ABN 69 123 981 537

Financial Statements 30 June 2010

## **Company Particulars**

## Vietnam Emerging Capital Limited

**Directors** Jack Tan

Chairman

Lawrence Nguyen

Managing Director & CEO

Minh Hai Nguyen

Non-executive Director

Secretary & CFO Robert Lees

**Registered Office** Level 28, St Martins Tower

31 Market Street Sydney NSW 2000

Tel (02) 9267 4633 Fax (02) 9267 4388

Auditors Hall Chadwick

Level 29

31 Market Street Sydney NSW 2000

Solicitors O'Loughlins Lawyers

Level 2,

99 Frome Street Adelaide SA 5000

Share Register Registries Limited

Level 7,

207 Kent Street Sydney NSW 2000

Stock Exchange Listing Vietnam Emerging Capital Limited securities are listed on the National

Stock Exchange (NSX) - Code 'VEM'

A.B.N. 69 123 981 537

#### Directors' Report – 30 June 2010

Your directors present their report being the company Vietnam Emerging Capital Limited ("VECL") for the financial year ended 30 June 2010.

#### **Directors**

The names of persons who were directors of Vietnam Emerging Capital Limited NSX code "VEM" during the whole of the year and up to the date of this report are:

Jack Tan M. App Fin. F. Fin Minh Hai Nguyen B. Sc. M. Sc. Lawrence Nguyen B. Pharm. MAICD

Directors have been in office since the start of the year to the date of this report unless otherwise stated.

#### **Principal Activities**

The principal activity of the Company during the year was as an investment company raising capital to invest in listed and unlisted Vietnamese securities, including equity investment in property development companies.

#### **Operating Results**

The loss of the entity after providing for income tax amounted to (\$303,927), (2009: \$189,426).

#### Dividends - Vietnam Emerging Capital Limited

No dividends were paid or recommended for payment during or since the end of the financial year.

#### **Review of Operations**

Comments on the operations and the results of those operations for the year ended 30 June 2010 are set out below:

- From the initial investment of \$54,798 made in 2008 for a 20% holding in the Lac Trung IT Park Building Project, a stage 2 payment of \$30,737 was made in April 2009 and an additional 20% (making our total holding 40%) was acquired on June 2009 for the payment of \$55,074. The total cost at 30 June 2009 is \$140,609.
- Securities listed on the Vietnam Stock Exchange with an initial purchase cost of \$232,394 (2008:\$243,469) have a market value of \$215,651 (2009: \$201,563) at 30 June 2010.

#### Significant Changes in the State of Affairs

No Significant changes in the state of affairs of the entity have occurred during the financial year.

#### After balance date events.

There have been no subsequent events that would have a material impact on the financial report for the year ended 30 June 2010.

#### Future Developments, Prospects and Business Strategies

Disclosure of additional information regarding likely developments in the operations and expected results is likely to result in unreasonable prejudice to the entity.

#### **Environmental Regulations**

The entity's operations are in Vietnam and consist of investments in listed & unlisted companies. All environmental issues are the responsibility of these entities.

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### Directors' Report – 30 June 2010 (continued)

#### **Shares under Options**

At the date of this report there are no unissued ordinary shares of Vietnam Emerging Capital Limited.

17,818,557 Options with an exercise price of \$0.25 expired 30 June 2010.

No option holder has any right under the options to participate in any other share issue of the company.

#### Information on Directors:

Jack Tan

#### Executive Director and Chairman.

#### Experience & expertise

Appointed Chairman on16 February 2007. He has a Bachelor of Business Administration from University of Singapore (1973), and a Master of Applied Finance from Macquarie University (1995). He is a Fellow of the Financial Services Institute of Australasia and Member of the Australian Institute of Company Directors. Jack Tan is an investment banker with 30 years experience in the finance industry and has been an investment adviser with various stockbroking firms in Sydney. Jack has been instrumental in project acquisitions, evaluations and valuations and capital raisings including several public offerings and ASX listings.

Other current directorships
Overseas & General Limited
Former directorships in last 3 years
e-pay Asia Limited, Oracobe Limited
Health Corporation Limited, Rocklands Richfield Limited
Special responsibilities
Chairman

Interest in shares

1,082,744 ordinary shares in Vietnam Emerging Capital Limited

Lawrence Nguyen

#### **Managing Director & CEO**

#### Experience & expertise

Appointed a director on 16 February 2007. Lawrence has a Bachelor of Pharmacy from Sydney University (1996) and is currently completing his Masters of Pharmacy (Clinical). He has extensive pharmacy management and ownership experience, beginning with WH Soul Pattison group as a recipient of one of their coveted scholarships.

Lawrence currently has an interest in 10 pharmacies. He is a Member of The Australian Institute of Company Directors (MAICD) and is currently completing his Fellowship. He has management and corporate experience as a director of the public listed company. He is an active member of the Young Entrepreneur Organisation (EO) in Sydney, Australia. He has extensive knowledge of the Vietnamese economy and speaks Vietnamese fluently.

Other current directorships
None
Former directorships in last 3 years
Health Corporation Limited
Special responsibilities
Managing Director

Interest in shares

2,246,744 ordinary shares in Vietnam Emerging Capital Limited

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Directors' Report – 30 June 2010 (continued)

#### Information on Directors (continued):

• Minh Hai Nguyen

#### Non-Executive Director

Experience & expertise

Appointed a director on 16 February 2007. Minh has a Bachelor's degree from The University of Natural Sciences, Ho Chi Minh city (VNUHCM) (1980), a Bachelor's degree from The University of Economics, Ho Chi Minh city (UEH) (1994) and a Master of Environment from The University of Social Sciences and Humanity, HCM city (USSH) (2002). He is currently completing a PhD Thesis in Environmental Economics. He has over 18 years experience in management and operations of major trading and investment finance companies and is currently the CEO of Saigon Company Trading and Tourist Services, Lac Hong Informatics – Services & Saigon Long An Infrastructure Investment Construction Trading Joint Stock Company.

Other current directorships

None

Former directorships in last 3 years

None

Special responsibilities Local representative

Interest in share

2,246,744 ordinary shares in Vietnam Emerging Capital Limited

The above named directors held office during and since the end of the financial year unless otherwise indicated.

### **Company Secretary**

Robert Edward Lees was appointed Company Secretary on 16 February 2007. He holds a Bachelor of Business (Accounting) degree from UTS and a Graduate Diploma in Corporate Governance. He is an Associate of the Institute of Chartered Accountants in Australia and the Chartered Secretaries of Australia. He has served as a Company Secretary on a number of ASX listed entities since 1998.

#### **Meetings of Directors**

The Directors attendances at Directors' meetings held during the year were:

	Number	Number
	Attended	Held*
Jack Tan	6	6
Lawrence Nguyen	6	6
Minh Hai Nguyen	6	6

<sup>\*</sup> Reflects the maximum number of meetings each director was eligible to attend.

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Directors' Report – 30 June 2010 (continued)

#### Information on Directors (Continued):

#### **Indemnifying Officers or Auditors**

During or since the end of the financial year, the Company has not, in respect of any person who is or has been an officer or auditor of the company:

- Indemnified or made any relevant agreement for indemnifying against a liability incurred as an officer, other than costs and expenses of successfully defending legal proceedings; or
- Paid or agreed to pay a premium in respect of a contract insuring against a liability incurred as an officer for the costs or expenses to defend legal proceedings.

#### Proceedings on Behalf of Company

No person has applied for leave of Court to bring proceedings on behalf of the company or intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or any part of those proceedings. The company was not a party to any such proceedings during the year.

#### Non-Audit Services

The company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's experience and experience with the company are important.

The board of directors is satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001.

The directors are satisfied that the provision of non-audit services by the external auditor, as set out below, did not compromise the auditor independence requirements of the Corporations Act 2001 for the following reasons:

- all non-audit services have been reviewed by the board of directors to ensure they do not impact the integrity
  and objectivity of the auditor
- none of the services undermine the general principles relating to auditor independence as set out in APES 110:
   Code of Ethics for Professional Accountants set by the Accountants Professional and ethical Standards Board, including reviewing or auditing the auditor's own work, acting in a management or a decision-making capacity for the company, acting as advocate for the company or jointly sharing economic risk and rewards.

#### **Auditor's Independence Declaration**

Auditors' independence declaration as required under section 307C of the Corporations Act 2001 is set out on page 10.

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Directors' Report – 30 June 2010 (continued)

#### Remuneration Report

This remuneration report is set out under the following main headings

- A Principles used to determine the nature and amount of remuneration
- B Details of remuneration
- C Service agreements
- D Share-based compensation
- E Additional information

#### A Principles used to determine the nature and amount of remuneration

The Board of Directors is responsible for determining and reviewing director's compensation and reviewing the Managing Director's recommendations on the remuneration of key management personnel.

The current maximum amount of Non-executive fees approved by shareholders is fixed at \$250,000 per annum. No retirement or other long term benefits are provided to any director or the company secretary other than superannuation to those directors who are also employees at the rate of nine percent. The Non-executive Directors can claim reimbursement of out-of-pocket expenses incurred on behalf of VECL and time spent on specific issues.

No remuneration paid to directors or the Company Secretary is results based.

VECL does not pay its Company Secretary a fixed remuneration. The Company Secretary is paid for all his time on an hourly basis.

No retirement or other long term benefits are provided to any director or the company secretary.

#### B Details of remuneration

Information on directors' benefits is set out in Note 15 - Key management personnel disclosures. The entity has not granted options to Directors or Officers during the financial year. No employees were granted options as part of their remuneration.

#### Directors and other key management personnel

The following persons were directors of Vietnam Emerging Capital Limited during the financial year:

- (i) **Chairman & executive director** Jack Tan
- (ii) **Executive directors** Lawrence Nguyen
- ii) Non-**Executive director** Minh Hai Nguyen

The following persons also had authority and responsibility for planning, directing and controlling the activities of the group, directly or indirectly, during the financial year:

Name Position

Robert Lees Company Secretary

## Vietnam Emerging Capital Limited A.B.N. 69 123 981 537

Directors' Report – 30 June 2010 (continued)

### **Remuneration Report**

#### В Details of remuneration (continued)

The following table of benefits and payments details, in respect to the financial year, the component of remuneration for each member of the key management personnel of the Company and other executives of the Company.

Post-

				Post-				
2010	Short-te	rm employee	benefits	employ-	Long-term		Share-	
		. ,		menť	benefits		based	
				benefits			payment	
	Cash		Non-		Long			
	salary &	Cash bonus	monetary	Super-	service	Termination	Shares &	
Name	Fees	\$	benefits	annuation	leave	benefits	options	Total
	\$		\$	\$	\$	\$	. \$	\$
Non- executive						·		
Directors								
Minh Nguyen	_	_	_	_	_	_	_	_
,								
Executive directors								
Jack Tan	_	_	_	_	-	_	_	-
Chairman								
Lawrence Nguyen	_	_	_	_	_	_	_	-
Managing director								
Robert Lees	37,001	_	_	_	-	_	_	37,001
Company	,							ŕ
Secretary/CFO								
Total key								
management								
personnel	37,001	_	_	_	_	_	_	37,001
compensation								

2009	Short-te	rm employee	benefits	Post- employ- ment benefits	Long-term benefits		Share- based payment	
	Cash		Non-	6	Long	<b></b>	Cl 0	
Name	salary & Fees	Cash bonus	monetary benefits	Super- annuation	service leave	Termination benefits	options	Total
rume	\$	<b>J</b>	\$	\$	\$	\$	\$	\$
Non- executive Directors								
Minh Nguyen	9,000	-	-	_	-	-	-	9,000
James Huey to 14 Nov 2008	9,000	-	-	-	-	-	-	9,000
Executive directors Jack Tan Chairman	15,000	_	-	-	-	-	_	15,000
Lawrence Nguyen Managing director	21,000	_	_	_	_	_	_	21,000
Robert Lees <i>Company</i> <i>Secretary/CFO</i>	49,341	_	_	-	_	_	-	49,341
Total key management personnel compensation	103,341	-	_	-	-	-	_	103,341

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Directors' Report – 30 June 2010 (continued)

#### Remuneration Report (continued)

#### C. Service agreements

On appointment to the Board, all new non-executive directors enter into a service agreement with the company in the form of a letter of appointment. This letter summarises the appointment terms, director's duties, obligations and remuneration.

Employment contracts with executives nominated below may be terminated by the company twelve months notice, subject to termination payments as detailed below. The Directors have suspended indefinitely Directors Fees and Directors remuneration due to the current stock market conditions and the difficulty in raising capital to pursue the Companies investment objectives

Jack Tan - Chairman & executive Director

- Term of agreement from 30 November 2007 for an unspecified period with 12 months notice of termination or immediate termination in the event of gross misconduct.
- Base remuneration for the year ended 30 June 2009 of \$60,000 (pro-rata) plus 9% superannuation with at least 2 days per week devoted to company business. Entitled to pro-rata annual & sick leave. Jack Tan has from October 2008 discontinued his remuneration and as a consequence received total remuneration of \$15,000 in the year ended 30 June 2009.
- No remuneration is due or payable for the year ended 30 June 2010.

Lawrence Nguyen - Managing Director (from 16 February 2007)

- Term of agreement from 30 November 2007 for an unspecified period with 12 months notice of termination or immediate termination in the event of gross misconduct.
- Base remuneration for the year ended 30 June 2008 of \$84,000 (pro-rata) plus 9% superannuation with at least 3 days per week devoted to company business. Entitled to pro-rata annual & sick leave. Lawrence Nguyen has from October 2008 discontinued his remuneration and as a consequence received total remuneration of \$21,000 in the year ended 30 June 2009.
- No remuneration is due or payable for the year ended 30 June 2010.

### D Share-based Compensation

#### **Directors Share Options**

No Options were issued during the year and after year end to the date of this report by Vietnam Emerging Capital Limited to a director or any of the most highly remunerated officers as part of their remuneration.

#### E Additional information

No cash bonuses, loans or other remuneration has been paid to Key Management Personnel.

This Report of the Directors, incorporating the Remuneration Report, is signed in accordance with a resolution of the Board of directors.

On behalf of the Directors.

Director

Sydney 30 September 2010



#### Chartered Accountants and Business Advisers

## VIETNAM EMERGING CAPITAL LIMITED ABN 69 123 981 537

# AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001 TO THE DIRECTORS OF VIETNAM EMERGING CAPITAL LIMITED

I declare that, to the best of my knowledge and belief, during the year ended 30 June 2010 there have been:

- i. no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and
- ii. no contraventions of any applicable code of professional conduct in relation to the audit.

Hall Chadwick Level 29, 31 Market Street Sydney NSW 2000

**DREW TOWNSEND** 

Partner

Dated: 30 September 2010

#### SYDNEY

Level 29 St Martin's Tower 31 Market Street Sydney NSW 2000 Australia

GPO Box 3555 Sydney NSW 2001

Ph: (612) 9263 2600 Fx: (612) 9263 2800

#### PARRAMATTA

Ph: (612) 9687 2100 Fx: (612) 9687 2900

#### PENRITH

Ph: (612) 4721 8144 Fx: (612) 4721 8155

#### MELBOURNE

Ph: (613) 8678 1600 Fx: (612) 8678 1699

#### PERTH

Ph: (618) 9489 2555 Fx: (618) 9489 2556

#### BRISBANE

Ph: (617) 3211 1250 Fx: (617) 3211 1249

#### GOLD COAST

Ph: (617) 5538 2322 Fx: (617) 5526 8599

#### **PARTNERS**

Drew Townsend
David Kenney
Richard Albarran
Gino Malacco
Paul Leroy
Steven Gladman
Brent Kijurina
Blair Pleash
David Ross
Graham Webb
Domenic Calabretta
Bill Petrovski

#### **ASSOCIATES**

Sally Saad David Ingram Lyle Vallance

A member of AGN International Ltd, a worldwide association of separate and independent accounting and consulting firms

www.hallchadwick.com.au

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## STATEMENT OF COMPREHENSIVE INCOME

## FOR THE YEAR ENDED 30 JUNE 2010

	Note		
		2010	2009
		\$	\$
Revenue	4	69,848	56,170
Other Income	4	9,762	97,200
Accounting & Audit		(41,971)	(46,500)
Advertising & marketing		(286)	(1,793)
Compliance, listing & legal		(73,591)	(103,829)
Depreciation	5(a)	(1,402)	(1,881)
Directors fees	<b>O</b> (a)	(1,102)	(54,000)
Employee benefit expenses		(16,908)	(25,926)
Office rental expenses		(16,617)	(20,437)
Overseas travel & accommodation		(10,017)	(20, 107)
costs		(26,784)	(77,534)
Unrealised foreign exchange loss		(13,624)	(10,896)
Impairment of Joint Venture Entity	5(b)	(140,609)	(10,000)
Fair value adjustment to investment	0(0)	(1.10,000)	
shares held for trading	5(b)	(46,546)	_
Other expenses		(4,901)	-
(Loss) before income tax	-	(303,927)	(189,426)
Income tax expense	6	-	
(Loss) for the year		(303,927)	(189,426)
(2005, 101 1110 , 5011	-	(**************************************	
Other comprehensive income			
Income tax relating to comprehensive			
income tax relating to comprehensive	7		
	-		
Other comprehensive income for the year, net of tax		(303,927)	(189,426)
the year, her or tax	-	(000,021)	(100,120)
Total comprehensive income			
attributable to members of the		(303,927)	(189,426)
company		(000,021)	(100,120)
	=		
Earnings per share	- 00	(4.04)	(4.40)
Basic and Diluted Earnings Per Share	e 20	(1.91)	(1.19)

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## STATEMENT OF FINANCIAL POSITION

## **AS AT 30 JUNE 2010**

	Note		
		2010	2009
ASSETS		\$	\$
Current Assets			
Cash & cash equivalents	7(a)	83,817	262,060
Other receivables	8	2,644	8,263
Financial assets	9	215,651	201,563
Other assets		3,635	3,635
<b>Total Current Assets</b>		305,747	475,521
Non-Current Assets			
Investments Accounted for using the Equity Method	10		140,609
Plant & Equipment	11	6,030	7,432
Total Non Current Assets		6,030	148,041
Total Non Guirent Assets		0,000	170,071
<b>Total Assets</b>		311,777	623,562
Current Liabilities			
Trade & other payables	12	24,213	32,071
Total Current Liabilities		24,213	32,071
		<del></del>	,
Total Liabilities		24,213	32,071
Net Assets		287,564	591,491
EQUITY			
Issued Capital	13	1,628,148	1,628,148
Reserves	14(a)	-	79,206
Retained Earnings	14(b)	(1,340,584)	(1,115,863)
-	. ,		·
TOTAL EQUITY		287,564	591,491

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## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2010

	Issued capital	Retained Earnings	Options reserves	Total
	\$	\$	\$	\$
Balance at 1 July 2008	1,628,148	(926,437)	79,206	780,917
(Loss) attributable to members of the company	-	(189,426)	-	(189,426)
Balance at 30 June 2009	1,628,148	(1,115,863)	79,206	591,491
Balance at 1 July 2009	1,628,148	(1,115,863)	79,206	591,491
(Loss) attributable to members of the	-	(303,927)	-	(303,927)
company Transfer of Option reserve to retained earnings	-	79,206	(79,206)	-
Balance at 30 June 2010	1,628,148	(1,340,584)	-	287,564

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## **STATEMENT OF CASH FLOWS**

## FOR THE YEAR ENDED 30 JUNE 2010

	Notes	2010 \$	2009 \$
Cash Flows From Operating Activities			
Payments to suppliers and employees Dividends received Interest received Net cash (used in) operating		(132,172) 4,481 5,281	(247,853) 5,442 32,181
activities	7(b)	(122,409)	(210,230)
Cash Flows From Investing Activities			
Proceeds from sale of held for trading investment Payments for the purchase of		69,848	46,846
held for trading investment		(125,682)	(131,012)
Payments to joint venture			(85,811)
Net cash (used in) investing activities		(55,834)	(170,312)
Cash Flows From Financing Activities			
Proceeds from issue of shares			
Net cash provided by financing activities			
Net / (decrease) increase in cash held	1	(178,243)	(380,542)
Cash at beginning of financial year		262,060	642,602
Cash at end of financial year	7(a)	83,817	262,060

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2010

#### Note 1 - Statement of significant accounting policies

### **Basis of Preparation**

This general purpose financial report has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritive pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of this financial report are presented below and have been consistently applied unless otherwise stated.

The financial report has been prepared on an accrual basis and is based on historical cost, where applicable, by the measurement of fair value of selected non-current assets, financial assets and financial liabilities.

#### (a) Going Concern

The financial statements have been prepared on a going concern basis, which contemplates continuity of normal trading activities and realisation of assets and settlement of liabilities in the normal course of business.

The company has made an operating loss of \$303,927 during the year ended 30 June 2010.

The directors nevertheless believe that it is appropriate to prepare the financial report on a going concern basis as directors have guaranteed to provide continued financial support for 12 months period from the date of this Financial Report and in the event that further working capital is required, the directors believe they can secure further equity-raising. As part of cost cutting measures the directors have waived all directors' fees from October 2008. The going concern basis used in the preparation of the financial report may not be appropriate if the directors do not provide their continuous financial support, the equity raising is not successful, and the business does not generate sufficient positive cash flows in the future. In this event, the company may not be able to realise the full value of its assets and extinguish its liabilities, in the normal course of business at the amount stated in the financial report.

The financial report does not include any adjustments relating to the recoverability or classification of recorded asset amounts or classification of liabilities that might be necessary should the entity not be able to continue as a going concern.

#### (b) Revenue Recognition

Revenue from the rendering of a service is recognised upon delivery of the service to the customer.

Dividends received shall be recognised as revenue when the right to receive the dividend has been established.

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

All revenue is stated net of the amount of goods and services tax (GST).

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2010

#### Note 1 - Statement of significant accounting policies (continued)

#### (c) Income Tax

The income tax expense (revenue) for the year comprises current income tax expense (income) and deferred tax expense (income).

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well unused tax losses.

Current and deferred income tax expense (income) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantively enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

#### (d) Foreign Currency Transactions and Balances

Foreign currency transactions during the year are converted to Australian currency at the rates of exchange applicable at the dates of the transactions. Amounts receivable and payable at balance date are converted at the rates of exchange ruling at that date. The gains or losses from conversion of short-term assets and liabilities, whether realised or unrealised, are included in the result before income tax as they arise.

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2010

#### Note 1 - Statement of significant accounting policies (continued)

#### (e) Receivables

Trade receivables are recognised when the risks and rewards of ownership of the underlying sales transactions have passed to customers. This event usually occurs when services are provided to customers. Trade receivables are recorded at nominal amounts. Trade receivables are usually settled within 30 days. Collectability of overdue accounts is assessed on an ongoing basis. Specific provision is made for all doubtful accounts.

#### (f) Plant and Equipment

Each class of plant and equipment is carried at cost less, where applicable, any accumulated depreciation and impairment losses.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the assets employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the statement of comprehensive income.

The depreciable amount of all fixed assets is depreciated on a diminishing value basis over their estimated useful lives to the entity commencing from the time the asset is held ready for use.

The depreciation rates used for each class of depreciable assets are:

Class Of Fixed Asset	Depreciation Rate
Plant & Equipment	5 - 25%

The assets' residual values and useful lives are reviewed and adjusted if appropriate, at each balance sheet date.

### (g) Financial instruments

#### Initial Recognition and Measurement

Financial instruments, incorporating financial assets and financial liabilities, are recognised when the entity becomes a party to the contractual provisions of the instrument. Trade date accounting is adopted for financial assets that are delivered within timeframes established by marketplace convention.

Financial instruments are initially measured at fair value plus transactions costs where the instrument is not classified as at fair value through profit or loss. Transaction costs related to instruments classified as at fair value through profit or loss are expensed to profit or loss immediately. Financial instruments are classified and measured as set out below.

#### Derecognition

Financial assets are derecognised where the contractual rights to receipt of cash flows expires or the asset is transferred to another party whereby the entity is no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised where the related obligations are either discharged, cancelled or expire. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of noncash assets or liabilities assumed, is recognised in profit or loss.

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2010

#### Note 1 - Statement of significant accounting policies (continued)

#### (g) Financial instruments (continued)

Classification and Subsequent Measurement

#### Financial assets at fair value through profit or loss

Financial assets are classified at fair value through profit or loss when they are held for trading for the purpose of short term profit taking, where they are derivatives not held for hedging purposes, or designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Realised and unrealised gains and losses arising from changes in fair value are included in profit or loss in the period in which they arise.

#### ii. Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

#### iii. Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the entity's intention to hold these investments to maturity. They are subsequently measured at amortised cost.

#### iv. Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either not suitable to be classified into other categories of financial assets due to their nature, or they are designated as such by management. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments.

#### v. Financial Liabilities

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost.

#### Fair value

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

#### **Impairment**

At each reporting date, the entity assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen. Impairment losses are recognised in the statement of comprehensive income.

#### (h) Trade and Other Payables

These amounts represent unpaid liabilities for goods received by and services provided to the Entity prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually settled within 30 days.

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2010

#### Note 1 - Statement of significant accounting policies (continued)

#### (i) Impairment of Assets

At each reporting date, the Entity reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exits, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the assets carrying value. Any excess of the assets carrying value over its recoverable amount is expensed to the statement of comprehensive income.

Where it is not possible to estimate the recoverable amount of an individual asset, the entity estimates the recoverable amount of the cash-generating unit to which the asset belongs.

#### (j) Employee Benefits

Provision is made for the company's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs.

#### (k) Goods and Services Tax (GST)

Revenue, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. In the statement of financial position, trade receivables and payables are shown inclusive of GST.

Cash flows are presented in the statement of cash flow on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

#### (I) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less.

#### (m) Earnings per share

#### (i) Basic earnings per share

Basic earnings per share is determined by dividing the loss after income tax attributable to members of the company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

#### (ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

#### (n) Issued Capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options, associated with the acquisition of a business, are included as part of the purchase consideration.

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2010

#### Note 1 – Statement of significant accounting policies (continued)

#### (o) Critical Accounting Estimates & Judgements

Estimates and judgements are continually evaluated and are based on historical knowledge and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

#### Key estimates

#### (i) Impairment

The entity assesses impairment at each reporting date by evaluating conditions and specific to the entity that may be indicative of impairment triggers. Recoverable amounts of relevant assets are reassessed using value in use calculations which incorporate various key assumptions.

#### (p) New accounting standards and interpretations

Certain new and amended accounting standards and interpretations have been published that are not mandatory for 30 June 2010 reporting period. The company has decided against early adoption of these standards. The Company's assessment of the impact of these new and amended standards and interpretations is set out below.

#### Adoption of New and Revised Accounting Standards

During the current year the Group adopted all of the new and revised Australian Accounting Standards and Interpretations applicable to its operations which became mandatory.

The adoption of these standards has impacted the recognition, measurement and disclosure of certain transactions. The following is an explanation of the impact the adoption of these standards and interpretations has had on the financial statements of Vietnam Emerging Capital Limited.

#### **AASB 8: Operating Segments**

In February 2007 the Australian Accounting Standards Board issued AASB 8 which replaced AASB 114: Segment Reporting. As a result, some of the required operating segment disclosures have changed with the addition of a possible impact on the impairment testing of goodwill allocated to the cash generating units (CGUs) of the entity. Below is an overview of the key changes and the impact on the Company's financial statements.

#### Measurement impact

Identification and measurement of segments — AASB 8 requires the 'management approach' to the identification measurement and disclosure of operating segments. The 'management approach' requires that operating segments be identified on the basis of internal reports that are regularly reviewed by the entity's chief operating decision maker, for the purpose of allocating resources and assessing performance. This could also include the identification of operating segments which sell primarily or exclusively to other internal operating segments. Under AASB 114, segments were identified by business and geographical areas, and only segments deriving revenue from external sources were considered.

The adoption of the 'management approach' to segment reporting has resulted in the identification of reportable segments, is consistent with the prior year.

Under AASB 8, operating segments are determined based on management reports using the 'management approach', whereas under AASB 114 financial results of such segments were recognised and measured in accordance with Australian Accounting Standards. This has resulted in changes to the presentation of segment results, with inter-segment sales and expenses such as depreciation and impairment now being reported for each segment rather than in aggregate for the total entity's operations, as this is how they are reviewed by the chief operating decision maker.

#### Disclosure impact

AASB 8 requires a number of additional quantitative and qualitative disclosures, not previously required under AASB 114, where such information is utilised by the chief operating decision maker. This information is now disclosed as part of the financial statements.

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2010

#### Note 1 – Statement of significant accounting policies (continued)

#### (p) New accounting standards and interpretations (continued)

#### **AASB 101: Presentation of Financial Statements**

In September 2007 the Australian Accounting Standards Board revised AASB 101 and as a result, there have been changes to the presentation and disclosure of certain information within the financial statements. Below is an overview of the key changes and the impact on the Company's financial statements.

#### Disclosure impact

Terminology changes — The revised version of AASB 101 contains a number of terminology changes, including the amendment of the names of the primary financial statements.

Reporting changes in equity — The revised AASB 101 requires all changes in equity arising from transactions with owners, in their capacity as owners, to be presented separately from non-owner changes in equity. Owner changes in equity are to be presented in the statement of changes in equity, with non-owner changes in equity presented in the statement of comprehensive income. The previous version of AASB 101 required that owner changes in equity and other comprehensive income be presented in the statement of changes in equity.

Statement of comprehensive income — The revised AASB 101 requires all income and expenses to be presented in either one statement, the statement of comprehensive income, or two statements, a separate income statement and a statement of comprehensive income. The previous version of AASB 101 required only the presentation of a single income statement.

The Company's financial statements now contain a statement of comprehensive income.

Other comprehensive income — The revised version of AASB 101 introduces the concept of 'other comprehensive income' which comprises of income and expenses that are not recognised in profit or loss as required by other Australian Accounting Standards. Items of other comprehensive income are to be disclosed in the statement of comprehensive income. Entities are required to disclose the income tax relating to each component of other comprehensive income. The previous version of AASB 101 did not contain an equivalent concept.

#### **New Accounting Standards for Application in Future Periods**

The AASB has issued new and amended accounting standards and interpretations that have mandatory application dates for future reporting periods. The Group has decided against early adoption of these standards. A discussion of those future requirements and their impact on the Group follows:

AASB 9: Financial Instruments and AASB 2009-11: Amendments to Australian Accounting Standards arising from AASB 9 [AASB 1, 3, 4, 5, 7, 101, 102, 108, 112, 118, 121, 127, 128, 131, 132, 136, 139 1023 & 1038 and Interpretations 10 & 12] (applicable for annual reporting periods commencing on or after 1 January 2013).

These standards are applicable retrospectively and amend the classification and measurement of financial assets. The Group has not yet determined the potential impact on the financial statements.

The changes made to accounting requirements include:

- simplifying the classifications of financial assets into those carried at amortised cost and those carried at fair value;
- simplifying the requirements for embedded derivatives:
- removing the tainting rules associated with held-to-maturity assets;
- removing the requirements to separate and fair value embedded derivatives for financial assets carried at amortised cost;
- allowing an irrevocable election on initial recognition to present gains and losses on investments in

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2010

#### Note 1 – Statement of significant accounting policies (continued)

## (p) New accounting standards and interpretations (continued)

equity instruments that are not held for trading in other comprehensive income. Dividends in respect of these investments that are a return on investment can be recognised in profit or loss and there is no impairment or recycling on disposal of the instrument; and

- reclassifying financial assets where there is a change in an entity's business model as they are initially classified based on:
  - a. the objective of the entity's business model for managing the financial assets; and
  - b. the characteristics of the contractual cash flows.
- AASB 2009-4: Amendments to Australian Accounting Standards arising from the Annual Improvements Project
  [AASB 2 and AASB 138 and AASB Interpretations 9 & 16] (applicable for annual reporting periods commencing
  from 1 July 2009) and AASB 2009-5: Further Amendments to Australian Accounting Standards arising from the
  Annual Improvements Project [AASB 5, 8, 101, 107, 117, 118, 136 & 139] (applicable for annual reporting periods
  commencing from 1 January 2010).

These standards detail numerous non-urgent but necessary changes to accounting standards arising from the IASB's annual improvements project. No changes are expected to materially affect the Group.

AASB 2009-12: Amendments to Australian Accounting Standards [AASB's 5, 8, 108, 110, 112, 119, 133, 137, 139, 1023 & 1031 and Interpretations 2, 4, 16, 1039 & 1052] (applicable for annual reporting periods commencing on or after 1 January 2011).

This standard makes a number of editorial amendments to a range of Australian Accounting Standards and Interpretations, including amendments to reflect changes made to the text of International Financial Reporting Standards by the IASB. The standard also amends AASB 8 to require entities to exercise judgment in assessing whether a government and entities known to be under the control of that government are considered a single customer for the purposes of certain operating segment disclosures. These amendments are not expected to impact the Group.

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2010

#### Note 2 - Financial Risk Management

The entity's activities expose it to a variety of financial risks; market risk, credit risk, liquidity risk and cash flow interest rate risk. The entity's overall risk management program focuses on managing these risks and implementing and monitoring of controls around the cash management function. The entity's principal financial instruments consist of cash and cash equivalents and shares in listed Vietnamese Companies.

The entity management of treasury activities is centralised and governed by policies approved by the Board of Directors. The Board provides principles for overall risk management, as well as policies covering specific areas, such as identifying risk exposure, analysing and deciding upon strategies and performance measurement.

The entity held the following financial instruments

	2010 \$	2009 \$
Financial assets Cash & cash equivalents	83,817	262,060
Financial assets at fair value	•	,
through profit or loss	215,651	201,563
	299,468	463,623
Financial liabilities		
Trade and other payables	24,213	32,071
	24,213	32,071

#### (a) Interest rate risk

The entity's cash-flow interest rate risk primarily arises from cash at bank and deposits subject to market bank rates. Generally, no interest is receivable or payable on the entity trade and other receivables or payables.

#### (b) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash reserves to meet the ongoing operational requirements of the business. It is the entity's policy to maintain sufficient funds in cash and cash equivalents. Furthermore, the entity monitors its cash requirements and raises equity funding as and when appropriate to meet such planned requirements. The financial assets and liabilities detailed in the table above are considered by the directors to have maturity within 1 year.

#### (c) Foreign exchange risk

The entity operates internationally and is exposed to foreign exchange risk arising from various currencies, primarily with respect to the US dollar and the Vietnamese Dong. The entity has material currency risk as some cash and the shares in listed Vietnamese Companies are held in Vietnamese Dong. The carrying amount of the commercial transactions and recognised financial assets and liabilities are all in Australian currency.

The carrying amounts of the entity's financial assets and liabilities are denominated in Australian dollars except as set out below which is denominated in Vietnamese Dong:

	2010 \$	2009 \$
Cash & cash equivalents	9,483	12,341
+/- 5% in \$A/VND	+/-474	+/-617
Financial assets at fair value through profit or loss	215,651	201,563
+/- 5% in \$A/VND	+/-10,783	+/-10,178

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2010

#### Note 2 - Financial Risk Management (continued)

#### (d) Credit risk

The entity has treasury policies in place for deposit transactions for such transactions to be conducted with financial institutions with a minimum credit rating.

The credit risk on financial assets which have been recognised on the balance sheets is generally the carrying amount, net of any provisions. At balance date, cash and deposits were held with ANZ in Australia and by ANZ & SSI in Vietnam. For receivables refer to note 8.

The credit risk with respect to current and non-current receivables is in respect of its bankers.

#### (e) Price risk

The entity does not have any direct material market or commodity price risk relating to its financial assets or liabilities.

#### **Note 3 Segment Information**

The Group has adopted AASB 8 Operating Segments and AASB 2007-3 Amendments to Australian Accounting Standards arising from AASB 8 with effect from 1 January 2009. AASB 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (CODM) in order to allocate resources to the segment and to assess its performance. In contrast, the predecessor Standard (AASB 114 Segment Reporting) required an entity to identify two sets of segments (business and geographical), using a risks and rewards approach, with the entity's "system of internal financial reporting to key management personnel" serving only as the starting point for the identification of such segments.

The Group operates in a single segment being investments in securities of listed and unlisted companies in Vietnam.

	2010 \$	2009 \$
Note 4 - Revenue and other income		
Revenue		
Dividends	4,481	5,442
Interest – other persons	5,281	32,181
Other revenue	60,086	18,547
	69,848	56,170
Other Income Unrealised net gains on financial assets at fair value through profit or loss  • Held for trading	-	35,930
Reversal of impairment loss recognised in prior year profit or loss	-	54,798
Other Income	9,762	6,472
	9,762	97,200

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2010

	2010 \$	2009 \$
Note 5 – Expenses Loss before income tax from continuing operations includes the following specific expenses:	·	
(a) Depreciation - Plant & Equipment Total depreciation	1,402 1,402	1,881 1,881
(b) Significant items: Fair value adjustment to investment shares held for trading	46,546	
Impairment of interest in Joint venture	140,609	
Note 6 – Income tax expense		
a) Income tax expense Current tax Deferred tax	- - -	- - -
b) Numerical reconciliation of income tax expense to prima facie tax payable		
(Loss) before income tax expense	(303,927)	(189,426)
Tax at the Australian tax rate of 30% (2009 - 30%) Tax effect of amounts which are not deductible (taxable) in calculating taxable income:	(91,178)	(56,828)
Non-deductible depreciation, impairment & amortisation & other expenses	2,769	564
Benefits not brought to account in respect of temporary differences	30,538	(28,855)
- Benefits not raised in respect of tax losses	57,871	85,119
Income tax expense attributable to operating (loss) before income tax		
c) Deferred tax assets not recognised Tax losses Temporary differences	1,190,071 80,863 1,270,753	258,074 138,321 396,394

The deferred tax assets have not been brought to account as utilisation of these losses is not probable. The income tax losses can only be recovered by the company deriving future assessable income, conditions for deductibility imposed by law being complied with and no changes in tax legislation adversely affecting the realisation of the benefit from the deductions.

The balance of franking credits available for the franking of dividends at 30 June 2010 was nil (2009: nil).

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2010

	2010	2009
	\$	\$
Note 7 - Current assets - Cash & Cash		
Equivalents  a) Cash at the end of the financial year as shown in the Statement of Cash Flows is reconciled to the related items in the Statement of financial position as follows:		
Cash at Bank & in hand (i) Deposits (ii)	83,817 -	68,797 193,263
Balance per Statement of Cash Flows	83,817	262,060
(i) Cash interest rate range from 0.01% to 4.5% on the daily balance.		
(ii) Deposits – daily variable interest rates averaging 6.49%		
<b>b)</b> Reconciliation of cash flow from operations with net (loss) after income tax		
Operating (loss) after Income Tax Non-cash flows in net (loss)	(303,927)	(189,426)
Depreciation	1,402	1,881
Impairment of financial assets	46,546	(0.5.000)
Unrealised gain on financial assets Unrealised foreign exchange loss	- (12 624)	(35,930) 10,896
Impairment of joint venture	(13,624) 140,609	10,090
Reversal of impairment loss	-	(54,798)
Changes in assets and liabilities, net of effects		(5-1,1-5-7)
from disposal of subsidiaries		
(Increase)/decrease in trade receivables	- (4.070)	27,712
(Increase) in prepayments	(1,273)	(2,636)
Increase/(decrease) in trade and term payables	7,859	32,071
Net cash (used in) operating activities	(122,409)	(210,230)
	2010 \$	2009 \$
Note 8 – Other receivables	<del>*</del>	•
Current Asset		
Other receivables	2,644	8,263
Total Other receivables	2,644	8,263
No interest is receivable in respect of Other receival None of the other receivables are considered past of		

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2010

	2010 \$	2009 \$
Note 9 – Financial assets	<b>~</b>	Ψ
Financial assets at fair value through profit or loss		
Shares in listed Vietnamese companies	215,651	201,563
Shares held for trading are traded for the purpose Changes in fair value are included in the statem		
Note 10 – Investments Accounted for using the Equity Method		
Interest in Joint Venture Entity Opening balance	140,609	-
Contributions made during the year	-	85,811
Impairment provision Reversal of Impairment	(140,609)	- 54,798
Neversal of Impairment		140,609
Interests in Joint Venture Entities		
Share of joint venture entity's		
	2010 \$	2009 \$
Current assets	35,191	164,543
Non-current assets	276,793	162,682
Total assets	311,984	327,225
Current liabilities	139	-
Total liabilities	139	
Revenues	-	-
Expenses		<u>-</u>
Profit before income tax	-	-
Income tax expense		<u>-</u>
Profit after income tax	<u> </u>	-

Vietnam Emerging Capital Limited holds a 40% interest in Lac Trung Development Investment Joint Stock Company ('LTDI'). The principle activity is the proposed construction of a 12 level office building at Quang Trung Software City, District 12, Ho Chi Minh City (approximately 15 minutes from Tan Son Nhat International Airport). LTDI commissioned Savills Vietnam Ltd to provide a valuation report on the land for investment purposes that has supported the valuation at cost. The valuation provided is based on a discounted cash flow of future estimated rental earnings of the building development using market and non-market based assumptions. The valuation report is used to support the carrying value of the interest in the joint venture in 2009. The carrying value of the Joint Venture entity has been fully impaired for the year ending 30 June 2010 on the basis that the joint venture partners have not been able to attract debt funding to progress the project and although the directors have negotiated with parties interested in purchasing our interest, the directors have not been able to conclude a sale of the Company's holding. The impairment loss has been recognised in the statement of comprehensive income during the year and is presented as 'Impairment of Interest in Joint Venture Entity'.

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2010

	2010	2009 \$		
Note 11 – Plant & Equipment	\$	ð		
Plant and Equipment	9,638	9,638		
Less accumulated depreciation	(3,608) 6,030	(2,206) 7,432		
Movement in plant & equipment				
Written down value as at beginning of year Depreciation – plant & equipment at cost	7,432 (1,402)	9,313 (1,881)		
Written down value as at end of year	6,030	7,432		
	2010 \$	2009 \$		
Note 12 – Trade and other payables	Ψ	Ψ		
Trade payables	7,342	14,055		
Sundry payables & accrued expenses Total Trade and other payables	16,872 24,213	18,016 32,071		
. ,		<u> </u>		
Note 13 – Issued Capital	2010	2009	2010	2009
(a) Chara Carital	Shares	Shares	\$	\$
(a) Share Capital				
Fully paid ordinary shares	15,872,626	15,872,626	1,628,148	1,628,148

The company has authorised share capital amounting to 15,872,626 ordinary shares

(b) Date &	Details of movements in ordinary share capital:	Number of Shares	Issue Price \$	\$
	At 1 July 2008 No issues	15,872,626		1,628,148 -
	At 30 June 2009 No issues	15,872,626		1,628,148
	At 30 June 2010	15,872,626		1,628,148

#### (c) Ordinary shares

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the company in proportion to the number of shares held.

On a show of hands every holder of ordinary shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2010

#### Note 13 - Issued Capital (continued)

#### (d) Share Options

Option holders do not participate in dividends or in proceeds on winding up of the company. Option holders can only vote on motions relating to directly to options.

At balance date, all the current share options detailed below had expired and none were exercised or converted into ordinary shares. The details of the expired options are as follows:

Grant date	Date of expiry	Exercise price	Number under option
31 Oct 2007	30 June 2010	\$0.25	325,000
30 Nov 2007	30 June 2010	\$0.25	2,773,444
14 December 2007	30 June 2010	\$0.25	14,370,113
30 June 2008	30 June 2010	\$0.25	350,000
			17,818,557

#### **Capital management**

Management controls the capital of the entity's in order to maintain the entity's capital management objectives.

The entity's objectives for managing capital are to:

- Ensure their ability to operate as a going concern.
- Maximise returns to stakeholders by maintaining an optimal debt/equity structure via the issuance/redemption of debt or equity as appropriate.

There are no externally imposed capital requirements and there have been no changes in the strategy adopted by management to control the capital of the entity since the prior year.

Net Equity consists of:

- Issued capital
- Reserves
- Retained earnings

At this stage of corporate development debt is not considered appropriate.

	2010	2009
Note 14: Reserves & Retained Earnings	\$	\$
(a) Reserves Share Option reserve		79,206
Movements Share Option reserve		
Balance 1 July 2009  Transfer to retained earnings on lapse of	79,206 (79,206)	79,206 -
options at 30 June 2010  Balance at 30 June 2010		79,206
<b>(b) Retained earnings</b> Retained earnings at the beginning of the		
financial year	(1,115,863)	(926,437)
Transfer of Share Option reserve Current year loss	79,206 (303,927)	- (189,426)
	(1,340,584)	(1,115,863)

The option reserve records items recognised as expenses on valuation of share options.

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2010

#### Note 15 – Key management personnel disclosures

#### (a) Key management personnel compensation

	2010	2009
	\$	\$
Short-term employee benefits	37,001	103,341
Post-employment benefits	-	-
Long-term benefits	-	-
Termination benefits	-	-
Share-based payments	-	-
	37,001	103,341

The company has disclosed the detailed remuneration in the directors' report. The relevant information can be found in sections A-E of the remuneration report on pages 7 to 9.

#### Option holdings - 2010

The number of options in the company held during the financial year by each Director of Vietnam Emerging Capital Limited and other key management personnel of the entity, including their personally related parties are set out below:

Name	Balance at the start of the year	Granted during the year as remuneration	Exercised during the year	Other changes (Options lapsed)	Balance at the end of the year	Vested & exercisable at the end of the year
Directors						
Jack Tan	4,723,371	-	-	(4,723,371)	-	-
Lawrence Nguyen	4,723,371	-	-	(4,723,371)	-	-
Minh Hai Nguyen	4,723,371	-	-	(4,723,371)	ı	-
James Huey	200,000	-	-	(200,000)	1	-

Other key management personnel of the Entity

	•• • • • • • • • • •					
Robert Lees	150,000	-	1	(150,000)	-	1
Total	14,520,113	-	-	(14,520,113)	-	-

All options issued by Vietnam Emerging Capital Limited lapsed at 30 June 2010. None were exercised or converted into ordinary shares.

Option holdings - 2009

Name	Balance at the start of the year	Granted during the year as remuneration	Exercised during the year	Other changes	Balance at the end of the year	Vested & exercisable at the end of the year
Directors						
Jack Tan	4,723,371	-	-	-	4,723,371	4,723,371
Lawrence Nguyen	4,723,371	-	-	-	4,723,371	4,723,371
Minh Hai Nguyen	4,723,371	-	-	-	4,723,371	4,723,371
James Huey	200,000	-	•	•	200,000	200,000

Other key management personnel of the Entity

Robert Lees	150,000	ı	-	ı	150,000	150,000
Total	14,520,113	-	-	-	14,520,113	14,520,113

No Directors, executives or employees are participants in an employee share scheme.

The number of shares in the company held during the financial year by each Director of Vietnam Emerging Capital Limited and other key management personnel of the entity, including their personally related parties are set out below:

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2010

5,876,232

2,996,746

#### Note 15 - Key management personnel disclosures (continued)

Shareholdings - 2010

Shareholdings - 2010							
		Received during	Other				
	Balance	the year on the	changes	Balance			
Name	at the start of	exercise of	during the	at the end of	Held indirectly		
	the year	options	year	the year	·		
Directors – Ordina	ary Shares						
Jack Tan	1,082,744	-	-	1,082,744	1		
Lawrence Nguyen	2,246,744	-	-	2,246,744	1,746,744		
Minh Hai Nguyen	2,246,744	-	-	2,246,744	950,001		
Executives – Ordinary Shares							
Robert Lees	300,000	-	-	300,000	300,000		

Shareholdings - 2009

Total

Name Balance at the start of the year		Received during the year on the exercise of options	Other changes during the vear	Balance at the end of the year	Held indirectly			
Directors – Ordinary Shares								
Jack Tan	1,082,744	-	-	1,082,744	1			
Lawrence Nguyen	2,246,744	-	-	2,246,744	1,746,744			
Minh Hai Nguyen	2,246,744	-	-	2,246,744	950,001			
James Huey	400,000	-	-	400,000	-			

#### **Executives – Ordinary Shares**

Robert Lees	300,000	-	-	300,000	300,000
Total	5,876,232	-	-	6,276,232	2,996,746

#### **Other Key Management Personnel Transactions**

5,876,232

There have been no other transactions involving equity instruments other than those described in the tables above.

#### Note 16 - Remuneration of Auditors

During the year the following fees were paid or payable for services provided by the auditor of the entity its related practices and non-related audit firms.

(Assurance services Audit services Hall Chadwick Audit and review of financial reports and other	\$	\$ \$
audit work under the Corporations Act 2001	41,971	36,500
	41,971	36,500

#### Note 17 - Commitments

A further VND 6 Billion is payable as contributed equity of the Lac Trung Investment and Development Joint Stock Co Ltd. which must be paid prior to construction commencing. At 30 June 2010 the value of this contribution is \$362,571 (2009: \$412,612).

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## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2010

#### Note 18 - Contingencies

#### **Contingent Liabilities**

There are no contingent liabilities at the end of the financial year.

#### Note 19 - Events after the balance sheet date

There have been no subsequent events that would have a material impact on the financial report for the year ended 30 June 2010.

#### Note 20 - Earnings Per Share

Note 20 – Earnings Per Share	2010 Cents	2009 Cents
Basic and diluted earnings per share	(1.91)	(1.19)
The following reflects the income and share data used in the calculation of basic and diluted earnings per share:		
g- p	2010	2009
Loss used in calculating basic & diluted earnings per share	(303,927)	(189,426)
Weighted average number of shares used as the denominator	Number of Shares 2010	Number of Shares 2009
Weighted average number of ordinary and partly paid shares used in the calculation of basic & diluted earnings per share	15,872,626	15,872,626
Number of Options on issue convertible at one to one Options are considered non-dilutive & lapsed at 30 June 2010		17,818,557

#### Note 21 – Related party transactions

#### (a) Key management personnel

Disclosures relating to key management personnel are set out in note 15.

#### (b) Transactions with related parties

There have been no transactions between Vietnam Emerging Capital Limited and its related parties during the year.

### Note 22 - Company Details

The address of the registered office which is also the principal place of business is Level 28, 31 Market Street Sydney 2000.

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#### **DIRECTORS' DECLARATION**

The Directors of the company declare that:

- 1. The Financial Statements and notes, as set out on pages 11 to 32, are in accordance with the Corporations Act 2001 and:
  - a) Comply with Accounting Standards; and
  - b) Give a true and fair view of the financial position as at 30 June 2010 and of the performance for the year ended on that date of the company.
- 2. the Chief Executive Officer and Chief Finance Officer have each declared that:
  - a) the financial records of the company for the financial year have been properly maintained in accordance with s 286 of the *Corporations Act 2001*;
  - b) the financial statements and notes for the financial year comply with the Accounting Standards; and
  - c) the financial statements and notes for the financial year give a true and fair view;
- 3. In the directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

This declaration is made in accordance with a resolution of the Board of Directors.

Director

Sydney

Dated this 30 September 2010



Chartered Accountants and Business Advisers

## VIETNAM EMERGING CAPITAL LIMITED ABN 69 123 981 537

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VIETNAM EMERGING CAPITAL LIMITED

#### Report on the Financial Report

We have audited the accompanying financial report of Vietnam Emerging Capital Limited, which comprises the statement of financial position as at 30 June 2010, and the statement of comprehensive income, statement of changes in equity and the statement of cash flows for the year ended on that date, a summary of significant accounting policies and other explanatory notes and the directors' declaration of the company.

#### Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Act 2001. This responsibility includes establishing and maintaining internal control relevant to the preparation and fair presentation of the financial report that is 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. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101: Presentation of Financial Statements, that compliance with the Australian equivalents to International Financial Reporting Standards (IFRS) ensures that the financial report, comprising the financial statements and notes, complies with IFRS.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

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

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

#### SYDNEY

Level 29 St Martin's Tower 31 Market Street Sydney NSW 2000 Australia

GPO Box 3555 Sydney NSW 2001

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#### PARRAMATTA

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#### MELBOURNE

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Ph: (617) 5538 2322 Fx: (617) 5526 8599

#### **PARTNERS**

Drew Townsend
David Kenney
Richard Albarran
Gino Malacco
Paul Leroy
Steven Gladman
Brent Kijurina
Blair Pleash
David Ross
Graham Webb
Domenic Calabretta
Bill Petrovski

#### **ASSOCIATES**

Sally Saad David Ingram Lyle Vallance

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www.hallchadwick.com.au



Chartered Accountants and Business Advisers

#### Independence

In conducting our audit, we have complied with the independence requirements of the Corporations Act 2001.

#### **Auditor's Opinion**

In our opinion:

- a. the financial report of Vietnam Emerging Capital Limited is in accordance with the Corporations Act 2001, including:
  - i. giving a true and fair view of the company's financial position as at 30 June 2010 and of its performance for the year ended on that date; and
  - ii. complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and
- b. the financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

#### Material Uncertainty Regarding Continuation as a Going Concern

Without qualifying our opinion, we draw attention to Note 1(a) in the financial statements which indicates that the company had incurred an operating loss of \$303,927 for the year ended 30 June 2010. This condition, along with other matters set forth in Note 1(a), indicates the existence of a material uncertainty which may cast doubt about the company's ability to continue as a going concern and to realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

#### Report on the Remuneration Report

We have audited the Remuneration Report included in pages 7 to 9 of the report of the directors for the year ended 30 June 2010. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with Section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

#### **Auditor's Opinion**

In our opinion the Remuneration Report of Vietnam Emerging Capital Limited for the year ended 30 June 2010, complies with Section 300A of the Corporations Act 2001.

Hall Chadwick Level 29, 31 Market Street Sydney, NSW 2000

**DREW TOWNSEND** 

Partner

Dated: 30 September 2010

#### SYDNEY

Level 29 St Martin's Tower 31 Market Street Sydney NSW 2000 Australia

GPO Box 3555 Sydney NSW 2001

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#### PARRAMATTA

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## Corporate governance

The Board of Directors of the Company will be responsible for the corporate governance of the Company including its strategic development.

The Company's corporate governance principles and policies are structured as follows:

Principle 1	Lay solid foundations for management and oversight
Principle 2	Structure the Board to add value
Principle 3	Promote ethical and responsible decision making
Principle 4	Safeguard integrity in financial reporting
Principle 5	Make timely and balanced disclosure
Principle 6	Respect the rights of Shareholders
Principle 7	Recognise and manage risk
Principle 8	Remunerate fairly and responsibly

#### (a) **Board responsibilities**

The Board will be accountable to the Shareholders for the performance of the Company and will have overall responsibility for its operations. Day to day management of the Company's affairs, and the implementation of the corporate strategy and policy initiatives, will be formally delegated by the Board to the CEO.

The key responsibilities of the Board will include:

- approving the strategic direction and related objectives of the Company and monitoring management performance in the achievement of these objectives;
- adopting budgets and monitoring the financial performance of the Company;
- reviewing the performance of the CEO;
- overseeing the establishment and maintenance of adequate internal controls and effective monitoring systems;
- ensuring all major business risks are identified and effectively managed; and
- ensuring that the Company meets its legal and statutory obligations.

For the purposes of the proper performance of their duties, the Directors are entitled to seek independent professional advice at the Company's expense, unless the Board determines otherwise. The Board schedules meetings on a regular basis and other meetings as and when required.

#### (b) Size and Composition of the Board

The Directors consider the size and composition of the Board are appropriate given the size and status of the Company. However the composition of the Board will be subject to review in a number of ways.

- The Constitution provides that at every annual general meeting, one third of the Directors shall retire from office but may stand for re-election.
- Board composition will be also reviewed periodically either when a vacancy arises or if it is considered the Board would benefit from the services of a new director, given the existing mix of skills and experience of the Board, which should match the strategic demands of the Company. Once it has been agreed that a new director is to be appointed, a search will be undertaken, using the services of external consultants, if considered necessary. Nominations would then be received and reviewed by the Board.

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## Corporate governance (continued)

### (c) Ethics and Independence

The Board recognises the need for Directors and employees to observe the highest standards of behaviour and business ethics when engaging in corporate activity. The Company intends to maintain a reputation for integrity. The Company's officers and employees are required to act in accordance with the law and with the highest ethical standards.

The Board is conscious of the need for independence and ensures that where a conflict of interest may arise, the relevant Director(s) leave the meeting to ensure a full and frank discussion of the matter(s) under consideration by the rest of the Board. Those Directors who have interests in specific transactions or potential transactions do not receive Board papers related to those transactions or potential transactions, do not participate in any part of a Directors' meeting which considers those transactions or potential transactions, are not involved in the decision making process in respect of those transactions or potential transactions, and are asked not to discuss those transactions or potential transactions with other Directors.

Directors of the Company are considered to be independent when they are free from any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the exercise of unfettered and independent judgment.

The Company considers industry experience and specific expertise to be important attributes of its Board members and therefore believes that the composition of the Board is appropriate given the size and development of the Company at the present time.

#### (d) **Board Committees**

It is the role of the Board to oversee the management of the Company and it may establish appropriate committees to assist in this role. The composition of the committees shall be as follows:

- the majority of the members of each Committee of the Board will be non-executive Directors;
- each committee will have a charter approved by the Board; and
- each committee will maintain minutes of each meeting of the committee, which will be circulated to all Directors.

Due to the current size of the Board, (three directors) the company has not established any committee's. The Board takes ultimate responsibility for the operations of the Company including remuneration of Directors and executives and nominations to the Board as well as risk and audit compliance.

Audit, Risk and Compliance Committee

The audit, risk and compliance committee, if established, would comprise of non-executive and independent directors, who are independent of senior management and operating executives of the Company, and free from any relationships which might, in the opinion of the Board, be construed as a conflict of interest. The Board will annually confirm the membership of the committee.

The committee's primary responsibilities are to:

- oversee the existence and maintenance of internal controls and accounting systems;
- oversee the management of risk within the Company;
- oversee the financial reporting process;
- review the annual and half-year financial reports and recommend them for approval by the Board of Directors;
- nominate external auditors;
- review the performance of the external auditors and existing audit arrangements; and
- ensure compliance with laws, regulations and other statutory or professional requirements, and the Company's governance policies.

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## Corporate governance (continued)

#### (e) Shareholder Communication

The Board strives to ensure that Shareholders are provided with sufficient information to assess the performance of the Company and its Directors and to make well-informed investment decisions. Information is communicated to Shareholders through:

- annual and half-yearly financial reports and quarterly reports;
- annual and other general meetings convened for Shareholder review and approval of Board proposals;
- continuous disclosure of material changes to NSX for open access to the public; and
- the Company maintains a website where all NSX announcements, notices and financial reports are published as soon as possible after release to NSX.

The auditor is invited to attend the annual general meeting of Shareholders. The Chairman will permit Shareholders to ask questions about the conduct of the audit and the preparation and content of the audit report.

#### (f) Identification and Management of Business Risk

The Board has identified the significant areas of potential business and legal risk of the Company. The identification, monitoring and, where appropriate, the reduction of significant risk to the Company will be the responsibility of the CEO and the Board.

The Board reviews and monitors the parameters under which such risks will be managed. Management accounts will be prepared on a monthly basis, and reviewed with the CEO at subsequent Board meetings. Budgets are prepared and compared against actual results.

#### (g) Remuneration

The Chairman and the non-executive Directors are entitled to draw Directors fees and receive reimbursement of reasonable expenses for attendance at meetings. From October 2008 the Board has resolved not to pay Director's fees until further notice. The Company is required to disclose in its annual report details of remuneration to Directors. The maximum aggregate annual remuneration which may be paid to non-executive Directors is \$250,000. This amount cannot be increased without the approval of the Company's shareholders.

#### (h) Securities Trading Disclosure

The Company has a formal policy for dealing in the Company's securities by Directors, employees and contractors. This sets out their obligations regarding disclosure of dealing in the Company's securities.

The Constitution permits Directors to acquire securities in the Company, however Company policy prohibits Directors and senior management from dealing in the Company's securities at any time whilst in possession of price sensitive information and for 24 hours after:

- any major announcements;
- the release of the Company's annual financial results to NSX; and
- the annual general meeting.

Directors must advise the Chairman of the Board before buying or selling securities in the Company. All such transactions are reported to the Board. In accordance with the provisions of the Corporations Act 2001 and the Listing Rules, the Company advises NSX of any transaction conducted by Directors in the securities of the Company.

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#### **NATIONAL STOCK EXCHANGE INFORMATION**

The following additional information is required by the National Stock Exchange Limited in respect of listed public companies.

#### 1. (a) Distribution of Ordinary Fully Paid Shareholder

The distribution of ordinary fully paid shareholders and their shareholdings at 23 September 2010 was as follows:

Range	Shareholders	Fully Paid Shares	%
1 - 1,000	0	0	0.00%
1,001 - 5,000	4	15,772	0.10%
5,001 - 10,000	65	573,040	3.61%
10,001 - 100,000	65	2,320,076	14.62%
100,001 - upwards	30	12,963,738	81.67%
Total	164	15,872,626	100.00%

**(b)** The number of ordinary fully paid shareholders holding less than marketable parcel is 1 with a total of 2,300 shares (0.015%)

(c) The names of substantial ordinary fully paid shareholders listed in the holding company's register as at 23 September 2010 are:

Shareholders Name	Number of Shares	%	
Lawrence Nguyen Nominees Pty Ltd < Nguyen			
Investment A/C>	1,746,742	11.00%	
Unilease Capital Sdn Bhd	1,300,000	8.19%	
Hai Minh Nguyen	1,296,743	8.17%	
Binh Thahn Hai Nguyen	950,001	5.99%	
Jack Tian Hock Tan	946,743	5.96%	

### (d) Voting Rights

Issued shares are either ordinary fully paid shares or partly paid shares. Each shareholder is entitled to one vote on any matter put to a vote by show of hands at a meeting of shareholders. Each fully paid shareholder is entitled to one vote per share on any matter put to a poll at a meeting of shareholders. Partly Paid Shareholders are entitled to vote to the extent to which the Partly Paid Shares are paid up.

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## NATIONAL STOCK EXCHANGE INFORMATION (continued)

## 2. Substantial Ordinary Fully Paid Shareholders

The top 20 ordinary fully paid shareholders and their shareholding at 23 September 2010 were as follows: –

	Name of Shareholder	Number of	% of
		Shares	Issued
			Capital
1	Lawrence Nguyen Nominees Pty Ltd <l a="" c="" investment="" nguyen=""></l>	1,746,742	11.00%
2	Unilease Capital Sdn Bhd	1,300,000	8.19%
3	Hai Minh Nguyen	1,296,743	8.17%
4	Binh Thanh Hai Nguyen	950,001	5.99%
5	Mr Jack Tian Hock Tan	946,743	5.96%
6	MF Custodian Ltd	650,000	4.10%
7	Mr Lawrence Nguyen	500,001	3.15%
8	Mrs Soon Gaik Khoo	474,166	2.99%
9	Mr Somchai Tongsumrith & Mrs Claire L Tongsumrith <tongsumrith< td=""><td></td><td></td></tongsumrith<>		
	Family S/F A/C>	466,666	2.94%
10	Meng Soon Kow	459,774	2.90%
11	Mr Rodney James Huey	400,000	2.52%
12	Mr Daniel Green <discretionary a="" c="" investment=""></discretionary>	333,334	2.10%
13	Coysec Services Pty Ltd	300,000	1.89%
14	Khoo Cheng Lye	250,000	1.58%
15	Ms Beryl Bao Pham <bc a="" c="" f="" healthquest="" s=""></bc>	250,000	1.58%
16	Ack Australia Pty Ltd <staff a="" c="" fund="" super=""></staff>	200,000	1.26%
17	Carnethy Evergreen Pty Ltd < Carnethy Evergreen Fund A/C>	200,000	1.26%
18	Mr Allen Ching-Lun Huang	200,000	1.26%
19	Mr David Stephens & Mrs Piroska Stephens <stephens a="" c="" f="" family="" s=""></stephens>	200,000	1.26%
20	Mr Mark Ivancic < Pyramid Foods Retirement A/C>	200,000	1.26%
	Total Twenty Largest Shareholders	11,324,170	71.34%
	Total Ordinary Shares on Issue at 23 September 2010	15,872,626	

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## **Pro-forma 5 Year Summary of Performance**

		2006	2007	2008	2009	2010
Gross Revenue	\$'000	n/a	-	42	50	70
Net profit before tax	\$'000	n/a	-	(927)	(189)	(304)
Total assets	\$'000	n/a	300	781	621	312
Total liabilities	\$'000	n/a	nil	nil	32	24
Shareholders funds	\$'000	n/a	300	781	591	288
Earnings per share	Cents	n/a	(0.04)	(7.01)	(1.19)	(1.91)
Dividends per share	Cents	n/a	n/a	n/a	n/a	n/a
Net tangible assets per share	Cents	n/a	4.2	4.9	3.7	1.2
Price Earnings ratio	×	n/a	n/a	n/a	n/a	n/a