

PERWAJA HOLDINGS BERHAD Company No.: 798513-D

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE QUARTER AND SIX MONTHS ENDED 30 JUNE 2010

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE QUARTER AND SIX MONTHS ENDED 30 JUNE 2010

	Unaudited 3 months ended		Unaudited		
	3 month 30.06.2010	30.06.2009	6 month 30.06.2010	30.06.2009	
	RM'000	RM'000	RM'000	RM'000	
Revenue	465,198	432,328	838,934	750,800	
Operating expenditure	(435,375)	(501,073)	(770,346)	(868,097)	
Other income	939	270	2,707	1,224	
Finance costs	(20,497)	(26,387)	(38,367)	(52,169)	
Profit/(Loss) before taxation	10,265	(94,862)	32,928	(168,242)	
Taxation		9,954		26,889	
Profit/(Loss) after taxation	10,265	(84,908)	32,928	(141,353)	
Other comprehensive income, net of tax					
Available-for-sale (AFS) investment's fair value					
movements	62		124		
Total comprehensive income/(loss)	10,327	(84,908)	33,052	(141,353)	
Total comprehensive income/(loss) attributable to:					
Equity holders of the parent	10,327	(84,908)	33,052	(141,353)	
Minority interests					
	10,327	(84,908)	33,052	(141,353)	
Earning/(Loss) per share (Note 26):					
- Basic EPS (sen)	1.83	(15.16)	5.88	(25.24)	
- Diluted EPS (sen)	1.46	N/A	4.64	N/A	

The above condensed consolidated statement of comprehensive income should be read in conjunction with the audited financial statements for the year ended 31 December 2009 and the accompanying explanatory notes attached to the interim financial statements.

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2010

	Unaudited As at 30.06.2010 RM'000	Audited As at 31.12.2009 RM'000
ASSETS		
Non-current assets		
Property, plant and equipment	1,413,833	1,441,279
Intangible assets	1,293	1,293
Other investment	3,609	4,000
Deferred tax assets	165,000	165,000
	1,583,735	1,611,572
Current assets		
Inventories	762,425	623,494
Receivables	159,399	183,277
Tax recoverable	103	103,277
Deposits with licensed banks	36,525	11,527
Cash and bank balances	3,090	7,794
	961,542	826,195
	,	
TOTAL ASSETS	2,545,277	2,437,767
EQUITY AND LIABILITIES		
Share capital	560,000	560,000
Irredeemable Convertible Unsecured Loan Stocks	10,748	10,748
Reserves	418,980	362,785
Total equity	989,728	933,533
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Non-current liabilities Borrowings (Note 22)	370,481	408,985
Bollowings (Note 22)	370,401	400,903
Current liabilities		
Trade and other payables	563,976	593,188
Overdrafts and short term borrowings (Note 22)	621,092	502,061
	1,185,068	1,095,249
Total liabilities	1,555,549	1,504,234
TOTAL EQUITY AND LIABILITIES	2,545,277	2,437,767
Net assets per share attributable to equity		
holders of the parent (RM)	1.77	1.67

The above condensed consolidated statement of financial position should be read in conjunction with the audited financial statements for the year ended 31 December 2009 and the accompanying explanatory notes attached to the interim financial statements.

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE SIX MONTHS ENDED 30 JUNE 2010

	Attributable to Equity Holders of the Company						
	Share	← Share	Non-disti Merger	ributable Fair Value	→	Distributable (Accumulated Losses)/ Retained	Total
	Capital RM'000	Premium RM'000	Reserve RM'000	Reserve RM'000	ICULS RM'000	Profits RM'000	Equity RM'000
Balance at 1 January 2010	560,000	101,502	287,776	-	10,748	(26,493)	933,533
Effect arising from adoption of FRS 139	<u>-</u>			(515)		23,658	23,143
Balance at 1 January 2010, as restated	560,000	101,502	287,776	(515)	10,748	(2,835)	956,676
Comprehensive income for the period	-	-	-	-	-	32,928	32,928
Other comprehensive income for the period	-	-	-	124	-	-	124
Balance at 30 June 2010	560,000	101,502	287,776	(391)	10,748	30,093	989,728
Balance at 1 January 2009	560,000	101,502	287,776	-	10,748	90,097	1,050,123
Comprehensive loss for the period	-	-	-	-	-	(141,353)	(141,353)
Balance at 30 June 2009	560,000	101,502	287,776		10,748	(51,256)	908,770

The above condensed consolidated statement of changes in equity should be read in conjunction with the audited financial statements for the year ended 31 December 2009 and the accompanying explanatory notes attached to the interim financial statements.

(Incorporated in Malaysia)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOW FOR THE SIX MONTHS ENDED 30 JUNE 2010

	Unaudited	
	Year-to-da	te ended
	30.06.2010	30.06.2009
	RM'000	RM'000
Cash Flows (For)/From Operating Activities		
Profit/(Loss) before taxation	32,928	(168,242)
Adjustments for non-cash flow:		
Depreciation	37,159	36,709
Non-cash items	37,701	34,128
Operating profit/(loss) before working capital changes	107,788	(97,405)
Changes in working capital	(147,342)	175,764
•	(39,554)	78,359
Interest paid	(33,350)	(27,845)
Interest received	-	344
Net cash (for)/from operating activities	(72,904)	50,858
Cash Flows For Investing Activities		
Purchase of property, plant and equipment	(9,178)	(49,702)
Purchase of intangible assets	(>,170)	(1,293)
Net cash for investing activities	(9,178)	(50,995)
Cash Flows From/(For) Financing Activities		
Drawdown/(Repayment) of short term borrowings	108,814	(2,661)
Repayment of government loan	(600)	(400)
Repayment of hire purchase obligations	(1,894)	(2,236)
Net cash from/(for) financing activities	106,320	(5,297)
The cust is only (tory manifesting activities)	100,520	(3,231)
Net increase/(decrease) in cash and cash equivalents	24,238	(5,434)
Cash and cash equivalents at beginning of period	15,377	60,812
Cash and cash equivalents at end of period	39,615	55,378
Composition of cash and cash equivalents		
Deposits with licensed banks	36,525	38,500
Cash and bank balances	3,090	16,878
Cash and cash equivalents at end of period	39,615	55,378

The above condensed consolidated statement of cash flow should be read in conjunction with the audited financial statements for the year ended 31 December 2009 and the accompanying explanatory notes attached to the interim financial statements.

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NOTES TO THE INTERIM FINANCIAL REPORT FOR THE QUARTER AND SIX MONTHS ENDED 30 JUNE $2010\,$

PART A - EXPLANATORY NOTES PURSUANT TO FRS 134

1. Basis of reporting preparation

The interim financial statements are unaudited and have been prepared in accordance with the requirement of Financial Reporting Standards 134 (FRS134): "Interim Financial Reporting" and Paragraph 9.22 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The interim financial statement should be read in conjunction with the audited financial statements for the year ended 31 December 2009. These explanatory notes attached to the interim financial statements provide an explanation of events and transactions that are significant to an understanding of the changes in the financial position and performance of the Group since the year ended 31 December 2009.

The significant accounting policies adopted are in consistent with those of the audited financial statements for the year ended 31 December 2009, except for the adoption of the following new Financial Reporting Standards (FRSs), Amendments to FRSs and Interpretations with effect from 1 January 2010:

FRS 7	Financial Instruments: Disclosures
FRS 8	Operating Segments
FRS 101 (2009)	Presentation of Financial Statements
FRS 123 (2009)	Borrowing Costs
FRS 139 (2010)	Financial Instruments: Recognition and Measurement
Amendments to FRS 1	Cost of an Investment in a Subsidiary, Jointly
and FRS 127	Controlled Entity or Associate
Amendments to FRS 2	Vesting Conditions and Cancellations
Amendments to FRS 7,	Improvements to Accounting for Financial
FRS 139 and	Instruments
IC Interpretation 9	
IC Interpretation 9	Reassessment of Embedded Derivatives
IC Interpretation 10	Interim Financial Reporting and Impairment
IC Interpretation 11	FRS 2: Group and Treasury Share Transactions
IC Interpretation 13	Customer Loyalty Programmes
IC Interpretation 14	FRS 119: The Limit on a Defined Benefit Asset,
	Minimum Funding Requirements and their Interaction
Amendments to FRSs	Annual Improvements to FRS (2009)

The adoption of the above standards, amendments and interpretations do not have significant impact on the financial statements of the Group except as follows:

FRS 101(2009), Presentation of Financial Statements

Prior to adoption of the revised FRS 101, the components of the financial statements presented consisted of a balance sheet, an income statement, a statement of a changes in equity, a cash flow statement and notes to the financial statements. With the adoption of the revised FRS 101, the components of the interim financial statements presented consist of a statement of financial position, a statement of comprehensive income, a statement of changes in equity, a statement of cash flows and notes to the financial statements.

FRS 101 separates owner and non-owner changes in equity. Therefore, the current consolidated statement of changes in equity only includes details of transactions with owners. All non-owner changes in equity are presented as a single line labeled as total comprehensive income. Comparative information, with exception of the requirements under FRS 139, had been re-presented so that it is also in conformity with the revised standard.

The adoption of this revised standard will only impact the form and content of the presentation of the Group's financial statements.

FRS 139, Financial Instruments: Recognition and Measurement

FRS 139 sets out the new requirements for the recognition and measurement of the Group's financial instruments. Financial instruments are recorded initially at fair value. Subsequent measurement of the financial instruments at the balance sheet date reflects the designation of the financial instruments. The Group determines the classification at initial recognition and for the purpose of the first adoption of the standard, as at transitional date on 1 January 2010.

Financial assets

Financial assets are classified as financial assets at fair value through profit or loss, loans and receivables, held to maturity investments, available-for-sale financial assets (AFS), or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group's financial assets include cash and short-term deposits, loans and receivables and AFS investments.

(i) Loans and receivables

Prior to 1 January 2010, loans and receivables were stated at gross receivables less provision for doubtful debts. Under FRS 139, loans and receivables are initially measured at fair value and subsequently at amortised cost using the effective interest rate (EIR) method. Gains and losses arising from the derecognition of the loans and receivables, EIR amortisation and impairment losses are recognised in the income statement.

(ii) AFS

Prior to 1 January 2010, AFS financial assets such as investments were accounted for at cost adjusted for amortisation of premium and accretion of discount less impairment or at the lower of cost and market value, determined on an aggregate basis. Under FRS 139, AFS financial asset is measured at fair value initially and subsequently with amortisation of premium with accretion of discount and other accrual of income recognised in income statement and with unrealised gains or losses recognised as other comprehensive income in the AFS reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in the income statement or determined to be impaired, at which time the cumulative loss is recognised in the income statement and removed from the AFS reserve.

Financial liabilities

Financial liabilities are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Group's financial liabilities include long term borrowings carried at amortised cost.

Impact on opening balances

In accordance with the transitional provisions of FRS 139, the above changes are applied prospectively and the comparatives as at 31 December 2009 are not restated. Instead, the changes have been accounted for by restating the following opening balances in the balance sheet as at 1 January 2010:

		Previously	Effect of	
RM'000		reported	FRS 139	As restated
Assets:	- Other investment	4,000	(515)	3,485
	- Receivables	183,277	(4,033)	179,244
Liabilities	s: - Long term borrowings	408,985	(27,691)	381,294
Equity:	- Fair Value Reserve	-	515	515
	- Accumulated losses	26,493	(23,658)	2,835

In additions, these changes in accounting policies have the effect of decreasing the total comprehensive income for the current period to date by RM4.23 million as follow:

	RM'000
AFS investments	124
Receivables	666
Long term borrowings	(5,017)
Net decrease in total comprehensive income	(4,227)

FRS 117, Lease

FRS 117 clarifies that the default classification of the land element in a land and building lease is no longer an operating lease. As a result, leases of land should be classified as finance or operating, using the principles of FRS 117. The Group has reassessed and determined that all leasehold land of the Group are in substance finance leases and has reclassified the leasehold land to property, plant and equipment. This change in accounting policy has been made retrospectively in accordance with the transitional provisions of this FRS amendment. The following comparative figures have been restated following the adoption of the amendment to FRS 117:

	31 December 2009		
RM'000	Previously reported	As restated	
Net Book Value Property, plant and equipment	1,414,551	1,441,279	
Prepaid lease payment	26,728	-	

Change of Accounting Policy

The Group changed the accounting policy for inventories from first-in-first-out basis to weighted average basis to be in compliance with the basis used by its holding company. The change in this accounting policy has no material impact on the prior year financial position and results of the Group. As a result, no adjustment has been made to prior year financial statement.

The effects of the change in accounting policy for inventories to the cost of goods sold in the current period and year to date were increased by approximately RM4.2 million and RM13.7 million respectively.

The effects of the change in accounting policy for inventories to the basic and diluted earnings per share (EPS) were as follow:

•	,	Current quarter	Current year to date
Decrease in:	- Basic EPS (sen)	(0.76 sen)	(2.45 sen)
	- Diluted EPS (sen)	(0.59 sen)	(1.91 sen)

2. Auditors' report

The preceding audited annual financial statements were not qualified.

3. Seasonal or cyclical factors

The business operation of the Group is generally affected by the demand in construction sector, commodities market condition and global economy, as well as the fourth quarter and first quarter festive seasons.

4. Items of unusual nature and amount

There were no unusual items affecting assets, liabilities, equity, net income or cash flow of the Group during the current quarter and financial year to date except for the effects arising from the adoption of FRS 139 as disclosed in Note 1.

5. Material changes in estimates

There were no changes in the estimates of amount relating to the prior financial years that have a material effect in the current quarter under review.

6. Debt and equity securities

There were no issuance, cancellation, repurchases, resale and repayments of debt and equity securities during the financial year to date.

7. Dividends paid

No dividend was paid during the financial year to date.

8. Segmental information

Segmental information is not provided as the Group's primary business segment is principally engaged in the manufacturing and trading in direct reduced iron, steel billets, beam blanks and blooms and its operation is principally located in Malaysia.

9. Valuation of property, plant and equipment

There was no valuation of the property, plant and equipment in the current period under review.

10. Capital commitments

The total capital commitments being approved and contracted for as at the end of current quarter and financial year to date are amounting to RM36.0 million.

11. Subsequent event

There was no material event subsequent to the current quarter.

12. Changes in the Composition of the Group

There were no changes in the composition of the Group during the financial year to date.

13. Contingent Liabilities and Contingent Assets

Save as disclosed in Note 24, there were no contingent liabilities or contingent assets, which upon becoming enforceable, may have a material effect on the net assets, profits or financial position of our Group.

(Incorporated in Malaysia)

PART B: EXPLANATORY NOTES PURSUANT TO APPENDIX 9B OF THE LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

14. Review of performance of the Company and its principal subsidiaries

For the current quarter under review, the Group recorded a 7.6% increase in revenue to RM465.2 million and a pre-tax profit of RM10.3 million, as compared to revenue of RM432.3 million and pre-tax loss of RM84.9 million respectively in the preceding year corresponding quarter.

Revenue and pre-tax profit for the 6 months ended 30 June 2010 were higher at RM838.9 million and RM32.9 million compared to revenue and pre-tax loss of RM750.8 million and RM168.2 million recorded in the corresponding financial period of 2009.

The increase in revenue and pre-tax profit for both the quarter under review and financial period to date was mainly due to improving steel prices driven by demand which rose in tandem with the progressive recovery in the global economy.

15. Material changes in profit before tax for the current quarter results compared to the results of the preceding quarter

The Group's pre-tax profit of RM10.3 million represent a decrease of approximately 55% or RM12.4 million, as compared to the preceding quarter's pre-tax profit of RM22.7 million. This was mainly due to the higher cost of raw material purchased during the quarter under review.

16. Prospects for the financial year 2010

The Group's financial performance for the first half of 2010 has been satisfactory, supported by the positive rise in steel prices and healthy domestic and regional demand, although tampered by the higher cost of raw materials.

In view of the volatility in iron ore price, the Group will adopt a prudent approach going forward, and will monitor the price fluctuations closely while fine-tuning its inventory stocking strategy.

Barring unforeseen circumstances, the Group expects reasonable results for the year 2010.

17. Variance between Actual Profit and Forecast Profit

The Group did not issue any profit forecast in a public document during the current financial period.

18. Taxation

The Group's effective tax rate for the current quarter and financial year to date is lower than the prevailing statutory tax rate of 25%, mainly due to the utilization of deferred tax assets not recognized in prior years.

19. Profit from sale of unquoted investments and/or properties

There were no disposals of unquoted investments and/or properties for the current quarter and financial year to date.

20. Quoted securities

There were no purchases or disposals of quoted securities for the current quarter and financial year to date and the Group did not hold any quoted securities as at the end of the financial year to date.

21. Status of Corporate Proposal

There were no corporate proposals announced but not completed as at the reporting date.

22. Group borrowings and debt securities

The Group's borrowings as at 30 June 2010 were as follows:-

	Secured RM'000	Unsecured RM'000	Total RM'000
Short term borrowing:-			22.200
Trade Financing	496,134	-	496,134
Hire Purchases	4,101	-	4,101
Term Loan	50,000	-	50,000
ICULS	-	4,864	4,864
Related Party Loan	-	21,574	21,574
Government Loan	-	44,419	44,419
_	550,235	70,857	621,092
Long Term borrowings:-			
Term Loan	210,000	40,000	250,000
Hire Purchase	6,153	-	6,153
Related Party Loan	-	53,574	53,574
Government Loan		60,754	60,754
	216,153	154,328	370,481
Total	766,388	225,185	991,573

23. Derivative Financial Instruments

There were no derivative financial instruments as at the reporting date.

24. Material Litigation

Save as disclosed below, as at 30 June 2010, neither our Company nor any of our subsidiaries is engaged in any material litigation and arbitration either as plaintiff or defendant, which has a material effect on the financial position of our Company or our subsidiaries and our Directors are not aware of any proceedings pending or threatened or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of our Company or our subsidiaries.

(i) Shah Alam High Court Civil Suit No. MT4-22-204-2002 Nesaga Technology Sdn Bhd ("Nesaga") vs. Perwaja Steel Sdn Bhd ("PSSB")

PSSB is alleged to have failed to adhere to 4 maintenance agreements in 1996 whereby Nesaga was to provide various services to PSSB. PSSB had entered into a settlement dated 28 June 1996 with various terms and conditions and PSSB allegedly agreed to all the terms in the settlement via a letter dated 1 July 1996.

On 22 March 2002, Nesaga filed a Writ of Summons and Statement of Claim at the High Court of Malaya at Shah Alam against PSSB. The claim was for LIRE356,996,800.00, RM404,180.00 and USD826,117.40 (approximate total claim is RM4,151,858.54 based on relevant conversion rate in year 2002) with interest calculated at the rate of 8% per annum from 1 July 1996 until date of judgment.

PSSB filed an application to amend its Defence and to include a Counter-claim which application was allowed on 10 December 2008 by the Registrar of the High Court. Nesaga filed an appeal on 16 December 2008 against the order dated 10 December 2008. The appeal was allowed on 7 January 2010 by the High Court Judge. PSSB then filed an appeal against the order dated 7 January 2010 at the Court of Appeal on 15 January 2010 and an application to stay the proceedings at the High Court pending appeal on 5 February 2010. The application for stay of proceedings was allowed with cost on 21 June 2010. The Court has fixed 3 September 2010 for mention of case management.

Meanwhile, PSSB's Appeal to the Court of Appeal against the dismissal of the amendment application is now fixed for hearing on 5 October 2010.

PSSB's solicitors are of the view that PSSB stands a fair chance of defending the case.

(ii) Kuala Lumpur High Court Suit No. D8-22-1464-2007 Kuala Lumpur High Court Suit No. D2-22-1594-2007 (consolidated by the Order of the Court of Appeal dated 17 January 2008) Megasteel Sdn Bhd ("Megasteel") vs PSSB

Megasteel filed a Writ of Summons and Statement of Claim for the sum of RM36,079,860.33 ("Megasteel's Claim") as damages for an alleged breach of contract against PSSB. On 17 December 2007, PSSB in its defence argued, *inter-alia*, that Megasteel has continued to accept the delivery of the goods unconditionally after the alleged stipulated time, causing time to be at large hence time is no longer of the essence. In addition there were variations to the contract causing time to be at large as well. PSSB also filed a Counter-Claim against Megasteel on 17 December 2007 for *inter-alia*, the outstanding sum of RM3,390,509.03 ("Outstanding Sum") as at 6 November 2007 for the DRI supplied to Megasteel.

Megasteel filed a summary judgment application on Megasteel's Claim on 27 March 2008 and the same was dismissed on 14 January 2009. PSSB filed an application for judgment on admission of the Outstanding Sum on 30 March 2009 of which was dismissed on 26 October 2009. PSSB filed an appeal to the Court of Appeal against the dismissal of the application for judgment on admission on 20 November 2009. Meanwhile the matter was fixed for mediation on 27 July 2010. However in view that the matter was not able to be resolved during mediation on 27 July 2010, the matter is now reverted to the Managing Judge Unit for further case management. The Court will write to parties to inform the case management date.

The solicitors of PSSB are of the opinion that PSSB stands a fair chance of success of defending Megasteel's claim and that Megasteel has no viable defence to the Outstanding Sum which Megasteel is seeking to set off the Outstanding Sum against Megasteel's Claim.

(iii) Kuala Lumpur High Court Suit No. D22-788-2009 Petroliam National Berhad ("Petronas") vs PSSB

On 12 May 2009, PSSB was served with a writ of summons dated 27 April 2009, taken out by Petronas claiming the sum of RM85,795,957.50, being the alleged balance of the unpaid purchase price for the supply of gas to PSSB together with interest, on various bases. Both Petronas and PSSB have exchanged their respective pleadings. PSSB is disputing the claim.

By its Defence and Counterclaim dated 15 June 2009, PSSB is defending the claim and is counterclaiming for either a sum of RM105,258,714.45 or alternatively RM99,831,484.28, depending on the rate applicable. As the pre-trial steps have not been completed yet, there is no date for trial of the suit. Petronas filed an application to strike out PSSB's Defence and Counterclaim on 24 December 2009. On 30 July 2010, the Judge dismissed Petronas' application with costs.

As advised by PSSB's solicitors, the Board is of the opinion that PSSB has reasonable prospects of success. Nevertheless, it is still open to both parties to reach a negotiated settlement for this dispute.

25. Proposed Dividend

There was no dividend proposed or declared for the current quarter and the financial year to date.

26. Earnings Per Share ("EPS")

The basic EPS is calculated based on the Group's net profit attributable to equity holders of the Company for the period by the weighted average number of ordinary shares in issue during the current quarter and the financial year to date as follow:

	Current Quarter RM'000	Current Year to date RM'000
Net profit attributable to ordinary shareholders of the company	10,265	32,928
Weighted average number of ordinary shares in issue	560,000	560,000
Basic EPS (sen)	1.83 sen	5.88 sen

For the purpose of calculating the fully diluted EPS, the weighted average number of ordinary shares in issue have been adjusted for the dilutive effects of all potential conversion of ICULS issued during the current quarter and financial year to date.

	Current Quarter RM'000	Current Year-to-date RM'000
Net profit attributable to ordinary shareholders of the company	10,265	32,928
Interest saving on ICULS	156	312
Adjusted net profit attributable to ordinary shareholders of the company	10,421	33,240
Weighted average number of ordinary shares	560,000	560,000
Effect of conversion of ICULS to ordinary shares	156,123	156,123
Adjusted weighted average number of ordinary shares in issue and issuable	716,123	716,123
Fully Diluted EPS (sen)	1.46 sen	4.64 sen

By order of the Board,

Dato' Henry Pheng Chin Guan Chief Executive Officer Date: 27 August 2010