance services	Sports Toto Malaysia Sdn Bhd	5
U Mobile Sdn Bhd	Rental & service charge income from renting office at part of Level 11, Berjaya Times Square	Magna Mahsuri Sdn Bhd	(1,334)

Statement of Directors' Shareholdings

as at 2 September 2009

THE COMPANY

	Number of ordinary shares of RM0.10 each			
	Direct Interest	%	Deemed Interest	%
Tan Sri Dato' Thong Yaw Hong	577,500	0.04	217,500 327,856 *	0.02 0.02
Dato' Robin Tan Yeong Ching	828,000	0.06	-	-
Chan Kien Sing	3,428	0.00	-	-
Freddie Pang Hock Cheng	390,000	0.03	162,066 *	0.01
Rayvin Tan Yeong Sheik	165,000	0.01	-	-
Seow Swee Pin	43,500	0.00	7,500 *	0.00
Tan Sri Dato' Tan Chee Sing	7,194,891	0.53	720,000 *	0.05
Mohamed Saleh Bin Gomu	-	-	-	-
Datuk Robert Yong Kuen Loke	1,956,857	0.14	-	-

HOLDING COMPANY BERJAYA LAND BERHAD

	Number of ordinary shares of RM1.00 each			
	Direct Interest	%	Deemed Interest	%
Tan Sri Dato' Thong Yaw Hong	43,750	0.00	285,000 96,250 *	0.02 0.00
Dato' Robin Tan Yeong Ching	150,000	0.01	-	-
Freddie Pang Hock Cheng	40,000	0.00	1,000 *	0.00
Tan Sri Dato' Tan Chee Sing	725,521	0.06	2,000,000 *	0.18
Datuk Robert Yong Kuen Loke	90,000	0.01	-	-

ULTIMATE HOLDING COMPANY BERJAYA CORPORATION BERHAD

	Number of ordinary shares of RM1.00 each			
	Direct Interest	%	Deemed Interest	%
Tan Sri Dato' Thong Yaw Hong	156,794	0.01	299,405 25,000 *	0.01 0.00
Dato' Robin Tan Yeong Ching	722,847	0.02	5,000 *	0.00
Chan Kien Sing	47,688	0.00	-	-
Freddie Pang Hock Cheng	217,388	0.01	143,300 *	0.00
Rayvin Tan Yeong Sheik	2,000	0.00	-	-
Tan Sri Dato' Tan Chee Sing	51,029,800	1.51	678,350 *	0.02
Datuk Robert Yong Kuen Loke	1,020,548	0.03	-	-

	Number of 0% Irredeemable Convertible Unsecured Loan Stocks 2005/2015 of RM0.50 nominal value each			
	Direct Interest	%	Deemed Interest	%
Rayvin Tan Yeong Sheik	6,666	0.00	-	-
Tan Sri Dato' Tan Chee Sing	13,445,784	0.84	1,348,437 *	0.08
Datuk Robert Yong Kuen Loke	741	0.00	-	-

Statement of Directors' Shareholdings

as at 2 September 2009

RELATED COMPANY BERJAYA MEDIA BERHAD

	Number of ordinary shares of RM0.80 each			
	Direct Interest	%	Deemed Interest	%
Freddie Pang Hock Cheng	4,800	0.00	7,200 *	0.00

	Number of Warrants			
	Direct Interest	%	Deemed Interest	%
Freddie Pang Hock Cheng	2,400	0.00	9,600 *	0.02

* Indirect interests held pursuant to Section 134(12)(c) of the Companies Act, 1965.

Save as disclosed, none of the Directors of the Company had any interests in the shares and debentures of the Company or its related corporations as at 2 September 2009.

Statistics on Shareholdings

as at 24 August 2009

ANALYSIS OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	Percentage	No. of Shares	Percentage
less than 100	893	1.95	25,593	0.00
100 - 1,000	4,717	10.33	3,386,166	0.25
1,001 - 10,000	32,944	72.14	103,313,615	7.68
10,001 - 100,000	6,499	14.23	153,760,332	11.43
100,001 - 67,284,906	615	1.35	842,910,337	62.64
67,284,907* & above	1	0.00	242,302,097	18.00
Total	45,669	100.00	1,345,698,140	100.00

Note:

There is only one class of shares in the paid-up capital of the Company. Each share entitles the holder to one vote.

* Denotes 5% of the total number of shares with voting rights in issue.

LIST OF THIRTY LARGEST SHAREHOLDERS

No.	Name	No. of Shares	%
1	HSBC Nominees (Tempatan) Sdn Bhd <i>Exempt An For HSBC (Malaysia) Trustee Berhad (BLand-EB)</i>	242,302,097	18.00
2	Scotia Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Berjaya Land Berhad</i>	44,750,000	3.33
3	Mayban Securities Nominees (Tempatan) Sdn Bhd <i>Exempt An For UOB Kay Hian Pte Ltd (A/C Clients)</i>	36,878,035	2.74
4	Cimsec Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Vincent Tan Chee Yioun (EDT)</i>	32,542,017	2.42
5	Gateway Benefit Sdn Bhd	28,001,386	2.08
6	CIMB Group Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Berjaya Land Berhad (50002 JTRK)</i>	23,708,400	1.76
7	Mayban Securities Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For B L Capital Sdn Bhd (DLR 01Z-MARGIN)</i>	23,553,571	1.75
8	RHB Capital Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Berjaya Land Berhad (GBSB681143)</i>	21,214,285	1.58
9	Malaysia Nominees (Tempatan) Sendirian Berhad <i>Great Eastern Life Assurance (Malaysia) Berhad (PAR1)</i>	21,065,678	1.57
10	RHB Capital Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Berjaya Land Bhd (681124)</i>	19,821,428	1.47
11	Scotia Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Gateway Benefit Sdn Bhd</i>	19,750,000	1.47
12	Citigroup Nominees (Tempatan) Sdn Bhd <i>Exempt An for American International Assurance Berhad</i>	17,905,814	1.33
13	ABB Nominee (Tempatan) Sdn Bhd <i>Pledged Securities Account For Gateway Benefit Sdn Bhd (Corpbanking)</i>	16,928,571	1.26
14	Citigroup Nominees (Tempatan) Sdn Bhd <i>Exempt An for Prudential Fund Management Berhad</i>	16,816,785	1.25
15	CIMB Group Nominees (Tempatan) Sdn Bhd <i>Berjaya Land Berhad for B L Capital Sdn Bhd (50002 JTRK)</i>	16,178,571	1.20
16	Cimsec Nominees (Tempatan) Sdn Bhd <i>Exempt An For CIMB-GK Securities Pte Ltd (Retail Clients)</i>	16,089,946	1.20
17	Berjaya Land Berhad	13,180,494	0.98
18	Citigroup Nominees (Asing) Sdn Bhd <i>GSCO for Millgate Master Fund</i>	12,967,392	0.96

Statistics on Shareholdings

as at 24 August 2009

LIST OF THIRTY LARGEST SHAREHOLDERS (CONT'D)

No.	Name	No. of Shares	%
19	CIMB Group Nominees (Tempatan) Sdn Bhd <i>Berjaya Land Berhad for Gateway Benefit Sdn Bhd (50002 JTRK)</i>	12,750,000	0.95
20	Cimsec Nominees (Tempatan) Sdn Bhd <i>CIMB For Gateway Benefit Sdn Bhd (Banking 80)</i>	12,535,714	0.93
21	Cimsec Nominees (Tempatan) Sdn Bhd <i>CIMB For Berjaya Land Bhd (Banking 80)</i>	9,348,721	0.69
22	EB Nominees (Tempatan) Sendirian Berhad <i>Pledged Securities Account For Berjaya Land Bhd (BBB)</i>	7,982,142	0.59
23	HSBC Nominees (Asing) Sdn Bhd <i>BBH And Co Boston For PCA Asia Oceania High Dividend Equity Mother Fund (MTBJ)</i>	7,504,392	0.56
24	CIMB Group Nominees (Tempatan) Sdn Bhd <i>Noble Circle (M) Sdn Bhd For Berjaya Land Berhad (49357 KLMN)</i>	7,285,714	0.54
25	HSBC Nominees (Asing) Sdn Bhd <i>BBH And Co Boston For Vanguard Emerging Markets Stock Index Fund</i>	6,949,245	0.52
26	HSBC Nominees (Asing) Sdn Bhd <i>BBH And Co Boston For GMO Emerging Markets Fund</i>	6,578,592	0.49
27	HSBC Nominees (Asing) Sdn Bhd <i>Morgan Stanley & Co International PLC (Firm A/C)</i>	6,570,695	0.49
28	HSBC Nominees (Asing) Sdn Bhd <i>Exempt An For JPMorgan Chase Bank, National Association (U.A.E.)</i>	6,353,950	0.47
29	Cartaban Nominees (Asing) Sdn Bhd <i>Government Of Singapore Investment Corporation Pte Ltd For Government Of Singapore (C)</i>	6,241,371	0.46
30	Mayban Nominees (Tempatan) Sdn Bhd <i>Pledged Securities Account For Gateway Benefit Sdn Bhd (41401199616C)</i>	5,022,857	0.37
		718,777,863	53.41

LIST OF SUBSTANTIAL SHAREHOLDERS

as at 24 August 2009

Name of Substantial Shareholders	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
Gateway Benefit Sdn Bhd	312,321,421	23.21	-	-
Berjaya Land Berhad	219,774,096	16.33	419,082,096 (a)	31.14
Teras Mewah Sdn Bhd	-	-	638,856,192 (b)	47.47
Juara Sejati Sdn Bhd	-	-	648,248,333 (c)	48.17
Berjaya Group Berhad	-	-	648,248,333 (d)	48.17
Berjaya Corporation Berhad	-	-	648,248,333 (e)	48.17
Hotel Resort Enterprise Sdn Bhd	-	-	648,248,333 (f)	48.17
Tan Sri Dato' Seri Vincent Tan Chee Yioun	53,678,567	3.99	655,037,966 (g)	48.68

Notes:

- Deemed interested by virtue of its 100% interests in Gateway Benefit Sdn Bhd, Immediate Capital Sdn Bhd, Berjaya Land Development Sdn Bhd, B.L. Capital Sdn Bhd and Berjaya Langkawi Beach Resort Sdn Bhd.
- Deemed interested by virtue of its interest in Berjaya Land Berhad.
- Deemed interested by virtue of its interest in Berjaya Land Berhad and its deemed interests in Prime Credit Leasing Sdn Bhd, Inter-Pacific Securities Sdn Bhd and Inter-Pacific Capital Sdn Bhd.
- Deemed interested by virtue of its 100% interests in Teras Mewah Sdn Bhd and Juara Sejati Sdn Bhd.
- Deemed interested by virtue of its 100% interest in Berjaya Group Berhad.
- Deemed interested by virtue of its interest in Berjaya Corporation Berhad.
- Deemed interested by virtue of his interest in Berjaya Corporation Berhad, B & B Enterprise Sdn Bhd, Berjaya VTCY Sdn Bhd and his deemed interest in Premier Merchandise Sdn Bhd and Desiran Unggul Sdn Bhd.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Berjaya Sports Toto Berhad will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 21 October 2009 at 10.00 a.m. for the following purposes:-

AGENDA

1. To receive and adopt the audited financial statements of the Company for the year ended 30 April 2009 and the Directors' and Auditors' Reports thereon. RESOLUTION 1
2. To approve the payment of Directors' fees amounting to RM135,000 for the year ended 30 April 2009. RESOLUTION 2
3. To re-elect the following Directors retiring pursuant to Article 98(A) of the Company's Articles of Association:-
 - a) Freddie Pang Hock Cheng RESOLUTION 3
 - b) Mohamed Saleh Bin Gomu RESOLUTION 4
4. To re-elect the Director, Tan Sri Dato' Tan Chee Sing, who retires pursuant to Article 98(E) of the Company's Articles of Association. RESOLUTION 5
5. To re-appoint Tan Sri Dato' Thong Yaw Hong as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company pursuant to Section 129(6) of the Companies Act, 1965. RESOLUTION 6
6. To re-appoint Messrs Ernst & Young as Auditors and to authorise the Directors to fix their remuneration. RESOLUTION 7
7. As special business:-
 - a) To consider and, if thought fit, pass the following Ordinary Resolutions :-
 - (i) **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 approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Section 132D of the Companies Act, 1965, to issue and allot shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

RESOLUTION 8
 - (ii) **Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

"That, subject to the provisions of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given for the Company and its subsidiaries, to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.3 of the Circular to Shareholders dated 29 September 2009 ("Proposed Mandate") which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiaries on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:-

Notice of Annual General Meeting

- (i) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the AGM at which the ordinary resolution for the Proposed Mandate will be passed, at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed; or
- (ii) the expiration of the period within which the next AGM after the date it 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 at a general meeting;

whichever is the earlier;

And Further That authority be and is hereby given to the Directors of the Company and its subsidiaries to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution.”

RESOLUTION 9

(iii) Proposed Renewal of Authority to Purchase Its Own Shares by the Company

“THAT, subject always to the Companies Act, 1965, (“Act”), rules, regulations and orders made pursuant to the Act, provisions of the Company’s Memorandum and Articles of Association and Bursa Malaysia Securities Berhad (“Exchange”) Main Market Listing Requirements and any other relevant authority, the Directors of the Company be and are hereby authorised to purchase such number of ordinary shares of RM0.10 each in the Company (“BToto Shares”) through the Exchange and to take all such steps as are necessary (including the opening and maintaining of a central depositories account under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time and to do all such acts and things in the best interests of the Company, subject further to the following:-

1. the maximum number of ordinary shares which may be purchased and held by the Company shall be equivalent to ten per centum (10%) of the total issued and paid-up share capital of the Company inclusive of the 5,331,932 BToto Shares already purchased and retained as treasury shares;
2. the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the total retained profit or share premium reserve of the Company or both;
3. the authority shall commence immediately upon passing of this resolution until:-
 - (a) the conclusion of the next annual general meeting of the Company following the general meeting at which such resolution was passed at which time it will lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (b) the expiration of the period within which the next annual general meeting after that date is required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders in general meeting;

whichever occurs first;

Notice of Annual General Meeting

AND THAT upon completion of the purchase(s) of the BToto Shares or any part thereof by the Company, the Directors of the Company be and are hereby authorised to deal with any BToto Shares so purchased by the Company in the following manner :-

- (a) cancel all the BToto Shares so purchased; or
- (b) retain all the BToto Shares as treasury shares for future re-sale or for distribution as dividend to the shareholders of the Company; or
- (c) retain part thereof as treasury shares and subsequently cancelling the balance; or
- (d) any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Exchange and any other relevant authority for the time being in force."

RESOLUTION 10

- b) To consider and, if thought fit, to pass the following Special Resolution:-

Proposed Amendments to the Company's Articles of Association

"That the alterations, modifications, deletions and/or additions to the Company's Articles of Association contained in Part C of the Circular to Shareholders dated 29 September 2009 be and are hereby approved."

RESOLUTION 11

By Order of the Board
SU SWEE HONG
Secretary

Kuala Lumpur
29 September 2009

NOTES:

(A) APPOINTMENT OF PROXY

1. A member entitled to attend and vote at the meeting is entitled to appoint one (1) proxy only to attend and vote in his stead. A proxy may but need not be a member of the Company.
2. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 may appoint one (1) proxy in respect of each securities account.
3. The instrument appointing a proxy, shall be in writing under the hand of the appointor or his attorney duly authorised in writing, and in the case of a corporation, it must be executed either under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
4. The instrument appointing a proxy must be deposited at the Company's Registered Office, Lot 13-01A, Level 13 (East Wing), Berjaya Times Square, No.1 Jalan Imbi, 55100 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.

Notice of Annual General Meeting

NOTES (CONT'D):

(B) SPECIAL BUSINESS

- (i) Resolution 8 is proposed pursuant to Section 132D of the Companies Act, 1965 and if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to issue and allot shares not exceeding 10% of the existing issued and paid-up share capital of the Company for such purposes as the Directors may deem fit and in the interest of the Company. This authority, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 22 October 2008 and which will lapse at the conclusion of the Annual General Meeting.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

- (ii) Resolution 9 is in relation to the approval on the Shareholders' Mandate on Recurrent Related Party Transactions and if passed, will allow the Company and its subsidiaries to enter into Recurrent Related Party Transactions in accordance with paragraph 10.09 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The explanatory notes on Resolution 9 is set out in Part A of the Circular to Shareholders dated 29 September 2009 attached to the Annual Report.
- (iii) Resolution 10 if passed will provide the mandate for the Company to buy back its own shares up to a limit of 10% of the issued and paid-up share capital of the Company. The explanatory notes on Resolution 10 is set out in Part B of the Circular to Shareholders dated 29 September 2009 attached to the Annual Report.
- (iv) Resolution 11 relates to the proposed amendments to the Articles of Association of the Company to incorporate the recently revised provisions of the Bursa Malaysia Securities Berhad Main Market Listing Requirements. The relevant information of Resolution 11 is set out in Part C of the Circular to Shareholders dated 29 September 2009 attached to the Annual Report.

Form of Proxy

BERJAYA SPORTS TOTO BERHAD
(COMPANY NO. 9109-K)

I/We _____
(Name in full)

I.C. or Company No. _____ CDS Account No. _____
(New and Old I.C. Nos. or Company No.)

of _____
(Address)

being a member/members of BERJAYA SPORTS TOTO BERHAD hereby appoint:

_____ I.C. No. _____
(Name in full) (New and Old I.C. Nos.)

of _____
(Address)

or failing him/her, the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf, at the Annual General Meeting of the Company to be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 21 October 2009 at 10.00 a.m. or any adjournment thereof.

This proxy is to vote on the Resolutions set out in the Notice of the Meeting as indicated with an "X" in the appropriate spaces. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

	FOR	AGAINST
RESOLUTION 1 - To receive and adopt the Audited Financial Statements		
RESOLUTION 2 - To approve payment of Directors' Fees		
RESOLUTION 3 - To re-elect Freddie Pang Hock Cheng as Director		
RESOLUTION 4 - To re-elect Mohamed Saleh Bin Gomu as Director		
RESOLUTION 5 - To re-elect Tan Sri Dato' Tan Chee Sing as Director		
RESOLUTION 6 - To re-appoint Tan Sri Dato' Thong Yaw Hong as Director		
RESOLUTION 7 - To re-appoint Auditors		
RESOLUTION 8 - To approve authority to issue and allot shares		
RESOLUTION 9 - To renew and to seek shareholders' mandate for Recurrent Related Party Transactions		
RESOLUTION 10 - To approve the renewal of authority to purchase its own shares by the Company		
RESOLUTION 11 - To approve the proposed amendments to the Company's Articles of Association		

Signature of Shareholder(s)

No. of Shares Held

Signed this _____ day of _____, 2009

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint one (1) proxy only to attend and vote in his stead. A proxy may but need not be a member of the Company.
2. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 may appoint one (1) proxy in respect of each securities account.
3. The instrument appointing a proxy, shall be in writing under the hand of the appointor or his attorney duly authorised in writing, and in the case of a corporation, it must be executed either under its common seal or under the hand of its attorney.
4. The instrument appointing a proxy must be deposited at the Company's Registered Office, Lot 13-01A, Level 13 (East Wing), Berjaya Times Square, No.1 Jalan Imbi, 55100 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.

Fold this flap for sealing

Affix Stamp

THE COMPANY SECRETARY
BERJAYA SPORTS TOTO BERHAD
LOT 13-01A, LEVEL 13 (EAST WING)
BERJAYA TIMES SQUARE
NO. 1, JALAN IMBI
55100 KUALA LUMPUR

2nd fold here

1st fold here

GROUP ADDRESSES

Sports Toto Malaysia Sdn Bhd

Lot 13-01, Level 13 (East Wing)
Berjaya Times Square
No.1, Jalan Imbi, 55100 Kuala Lumpur
Tel: 03-2148 9888
Email: webmaster@sportstoto.com.my
www.sportstoto.com.my

Berjaya Lottery Management (HK) Limited

Level 28, Three Pacific Place
1 Queen's Road East, Hong Kong
Tel: 852-2980 1620
Fax: 852-2956 2192

International Lottery & Totalizator Systems, Inc

2310 Cousteau Court,
Vista (San Diego)
California 92081-8346
USA
Tel: 1 (760) 598 1655
Fax: 1 (760) 598 0219
Email: mktg@ilts.com
www.ilts.com

Prime Gaming Philippines, Inc.

Philippine Gaming Management Corporation

9th Floor, Rufino Pacific Tower
6784 Ayala Ave., cor V.A. Rufino Street, Makati City
Metro Manila, Philippines
Tel: 632-811 0668
Fa: 632-811 2293

THE COMPANY SECRETARY

Lot 13-01A, Level 13 (East Wing)
Berjaya Times Square
No.1, Jalan Imbi, 55100 Kuala Lumpur
Tel: 03-2149 1999
Fax: 03-2143 1685
www.berjaya.cc

