

# **Count Financial Limited**

**ABN 19 001 974 625**



## **Half-Year Financial Report**

**for the half-year ended 31 December 2009**

## CORPORATE INFORMATION

ABN 19 001 974 625

### Directors

B.M. Lambert	Executive Chairman, Executive Director
A.W. Geddes	Non-Executive Director
A.J. Halse	Non-Executive Director
N.A. Davis	Non-Executive Director
J.C. Morton	Non-Executive Director

### Company Secretary

R. Griffith

### Registered Office

Level 19  
Gold Fields House  
1 Alfred Street  
Sydney NSW 2000  
Telephone: +61 2 8272 0292  
Facsimile: +61 2 9241 7342  
Web: www.count.com.au

### Solicitors

Addisons Commercial Lawyers  
Level 12, 60 Carrington Street  
Sydney NSW 2000  
Telephone: +61 2 8915 1000  
Facsimile: +61 2 8916 2000

### Accountants

Deloitte Private  
Grosvenor Place  
225 George Street  
Sydney NSW 2000  
Telephone: +61 2 9322 7000  
Facsimile: +61 2 9322 7001

### Bankers

Commonwealth Bank of Australia

### Share Register

Computershare Investor Services Pty Ltd  
Level 3  
60 Carrington Street  
Sydney NSW 2000  
Telephone: 1300 855 080  
+61 2 8234 5000  
Facsimile: +61 2 8234 5050

### Independent Auditors

Ernst & Young  
Ernst & Young Centre  
680 George Street  
Sydney NSW 2000  
Telephone: +61 2 9248 5555  
Facsimile: +61 2 9248 5218

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## DIRECTORS' REPORT

Your directors submit their report for the half-year ended 31 December 2009.

### DIRECTORS

The names and details of the company's directors in office during the half-year and until the date of this report are as follows. Directors were in office for this entire period unless otherwise stated.

B.M. Lambert	Executive Chairman, Executive Director, Acting Chief Executive Officer (appointed 9 November 2009)
M. Perkovic	Managing Director, Chief Executive Officer (resigned 9 November 2009)
A.W. Geddes	Non-Executive Director
A.J. Halse	Non-Executive Director
N.A. Davis	Non-Executive Director
J.C. Morton	Non-Executive Director

### REVIEW AND RESULTS OF OPERATIONS


Consolidated net profit after tax for the period was \$13.76m, up 136% over the corresponding period. The result benefited from the improved performance of the investment portfolio (up \$5.45m). While investing conditions have continued to improve, gross profit was still down 0.5% on the corresponding period in which the global financial crisis was only just beginning. Total expenses (excluding investment revaluations) were up less than 0.5%. A subsidiary, Countplus (an accounting acquisition business) took an equity interest in 3 accounting businesses over the period. A total of 13 acquisitions have been made.

A brief review of the operations of Count Financial Limited and its subsidiaries and the results of those operations for the half-year under review are contained in the report to the ASX dated 17 February 2010.

### AUDITORS' INDEPENDENCE DECLARATION

The auditor's independence declaration is included on page 4 of the financial report.

Signed in accordance with a resolution of the directors.



B.M. Lambert  
Executive Chairman  
Sydney, 16 February 2010

## Auditor's Independence Declaration to the Directors of Count Financial Limited

In relation to our review of the financial report of Count Financial Limited for the half-year ended 31 December 2009, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the Corporations Act 2001 or any applicable code of professional conduct.



Ernst & Young



Sean Van Gorp  
Partner  
16 February 2010

## STATEMENT OF COMPREHENSIVE INCOME

for the half year ended 31 December 2009

	Notes	CONSOLIDATED	
		31-Dec-2009 \$'000	31-Dec-2008 \$'000
Revenue	2	60,555	61,306
Fees, commissions and related costs		(38,532)	(39,164)
<b>GROSS PROFIT</b>		<b>22,023</b>	<b>22,142</b>
Other revenues	2	728	1,263
Interest on loans and advances	2	543	619
Share of profit of associates	10	1,207	609
Change in fair value of investments		5,448	(5,918)
Salaries and employee benefits expense	3(b)	(4,767)	(5,156)
Lease expenses		(349)	(358)
Depreciation and amortisation expenses	3(a)	(173)	(201)
Finance costs expensed		(235)	(169)
Share based payments - FIOP		(1,400)	(1,351)
Other expenses from ordinary activities	3(c)	(3,164)	(2,811)
<b>PROFIT FROM OPERATIONS BEFORE INCOME TAX</b>		<b>19,861</b>	<b>8,669</b>
<b>INCOME TAX EXPENSE</b>		<b>(6,089)</b>	<b>(2,812)</b>
<b>NET PROFIT FROM OPERATIONS AFTER INCOME TAX</b>		<b>13,772</b>	<b>5,857</b>
<b>OTHER COMPREHENSIVE INCOME</b>		<b>0</b>	<b>0</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>		<b>13,772</b>	<b>5,857</b>
<b>Total comprehensive income for the period is attributable to:</b>			
<b>Non-controlling interests</b>		17	20
<b>Owners of the parent</b>		13,755	5,837
		13,772	5,857
Basic earnings per share (cents per share)		5.34	2.30
Diluted earnings per share (cents per share)		5.33	2.28
Franked dividends per share (cents per share)		2.00	2.00

The Statement of Consolidated Income is to be read in conjunction with the Notes to the Consolidated Financial Statements.

## STATEMENT OF FINANCIAL POSITION

As at 31 December 2009

	Notes	CONSOLIDATED	
		31-Dec-2009 \$'000	30-Jun-2009 \$'000
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	8	2,010	3,612
Trade and other receivables		10,138	13,086
Loans and advances		10,390	2,413
Investments held at fair value through profit or loss		16,964	13,109
Available for sale financial asset		1,566	1,363
Other current assets		100	15
<b>TOTAL CURRENT ASSETS</b>		<b>41,168</b>	<b>33,598</b>
<b>NON CURRENT ASSETS</b>			
Loans and advances		2,180	11,673
Investments held at fair value through profit or loss		25,018	21,119
Property, plant and equipment		643	753
Deferred tax assets		-	1,146
Intangible assets		50	90
Investments in associates	10	14,577	11,296
<b>TOTAL NON CURRENT ASSETS</b>		<b>42,468</b>	<b>46,077</b>
<b>TOTAL ASSETS</b>		<b>83,636</b>	<b>79,675</b>
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES</b>			
Trade and other payables		8,204	8,225
Interest bearing loans and borrowings	11	11,965	9,319
Other liabilities		2,635	8,264
Current tax liabilities		3,157	4,607
Provisions		605	649
<b>TOTAL CURRENT LIABILITIES</b>		<b>26,566</b>	<b>31,064</b>
<b>NON CURRENT LIABILITIES</b>			
Trade and other payables		149	217
Provisions		341	351
Deferred tax liabilities		370	-
<b>TOTAL NON CURRENT LIABILITIES</b>		<b>860</b>	<b>568</b>
<b>TOTAL LIABILITIES</b>		<b>27,426</b>	<b>31,632</b>
<b>NET ASSETS</b>		<b>56,210</b>	<b>48,043</b>
<b>EQUITY</b>			
Issued Capital	5	25,264	24,682
Other Reserves		13,038	11,438
Retained Earnings		17,846	11,858
Parent Interest		56,148	47,978
Non Controlling Interest		62	65
<b>TOTAL EQUITY</b>		<b>56,210</b>	<b>48,043</b>

The Statement of Financial Position is to be read in conjunction with the Notes to the Consolidated Financial Statements.

## STATEMENT OF CHANGES IN EQUITY

for the half-year ended 31 December 2009

### CONSOLIDATED

	Issued capital \$'000	Retained earnings \$'000	Other reserves \$'000	Total \$'000	Non controlling interest \$'000	Total equity \$'000
<b>At 1 July 2009</b>	<b>24,682</b>	<b>11,858</b>	<b>11,438</b>	<b>47,978</b>	<b>65</b>	<b>48,043</b>
Profit for the period	-	13,755	-	13,755	17	13,772
Other comprehensive income for the period	-	-	-	-	-	-
Total comprehensive income for the period	-	13,755	-	13,755	17	13,772
Shares bought back	(2,897)	-	-	(2,897)	-	(2,897)
Associated costs of on-market buy-back of ordinary share capital	(2)	-	-	(2)	-	(2)
Share options exercised	2,001	-	-	2,001	-	2,001
Shares issued to associates	1,480	-	-	1,480	-	1,480
Cost of share-based payments	-	-	1,600	1,600	-	1,600
Equity dividends to members of parent	-	(7,767)	-	(7,767)	-	(7,767)
Equity dividends to non controlling interests	-	-	-	-	(20)	(20)
<b>At 31 December 2009</b>	<b>25,264</b>	<b>17,846</b>	<b>13,038</b>	<b>56,148</b>	<b>62</b>	<b>56,210</b>

### CONSOLIDATED

	Issued capital \$'000	Retained earnings \$'000	Other reserves \$'000	Total \$'000	Non controlling interest \$'000	Total equity \$'000
<b>At 1 July 2008</b>	<b>11,269</b>	<b>18,145</b>	<b>7,906</b>	<b>37,320</b>	<b>98</b>	<b>37,418</b>
Profit for the period	-	5,837	-	5,837	20	5,857
Other comprehensive income for the period	-	-	-	-	-	-
Total comprehensive income for the period	-	5,837	-	5,837	20	5,857
Shares bought back	(2,554)	-	-	(2,554)	-	(2,554)
Associated costs of on-market buy-back of ordinary share capital	(5)	-	-	(5)	-	(5)
Share options exercised	735	-	-	735	-	735
Shares issued to associates	14,172	-	-	14,172	-	14,172
Cost of share-based payments	-	-	1,731	1,731	-	1,731
Equity dividends to members of parent	-	(15,458)	-	(15,458)	-	(15,458)
Equity dividends to non controlling interests	-	-	-	-	(50)	(50)
<b>At 31 December 2008</b>	<b>23,617</b>	<b>8,524</b>	<b>9,637</b>	<b>41,778</b>	<b>68</b>	<b>41,846</b>

The Statement of Changes in Equity is to be read in conjunction with the Notes to the Consolidated Financial Statements.



Count Financial Limited and its Subsidiaries - Half-Year Report

## CASH FLOW STATEMENT

for the half year ended 31 December 2009

	Notes	CONSOLIDATED	
		31-Dec-2009 \$'000	31-Dec-2008 \$'000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Receipts from customers		63,583	62,983
Payments to suppliers and employees		(50,580)	(46,285)
Dividends received		1,302	1,240
Interest received – loans and advances		559	571
Interest received – other		152	198
Finance costs		(235)	(169)
Income tax paid		(6,023)	(7,247)
Goods and services tax paid		(1,969)	(2,379)
<b>NET CASH FLOWS GENERATED BY OPERATING ACTIVITIES</b>		<b>6,789</b>	<b>8,912</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Purchase of property, plant and equipment		(23)	(15)
Proceeds from sale of securities		2,296	575
Purchase of securities		(5,531)	(1,587)
Loans and advances made		(300)	(2,525)
Loans to related parties		(3,344)	(5,148)
Repayment of loans		5,114	2,716
Payment for shares in associate entities		(1,040)	(690)
<b>NET CASH FLOWS USED IN INVESTING ACTIVITIES</b>		<b>(2,828)</b>	<b>(6,674)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Dividends from associate entities		476	-
Proceeds from issues of shares		2,001	735
On-market buy-back of ordinary share capital		(2,897)	(2,554)
Associated costs of on-market buy-back of ordinary share capital		(2)	(5)
Proceeds from borrowings other		8,914	33,723
Repayments of borrowings other		(6,268)	(15,166)
Payment of dividends on ordinary shares		(7,787)	(20,426)
<b>NET CASH FLOWS USED IN FINANCING ACTIVITIES</b>		<b>(5,563)</b>	<b>(3,693)</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>		<b>(1,602)</b>	<b>(1,455)</b>
Cash and cash equivalents brought forward	8	3,612	3,163
<b>CASH AND CASH EQUIVALENTS CARRIED FORWARD</b>		<b>2,010</b>	<b>1,708</b>

The Cash Flow Statement is to be read in conjunction with the Notes to the Consolidated Financial Statements

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half-year ended 31 December 2009

### 1. BASIS OF PREPARATION OF THE HALF-YEAR FINANCIAL REPORT

The half-year financial report is a general purpose financial report which has been prepared in accordance with AASB 134 *Interim Financial Reporting* and the *Corporations Act 2001*.

The financial report of Count Financial Limited for the half-year ended 31 December 2009 was authorised for issue in accordance with a resolution of the directors on 16 February 2010. Count Financial Limited is a company incorporated in Australia and limited by shares, which are publicly traded on the Australian Stock Exchange.

The half-year financial report does not include all the notes of the type normally included within the annual financial report and therefore cannot be expected to provide as full an understanding of the financial performance, financial position and financing and investing activities of the consolidated entity as the full financial report.

It is recommended that the half-year financial report be read in conjunction with the annual report for the year ended 30 June 2009 and considered together with any public announcements made by Count Financial Limited and its Subsidiaries during the half-year ended 31 December 2009 in accordance with the continuous disclosure obligations arising under the *ASX listing rules*.

#### (a) Basis of accounting

The half-year financial report has been prepared on an accruals basis, and is based on historical costs modified by the revaluation of certain financial assets for which the fair value basis of accounting has been applied.

The half-year financial report is presented in Australian dollars and all values are rounded to the nearest thousand dollars (\$'000) unless otherwise stated under the option available to the company under ASIC Class Order 98/0100. The company is an entity to which the class order applies.

Both the functional and presentation currency of Count Financial Limited and its subsidiaries is Australian dollars (A\$).

For the purpose of preparing the half-year financial report, the half-year has been treated as a discrete reporting period.

#### (b) Significant accounting policies

The consolidated financial statements have been prepared using the same accounting policies and methods of computation as those adopted in the annual financial report for the year ended 30 June 2009. The following are the main new or changed Australian Accounting Standards that have taken effect from 1 July 2009 and impact the Group's financial statements:

Reference	Title	Summary	Application date of standard	Impact on Group financial report	Application date of Group
AASB 8	Operating Segments	New standard replacing AASB 114 Segment Reporting, which adopts a management approach to segment reporting	1 January 2009	As management reports on only one segment, the segment disclosures in the Group's financial report now detail only one segment.	1 July 2009
AASB 101	Presentation of Financial Statements	Introduces a statement of comprehensive income and other changes to the presentation of the financial statements	1 January 2009	The new statement of comprehensive income is presented as a single statement. This and all other presentation changes to the Group's financial report do not have any direct impact on measurement and recognition of amounts.	1 July 2009

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half-year ended 31 December 2009

	CONSOLIDATED	
	31-Dec-2009	31-Dec-2008
	\$'000	\$'000
<b>2. REVENUE</b>		
<b>Revenues</b>		
Retail fees and commissions (including franchisee share)*	24,715	25,525
Investment review fee	495	526
Platform fees and commissions (including franchisee share)*	32,157	32,997
Franchisee fees and other income	3,188	2,258
<b>Fees, commissions and related income</b>	<b>60,555</b>	<b>61,306</b>
<b>Interest on loans and advances</b>	<b>543</b>	<b>619</b>
<b>Other revenues</b>		
Dividends - other corporations	1,302	990
Interest - other persons/corporations	152	198
Realised gains / losses on Investment	(726)	75
<b>Total other revenues</b>	<b>728</b>	<b>1,263</b>
<b>Total revenues</b>	<b>61,826</b>	<b>63,188</b>

\*These fees and commissions are gross payments, consisting of both amounts paid on to franchisees and amounts retained by Count Financial Limited.

### 3. EXPENSES

#### (a) Depreciation and amortisation

Depreciation and amortisation expense includes the following:

-Plant and equipment	55	79
-Software	40	39
-Development	-	5
-Decommissioning costs	9	9
-Leasehold improvements	69	69
<b>Total depreciation of non-current assets</b>	<b>173</b>	<b>201</b>

#### (b) Salaries and employee benefits expense

Employee benefits expense includes the following:

-Superannuation and salary on costs	760	847
-Other employee benefits expense	3,807	3,929
-Share-based payments – ESOP	200	380
<b>Total salaries and employee benefits expense</b>	<b>4,767</b>	<b>5,156</b>

#### (c) Other expenses

Other expenses include the following:

-Bad and doubtful debts - trade debtors	18	17
-Sales and marketing expenses	733	744
-Administration expense	2,413	2,050
<b>Total other expenses</b>	<b>3,164</b>	<b>2,811</b>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half-year ended 31 December 2009

	CONSOLIDATED	
	31-Dec-2009	31-Dec-2008
	\$'000	\$'000
<b>4. DIVIDENDS PAID OR PROPOSED ON ORDINARY SHARES</b>		
<b>(a) Dividends paid during the period</b>		
(i) Current period interim (Dividend Declared 11 August 2009. Dividend Paid 15 December 2009)		
Franked dividends (2 cents per share) (2008: 2 cents per share)	5,173	5,134
(ii) Previous year final (Dividend Declared 11 August 2009. Dividend Paid 15 October 2009)		
Franked dividends (1 cent per share) (2008: 4 cents per share)	2,574	10,275
	<u>7,747</u>	<u>15,409</u>
(iii) Previous year interim (Dividend Declared 4 May 2009. Dividend Paid 15 July 2009)		
Franked dividends (2 cent per share) (2008: 2 cent per share)	5,127	4,968
<b>(b) Dividends proposed and not recognised as a liability</b>		
(Dividend Declared 16 February 2010. Dividend to be paid 15 April 2010)		
Franked dividends (2 cent per share) (2008: 2 cent per share)	5,163	5,119
<b>5. ISSUED CAPITAL</b>		
<b>(a) Ordinary shares</b>		
Issued and paid up capital	25,264	24,682
<b>(b) Movements in ordinary shares on issue</b>		
	Number	\$
At 1 July 2009	256,846,852	24,681,812
Issued during the period as a result of exercise of options	2,328,608	2,001,030
Issued during the period as a result of Countplus acquisitions	1,032,834	1,480,115
Bought back during the period as result of an on-market buyback of ordinary share capital	(2,046,034)	(2,896,773)
Associated costs of on-market buyback of ordinary share capital	-	(2,028)
<b>At 31 December 2009</b>	<u><b>258,162,260</b></u>	<u><b>25,264,156</b></u>

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half-year ended 31 December 2009

### 6. SEGMENT INFORMATION

Business segments

The following table presents the revenue and profit information regarding business segments for the half-year periods ended 31 December 2009 and 31 December 2008.

31 December 2009

	Financial planning and related activities \$'000
Segment revenues	60,555
Segment result	11,935
Reconciliation of segment net profit before tax to net profit before tax	
Other revenues	728
Interest on loans and advances	543
Share of profit of associates	1,207
Change in fair value of investments	5,448
Net profit before tax per the statement of comprehensive income	<u>19,861</u>

31 December 2008

	Financial planning and related activities \$'000
Segment revenues	61,306
Segment result	12,096
Reconciliation of segment net profit before tax to net profit before tax	
Other revenues	1,263
Interest on loans and advances	619
Share of profit of associates	609
Change in fair value of investments	(5,918)
Net profit before tax per the statement of comprehensive income	<u>8,669</u>

### 7. COMMITMENTS, CONTINGENT ASSETS AND LIABILITIES

There have been no significant changes to commitments during the period. There are no contingent assets or contingent liabilities.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

for the half-year ended 31 December 2009

### 8. CASH AND CASH EQUIVALENTS

For the purposes of the Cash Flow Statement, cash and cash equivalents comprise the following at 31 December 2009:

	CONSOLIDATED		
	31-Dec-2009	30-June-2009	31-Dec-2008
	\$'000	\$'000	\$'000
Cash at bank and in hand	1,710	3,312	2,863
Short term deposit	300	300	300
	<u>2,010</u>	<u>3,612</u>	<u>3,163</u>

### 9. RELATED PARTY DISCLOSURES

During the period, Count Investments Pty Ltd, a 100% owned subsidiary of Count Financial Limited, was incorporated and issued 100 fully paid shares at \$1 per share.

### 10. INVESTMENT IN ASSOCIATES

During the period Countplus Pty Ltd acquired a 25% interest in 3 firms for \$863,400 in cash and \$1,480,115 in Count shares. The share of profits in Countplus associates for the period was \$1,207,094. A total of 13 acquisitions have been made.

### 11. INTEREST-BEARING LOANS AND BORROWINGS

The consolidated entity has a line of credit facility from the Commonwealth Bank of Australia for \$20,000,000, which is currently drawn to \$9,318,778. The facility matures on 26 February 2011 and interest is payable monthly at the Bank Bill Swap Rate plus a margin. In addition, the consolidated entity maintains a margin lending facility, secured against its investment portfolio, which at balance date was drawn down to \$2,646,301.

### 12. EVENTS AFTER THE BALANCE SHEET DATE

On 3 February 2010, the company announced it had taken a 5% equity interest in ASX listed financial services business, DKN Financial Group (DKN) for a total cost of \$4,984,507.

There has not been any other matters or circumstance, other than that referred to in the financial statements or notes thereto, that has arisen since the end of the period, that has significantly affected, or may significantly affect, the operations of the consolidated entity, the results of those operations, or the state of affairs of the consolidated entity in future periods.

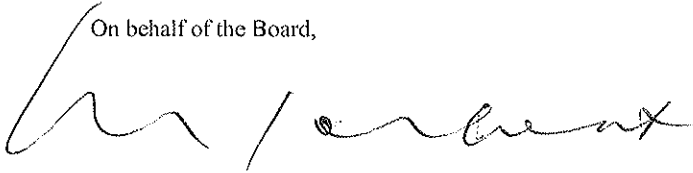
## DIRECTORS' DECLARATION

In accordance with a resolution of the directors of Count Financial Limited, I state that:

In the opinion of the directors:

- (a) the financial statements and notes of the consolidated entity are in accordance with *Corporations Act 2001*, including:
  - (i) giving a true and fair view of the financial position as at 31 December 2009 and the performance for the half-year ended on that date of the consolidated entity; and
  - (ii) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the Corporations Regulations 2001; and
- (b) there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

On behalf of the Board,



B.M. Lambert  
Executive Chairman  
Sydney, 16 February 2010

To the members of Count Financial Limited

## Report on the half-year Financial Report

We have reviewed the accompanying half-year financial report of Count Financial Limited, which comprises the statement of financial position as at 31 December 2009, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the half-year ended on that date, other selected explanatory notes and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the half-year end or from time to time during the half-year.

## Directors' Responsibility for the half-year Financial Report

The directors of the company are responsible for the preparation and fair presentation of the half-year 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 controls relevant to the preparation and fair presentation of the half-year 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.

## Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of Interim and Other Financial Reports Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2009 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of Count Financial Limited and the entities it controlled during the half-year, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

## Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*. We have given to the directors of the company a written Auditor's Independence Declaration.



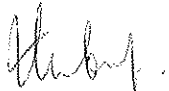
## Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Count Financial Limited is not in accordance with the *Corporations Act 2001*, including:

- i) giving a true and fair view of the consolidated entity's financial position as at 31 December 2009 and of its performance for the half-year ended on that date; and
- ii) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

A handwritten signature in cursive script, appearing to read 'Ernst & Young'.

Ernst & Young

A handwritten signature in cursive script, appearing to read 'Sean Van Gorp'.

Sean Van Gorp  
Partner  
Sydney  
16 February 2010