annual report 2012

GuocoLand Limited

A Member of the Hong Leong Group

(Reg. No. 197600660W)

Contents

Corporate Information

BOARD OF DIRECTORS

Sat Pal Khattar, *Chairman*
Quek Chee Hoon, *Group President & Chief Executive Officer*
Quek Leng Chan
Kwek Leng Hai
Reggie Thein
Timothy Teo Lai Wah
Francis Siu Wai Keung
Abdullah Bin Tarmugi

AUDIT COMMITTEE

Reggie Thein, *Chairman*
Timothy Teo Lai Wah
Francis Siu Wai Keung

NOMINATING COMMITTEE

Sat Pal Khattar, *Chairman*
Kwek Leng Hai
Timothy Teo Lai Wah

REMUNERATION COMMITTEE

Sat Pal Khattar, *Chairman*
Quek Leng Chan
Reggie Thein

GROUP COMPANY SECRETARY

Dawn Pamela Lum

REGISTERED OFFICE

20 Collyer Quay
#20-01 Tung Centre
Singapore 049319
Tel: (65) 6535 6455
Fax: (65) 6532 6196
Registration No : 197600660W

WEBSITE

http://www.guocoland.com.sg

AUDITORS

KPMG LLP
Public Accountants and Certified Public Accountants
Partner-in-charge : Lee Sze Yeng
(since FY ended June 2008)
Auditor's Registration No : 01037

REGISTRAR

B.A.C.S Private Limited
63 Cantonment Road, Singapore 089758

PRINCIPAL BANKERS

Affin Bank Berhad
Alliance Bank Malaysia Berhad
AmBank (M) Berhad
Bank of Communications Co., Ltd.
Bank of Shanghai Co., Ltd
China Merchants Bank Co., Ltd.
CIMB Bank Berhad
Citibank N.A.
DBS Bank Ltd
Industrial and Commerical Bank of China Limited
Malayan Banking Berhad
Oversea-Chinese Banking Corporation Limited
Public Bank Berhad
RHB Bank Berhad
Standard Chartered Bank
Sumitomo Mitsui Banking Corporation
The Bank of Tokyo-Mitsubishi UFJ, Ltd.
The Hongkong and Shanghai Banking Corporation Limited
United Overseas Bank Limited

STOCK EXCHANGE LISTING

Singapore Exchange Securities Trading Limited

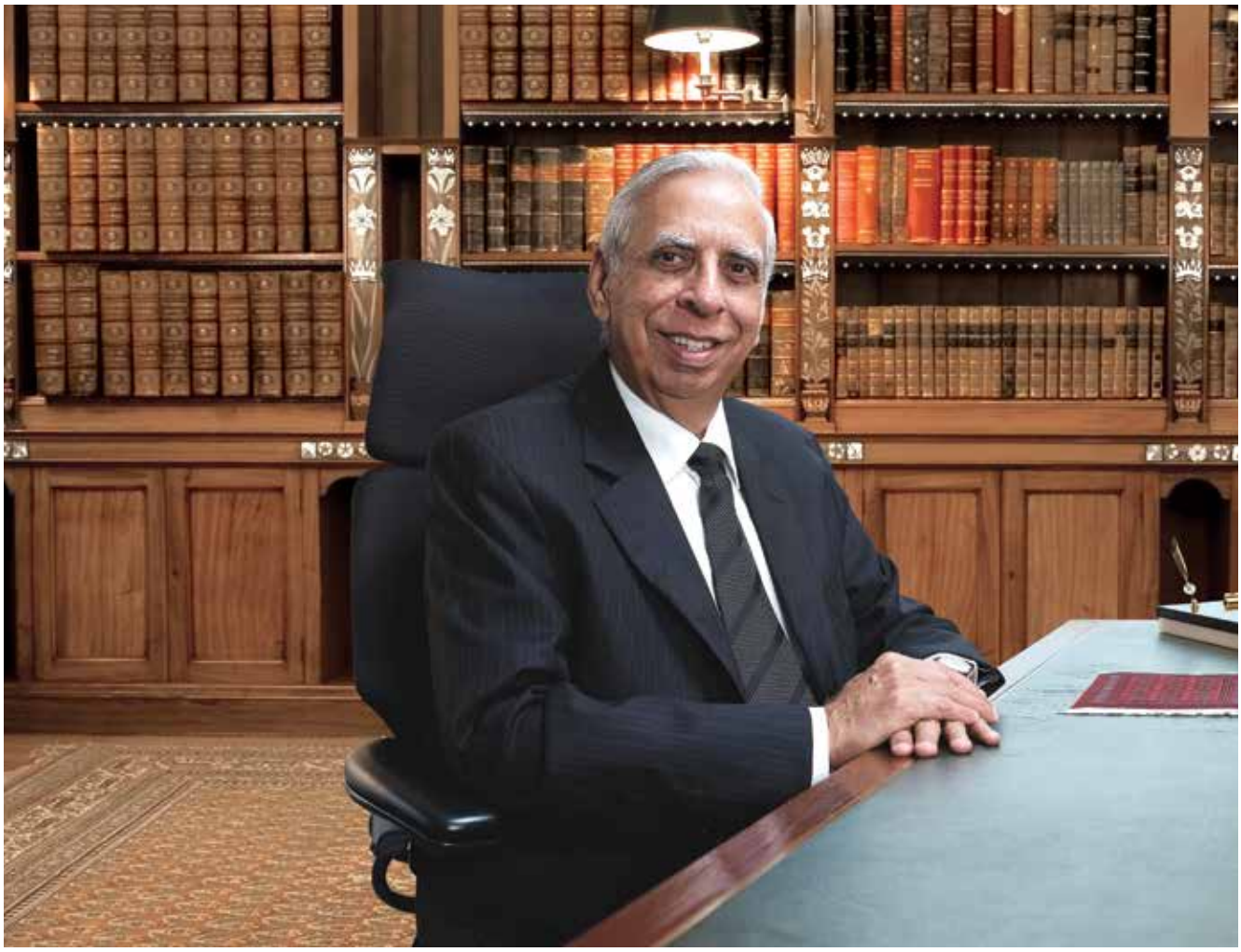
DATE OF INCORPORATION

31 March 1976

DATE OF CONVERSION TO A PUBLIC COMPANY

30 September 1978

Chairman's Statement



FINANCIAL PERFORMANCE

We live in challenging times. The economies of the major industrial nations continue to be mired in uncertainty. Recovery into a growth pattern appears uncertain. The only light at the end of the tunnel is that government and relevant agencies are aware of the problems and jointly seem determined to find answers to put their countries back on a recovery path. The growth when it comes about is likely to be uneven geographically.

In *Singapore*, economic growth contracted in 4Q 2011, although the overall growth for 2011 at 4.9% seemed more than satisfactory. In early December 2011, further government measures to cool the property market were announced which included an Additional Buyer's Stamp Duty (ABSD). The cumulative effects of the ABSD and global economic uncertainties resulted in a subdued residential property market particularly for investment and high-end residential units.

In *China*, the government had reiterated plans to maintain property curbs to cool the markets. China's economy is expected to grow at a slower pace in 2012. The official target of 7.5% has been announced by the government. The world is concerned at the Chinese slowdown even though it is still respectable by world standards.

Against this backdrop, for the financial year ended 30 June 2012 (the "Year"), the Group recorded a lower turnover of $678.5 million. Profit attributable to shareholders is $63.2 million. Most of the shortfall as compared with the previous year is explained by the fact that in the previous year we had a revaluation surplus of $58.8 million whilst

the figure for the Year was $3.9 million. Earnings per share stood at 5.69 cents as at 30 June 2012.

Shareholders' funds increased to $2.4 billion as at 30 June 2012 attributable to profits for the Year and foreign currency translation gain on the Group's investments in China. The Group's total assets increased to $8.8 billion and net asset value per share accordingly increased marginally from $2.13 as at 30 June 2011 to $2.16 as at 30 June 2012. Loans and borrowings increased slightly to $5.4 billion as at 30 June 2012 mainly due to new medium-term notes issued to support the Group's operations. We expect gearing and cashflow to improve as collections are progressively received from sales of our development units.

DIVIDENDS

Notwithstanding lower earnings for the Year and amidst a more difficult operating environment, the Board is pleased to recommend a first and final dividend of 5 cents per share for the Year. The total dividend payout will amount to approximately $59.2 million and is subject to shareholders' approval at the Annual General Meeting scheduled for 12 October 2012. If approved, the dividend will be paid to shareholders on 15 November 2012. Shareholders will appreciate that a lower dividend is warranted, prudentially.

BUSINESS REVIEW

Having regard to the formidable challenges in 2012, we will continue to:

- focus on strong execution of projects in our core markets;
- reduce gearing by sales launches and timely delivery of our end products; and
- monitor the markets closely to capitalise on opportunities as they arise.

1. SINGAPORE

The Singapore economy slowed to 4.9% in 2011, after expanding phenomenally by 14.8% in the previous year. The economy is expected to grow between 1.5% and 2.5% in 2012. Although there appeared to be robust activity in the mass market residential sector during the first half of 2012, statistics point towards a slowdown in 2012. It remains speculative as to whether the government will impose further cooling measures for the residential property sector. We certainly do not see a need for further action in view of subdued markets especially in the private sector.

During the Year, the temporary occupation permit (TOP) for *Elliot at the East Coast* was obtained in February 2012. This freehold 119-unit development which garnered the BCA Green Mark Gold award, has been fully sold.

Projects under development

We have 5 other projects currently under development in Singapore. As construction progresses, we will be able to recognise revenue and profit from sales of some of these projects. These projects include:

- *Goodwood Residence*, a freehold and luxurious 210-unit development located next to Goodwood Hill in District 10. The project is now about 64% sold. TOP is slated to be obtained by December 2012.

- *Sophia Residence*, a 272-unit development located in Mount Sophia in District 9, which is 99% sold. TOP is expected in September 2013.

- *The Waterline*, a 103-unit condominium off Yio Chu Kang Road, is about 90% sold. TOP is expected in January 2013.

- *Leedon Residence*, a freehold 381-unit development located next to the Leedon Park which is a Good Class Bungalow enclave. The project was soft launched in mid-August 2012.

- *Tanjong Pagar project* at Peck Seah Street / Choon Guan Street. This iconic mixed development with total gross floor area of 1.7 million square feet and at a height of 290 metres, located within the rejuvenated Central Business District will be the tallest building in Singapore. The development will comprise Grade A office and retail space, top quality residences and an international hotel. We have lined up leading and renowned professional consultants for this project, including Skidmore, Owings & Merrill LLP as the lead architect. The provisional permission approval has been obtained and piling has commenced. The Employee Provident Fund of Malaysia has a 20% interest in this project.

2. CHINA

Following a reduced 8.1% economic growth in the first 3 months of 2012, China's economy eased further to a 7.6% growth in 2Q 2012. The sluggishness in 2Q 2012 is attributable to external and internal headwinds. However, given the size of China's large economy and population base and growing domestic demand, we are confident that the medium and long term prospects in China remain positive. The slowdown in the manufacturing sector will over time be fueled by growing domestic consumption spending.

Projects under development

Beijing

The superstructure of *Guoson Centre* has been completed. Litigation referred to in Note 36 in the Financial Statements is still pending before the PRC Courts. The Group will explore various options and opportunities to manage the litigation and intrinsic value of the underlying asset.

Shanghai

Guoson Centre Changfeng is an integrated development which comprises approximately 500,000 square metres gross floor area of Grade A office towers, a retail mall, 354 SoHo (Small office, Home office) units, serviced apartments and the 443-room Guoman Hotel. The Guoman Hotel has been operational since July 2010. We are working towards growing this hospitality business despite the over supply of hotel rooms in Shanghai. Construction of phase 2 retail is under review.

Camden Park (a 50%:50% joint venture with Guoco Group Limited) has a land area of 47,675 square metres and is situated within the Changfeng Ecological Business District, in the Putuo District of Shanghai. The Group is in the process of obtaining planning and construction approvals for this residential development.

Tianjin

Seasons Park, a 1,176-unit residential development is located in Laochengxiang area in the Nankai District of Tianjin City. Government property curbs have dampened sales in this development. The Group will focus on completing 3 blocks by December 2012 for handover to buyers, and review strategies to generate sales of the balance at appropriate prices and at the right time.

3. MALAYSIA

In the light of weaker business sentiment and uncertainties over the euro zone debt crisis, Malaysia's economy posted a 5.1% growth in 2011, a substantial slowdown from the 7.2% growth in 2010.

The Group's presence in Malaysia is through GuocoLand (Malaysia) Berhad ("GLM"), its 64.98% subsidiary which is listed on Bursa Malaysia. GLM will focus on sales and execution of its existing residential projects including *Damansara City, Oval* and *Emerald Rawang*.

GLM also owns about 21.7% of Tower Real Estate Investment Trust ("Tower REIT"), which is listed on Bursa Malaysia. Tower REIT will continue to enhance the value of its existing assets – *Menara HLA, Menara ING* and *HP Towers* whilst looking for new assets to bring into the Tower REIT.

4. VIETNAM

Vietnam's economy has also entered a phase of sluggish growth which may fall to 5.7% in 2012 according to the World Bank. Domestic demand has been weak in the first half of 2012 resulting in lower inflation. The government has also announced plans and measures to boost consumption through increased government spending and lowering interest rates.

The Group will continue to focus on sales, execution and delivery of its existing project, a 17.5-hectare integrated development named *The Canary* located next to the Vietnam Singapore Industrial Park in Binh Duong province. Phase 1 of the residential component is 97% sold.

LOOKING AHEAD

The Singapore economy slowed in the first half of 2012. Government estimates in July 2012 forecasting that the growth target of 1.5% - 2.5% for 2012 remains on track provided there is no recession in US, no significant escalation of eurozone crisis, and no hard landing in China.

Given the uncertainty ahead, the Group expects business conditions in the countries in which we operate to be difficult in the short term. We will continue to monitor risks associated in our primary businesses relating to the real estate sector. The Group remains reasonably optimistic that volatilities in the major Asian economies will stabilise and growth will be sustainable in the medium to long term, given the size of these economies and growing affluence of their population.

NEW DIRECTOR

I would like to welcome Mr Abdullah Bin Tarmugi, our new non-executive independent director, who was appointed to the Board in March 2012. Mr Abdullah has a distinguished background. He was a former Member of Parliament for Siglap until 2011, holding various ministerial positions in the Ministry of Environment, Ministry of Home Affairs and Ministry of Community Development and Sports. He was the Speaker of Parliament, Singapore until his recent retirement.

NEW CHAIRMAN

It has been 24 years since I became a Director of the Company and 22 years since I assumed chairmanship in the Company. It is, I feel, time for me to step down. I will not be seeking re-election as Director of the Company at the forthcoming Annual General Meeting and will cease to be Director and Chairman at the conclusion of the Annual General Meeting. I will be succeeded by Mr Quek Leng Chan. I am confident that he will continue to enjoy the full support and cooperation of the Directors, the staff and shareholders. The Group will be in good hands with his formidable experience and track record.

I wish to thank my fellow directors for their contribution and support during my tenure as Director and Chairman. I have been ably supported by the vast talents of my colleagues on the Board. I am confident that the Company will continue to grow under their leadership. On behalf of the Board, I would like to record my appreciation to the management team and staff for their unwavering dedication and hard work. I am also grateful to our bankers, shareholders, customers and business associates for their continued support.

SAT PAL KHATTAR
14 September 2012

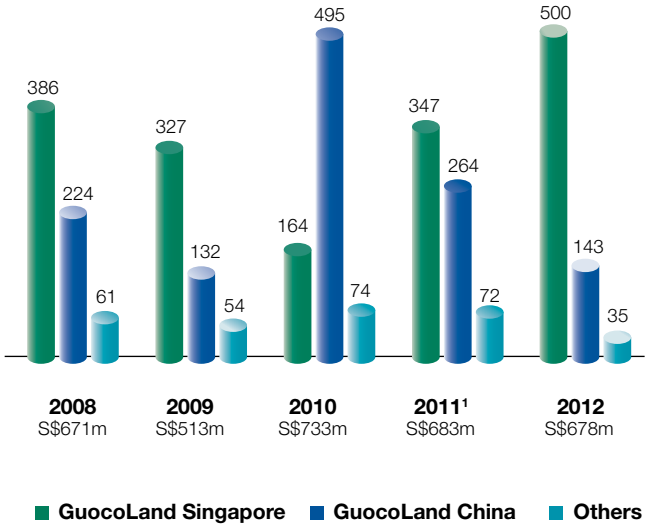
Financial Highlights

Year ended 30 June	2012 S$'000	2011 S$'000 Restated[1]	2010 S$'000	2009 S$'000	2008 S$'000
Income Statements					
Revenue by operating segments					
GuocoLand Singapore	**500,253**	346,791	164,189	327,477	386,051
GuocoLand China	**142,848**	264,213	495,080	131,660	224,137
GuocoLand Malaysia	**34,903**	64,800	66,752	34,125	51,856
GuocoLand Vietnam	**458**	6,571	6,311	17,729	-
Others	**34**	411	430	2,021	8,849
Total Revenue	**678,496**	682,786	732,762	513,012	670,893
Profit/(Loss) before income tax	**96,652**	164,636	180,525	(62,478)	194,426
Profit/(Loss) attributable to owners of the Company	**63,191**	122,012	134,306	(70,203)	161,840
Proposed dividends in respect of ordinary shares[2]	**55,488**	88,781	66,586	41,446	65,744
Statements of Financial Position					
Property, plant and equipment	**396,619**	361,592	236,222	159,678	141,304
Investment properties	**1,874,750**	1,651,877	427,545	367,678	449,086
Associates and jointly-controlled entities	**492,400**	192,864	194,377	187,528	189,531
Inventories	**4,972,047**	4,745,426	3,946,237	4,397,094	4,461,662
Cash and cash equivalents	**861,973**	1,188,342	656,432	581,796	654,461
Other assets	**161,052**	236,514	254,031	166,251	96,930
Total Assets	**8,758,841**	8,376,615	5,714,844	5,860,025	5,992,974
Share capital	**1,926,053**	1,926,053	1,394,047	1,394,047	1,394,047
Reserves	**470,162**	436,115	619,226	549,635	581,528
Equity attributable to owners of the Company	**2,396,215**	2,362,168	2,013,273	1,943,682	1,975,575
Non-controlling interests	**136,185**	138,224	126,944	120,818	152,956
Total equity	**2,532,400**	2,500,392	2,140,217	2,064,500	2,128,531
Loans and borrowings	**5,404,246**	5,185,630	2,614,992	2,886,532	3,032,991
Other liabilities	**822,195**	690,593	959,635	908,993	831,452
Total liabilities	**6,226,441**	5,876,223	3,574,627	3,795,525	3,864,443
Total Equity and Liabilities	**8,758,841**	8,376,615	5,714,844	5,860,025	5,992,974
Ratios					
Net asset value per share (S$)	**2.16**	2.13	2.42	2.37	2.41
Basic earnings per share (cents)	**5.69**	11.98	15.13	(7.99)	18.86
Dividend per ordinary share (cents)	**5**	8	8	5	8

[1] Revenue recognition on development projects was revised following the adoption of INT FRS 115 *Agreements for the Construction of Real Estate*. As required by INT FRS 115, the 2011 results were restated.

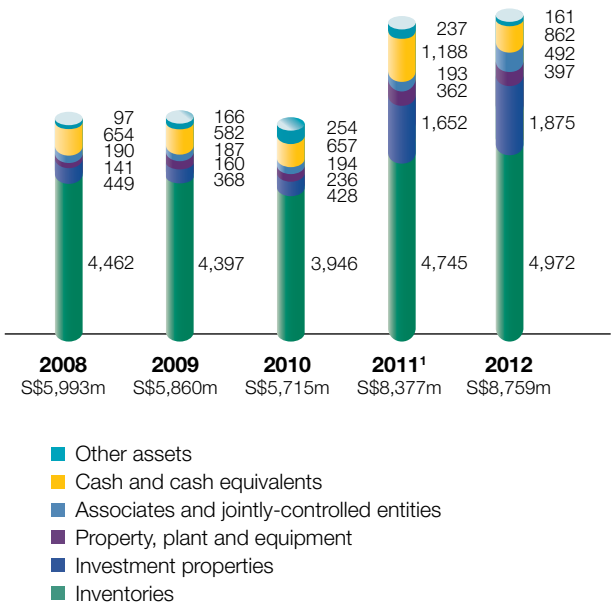
[2] The amount is derived after deducting dividends to be paid in respect of ordinary shares of the Company which were held by the Trust for Executives' Share Option Scheme.

GROUP REVENUE (S$ MILLION)

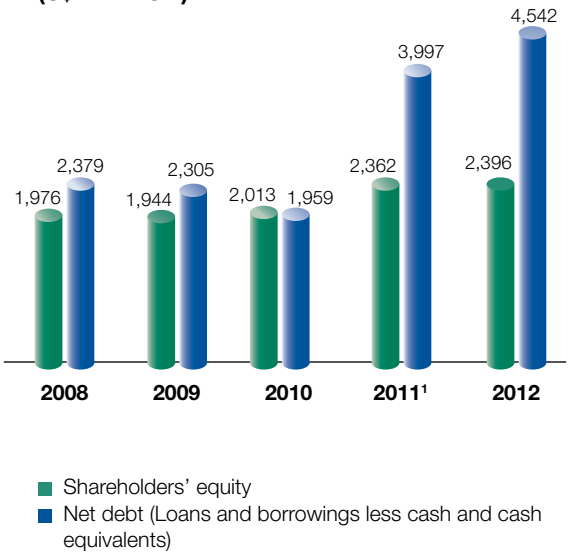


GROUP PERFORMANCE (S$ MILLION)

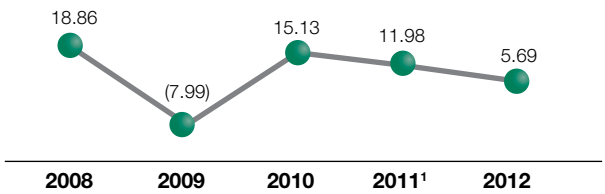
GROUP TOTAL ASSETS (S$ MILLION)



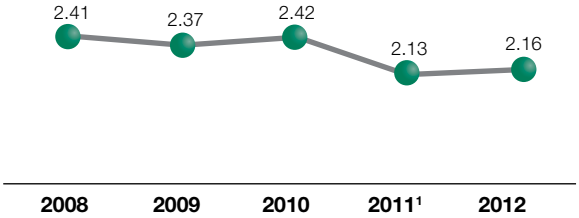
SHAREHOLDERS' EQUITY AND NET DEBT (S$ MILLION)



BASIC EARNINGS PER SHARE (CENTS)



NET ASSET VALUE PER SHARE (S$)



[1] Revenue recognition on development projects was revised following the adoption of INT FRS 115 *Agreements for the Construction of Real Estate*. As required by INT FRS 115, the 2011 results were restated.

Corporate Governance

The Company remains committed to maintaining high standards of corporate governance and endeavours to continuously keep abreast of new developments and practices in corporate governance.

The framework of the Company's corporate governance as set out in its own Code of corporate governance is substantially in line with the principles of the Singapore Code of Corporate Governance ("Code") issued by the Monetary Authority of Singapore ("MAS") in July 2005. The Company has noted the revisions to the Code issued by the MAS in May 2012, and will adopt the changes where appropriate.

The following sections describe the corporate governance practices adopted by the Company.

(A) BOARD MATTERS

The Board's Conduct of Affairs
Principle 1

The Company is headed by an effective Board which oversees the business affairs of the Company. The Board carries out this oversight function by assuming responsibility for effective stewardship and corporate governance of the Company and the Group. Its role and responsibilities include inter alia setting the overall business strategy, policies and direction for the Company and the Group.

The Board also reviews and approves key strategic and financial initiatives, the business plan and budget, quarterly, interim and annual results, and major investments and divestments. The Company has in place a Corporate Policies and Procedures Handbook which sets out the framework of internal guidelines on matters which require Board approval.

The Board is also responsible for setting the Company's values and ethical standards. The Group has a strong corporate culture exemplified by Group core values which are set out and may be viewed on the Company's website http://www.guocoland.com.sg.

The Board meets at least on a quarterly basis to review inter alia the Company's quarterly results. During the last financial year, the Board held four meetings. As provided in the Company's Articles of Association, Directors may convene Board meetings by teleconferencing or videoconferencing.

All Directors are provided with relevant information on the Company's policies, procedures and practices relating to governance issues, including disclosure of interests in securities, dealings in the Company's securities, restrictions on disclosure of price sensitive information and disclosure of interests relating to the Group's businesses. Directors are also updated regularly on key regulatory and accounting changes at Board Meetings. New directors are apprised of the business activities of the Group and its strategic directions. They are provided with the Company's Code of Corporate Governance, Board meeting reports and Guidebook on Audit Committee (for new appointees to the Audit Committee).

During the financial year, certain Directors attended seminars organised by Singapore Institute of Directors.

Board Composition and Guidance
Principle 2

Currently, the Board comprises eight well-qualified members who are business leaders and professionals with financial, banking and legal backgrounds. The Board considers its present size to be appropriate after taking into account the current nature and scope of the Group's operations. Profiles of the Directors are set out on pages 15 and 16. The majority of the Directors are non-executive and are considered independent by the Nominating Committee.

Board Committees

To assist the Board in executing its duties, the Board has delegated specific functions to the following Board committees:

1. ***Executive Committee:*** The Executive Committee is entrusted with the conduct of the Company's business and affairs, in line with the overall strategy set by the

Board. The members of the Executive Committee are Messrs Quek Leng Chan (who is the Chairman), Quek Chee Hoon (who is the Group President and Chief Executive Officer ["CEO"]) and Kwek Leng Hai, and certain key senior Management personnel. During the last financial year, the Executive Committee held six meetings.

2. ***Audit Committee:*** The members of the Audit Committee comprise Messrs Reggie Thein (who is the Chairman), Timothy Teo and Francis Siu, all of whom are non-executive Directors and are considered independent. As part of the Company's corporate governance practices, the CEO participates at all Audit Committee meetings. The Audit Committee held four meetings during the last financial year.

3. ***Executives' Share Option Scheme ("ESOS") Committee:*** The ESOS Committee assists the Board in administering the ESOS. The ESOS Committee comprises Mr Sat Pal Khattar, a non-executive Director and Mr Quek Leng Chan, an executive Director.

4. ***Nominating Committee:*** This committee comprises three non-executive Directors, two of whom are considered to be independent. Mr Sat Pal Khattar chairs the Nominating Committee and the other members are Messrs Kwek Leng Hai and Timothy Teo. This committee which meets at least annually, held two meetings in the last financial year.

5. ***Remuneration Committee:*** This committee comprises two non-executive independent Directors (Mr Sat Pal Khattar who is the Chairman and Mr Reggie Thein, member) and an executive non- independent director, Mr Quek Leng Chan. The Board is of the view that the inclusion of an executive director in the Remuneration Committee is appropriate and in the best interests of the Company and its subsidiaries. The Remuneration Committee which meets at least annually, held two meetings in the last financial year.

Chairman and Chief Executive Officer
Principle 3

There is a clear division of responsibilities in the respective roles and functions of the Chairman and CEO as these appointments are held separately by Messrs Sat Pal Khattar and Quek Chee Hoon respectively. The Chairman oversees the Group's corporate governance structure and conduct, in particular, the effective functioning of the Board and its Board committees. The Chairman also ensures that shareholders' questions and concerns are addressed at the general meetings of the Company. The CEO leads the Management team by providing entrepreneurial leadership and strategic directions. He oversees the business operations and affairs of the Group and monitors the performance of Management against pre-agreed targets.

As the Chairman is a non-executive Director, the Company Secretary assists the Chairman to schedule and prepare agendas for Board meetings. The CEO ensures the quality and timeliness of information flow between the Board and Management, which comprises key executive personnel of the Company.

Board Membership
Principle 4

The Nominating Committee reviews and recommends all new Board appointments and also the re-appointment of Directors to the Board. The NC has put in place a process for the selection and appointment of new directors to the Board. As prescribed by the Company's Articles of Association and recommended by the Code, one-third of the Directors for the time being are required to retire from office and are subject to re-election by shareholders at the Company's Annual General Meeting ("AGM"). All Directors also retire from office and are subject to re-election at least once in every three years. Directors of or over 70 years of age are required to be re-appointed every year at the AGM under Section 153(6) of the Companies Act.

Board Performance
Principle 5

On an annual basis, the Nominating Committee assesses the effectiveness and performance of the Board as a whole and the contributions of each Director. The assessment takes into account the performance of the Company, attendance and contributions of Directors at meetings of the Board and Board Committees and Directors' participation in the affairs of the Company, including a review of matters such as the independence of Directors, their individual skills, experience and time commitment, in particular for Directors who served on the boards of other listed companies as well as overall Board size and composition. The results of the Nominating Committee's assessment for the financial year ended 30 June 2012 had been communicated to and accepted by the Board.

Access to Information
Principle 6

Directors have separate and independent access to Management and the Company Secretary, whose role includes inter alia ensuring that Board procedures as well as applicable rules and regulations are complied with. The Company Secretary attends all Board and Board Committee meetings. Management keeps the Board apprised of the Company's operations and performance through regular updates and reports as well as through separate meetings and discussions. Directors may take independent professional advice at the Company's expense, if necessary.

Internally, Management presents the Board with reports of and updates on the Company's performance, financial position and prospects for review at each Board meeting.

(B) REMUNERATION MATTERS

Principles 7, 8 & 9

The Remuneration Committee, in consultation with the Executive Committee, reviews and recommends to the Board a framework of remuneration for the Board and key executives.

Non-executive Directors do not receive any salary. However, non-executive Directors receive directors' fees that are based on corporate and individual responsibilities and which are in line with industry norm. The fees for the Directors for the last financial year amounted in the aggregate to S$452,000 and are subject to the approval of shareholders.

The breakdown (in percentage terms) of the remuneration of the Directors of the Company is disclosed in Note 27c to the Financial Statements. The remuneration package comprising mainly salaries and bonuses, for the top eight key executives who are not Directors of the Company, is disclosed in bands of S$250,000 so as to maintain confidentiality of staff remuneration matters. This information is contained in Note 27d to the Financial Statements. Details of the Company's Executives' Share Option Scheme are set out in the Directors' Report and Note 30 to the Financial Statements.

The Company and its principal subsidiaries do not have any employees who are the immediate family members of any of the Directors or the CEO.

(C) ACCOUNTABILITY AND AUDIT

Accountability
Principle 10

The Board is committed to provide shareholders with a balanced and understandable assessment of the Company's financial performance, position, and prospects via announcements of its quarterly, interim and annual financial results.

Management provides the Board with management accounts which present a balanced and understandable assessment of the Company's performance, position and prospects. Such reports enable the Directors to keep abreast of the Group's operating and financial performance and position.

Risk Management and Internal Controls
Principle 11

The Board with the assistance of the Audit Committee oversees the governance of risk and monitors the Company's risks through an Enterprise Risk Management framework which incorporates a Risk Register to capture the significant business risks and the strategy and internal controls to mitigate these risks. The Risk Register is reviewed by the Audit Committee quarterly and any issues or matters arising from the Risk Register are highlighted by the Audit Committee to the Board.

Having regard to the reviews carried out by the Audit Committee, findings raised by internal and external auditors and assurance from the Management, the Board, with the concurrence of the Audit Committee, is of the opinion that the Group's internal controls addressing financial, operational and compliance risks, were adequate as at 30 June 2012.

Audit Committee
Principle 12

The terms of reference of the Audit Committee are set out in the Company's own Code of corporate governance. In performing its functions in the last financial year, the Audit Committee undertook, inter alia, the following:-

- reviewing the Group's quarterly, interim and final financial statements prior to submission to the Board;
- reviewing the scope and results of the external audit;
- meeting with the Company's external and internal auditors, in the absence of Management;
- reviewing the independence of the Company's external auditors;
- reviewing the adequacy and effectiveness of the Company's material internal controls (including financial, operational, compliance and information technology controls, and risk management);
- noting or reviewing interested person transactions, as recorded in the Company's Register of Interested Person Transactions;
- reviewing all non-audit services provided by the external auditors of the Company and confirming that such non-audit services do not affect the independence of the external auditors;
- reviewing the adequacy of the internal audit function;
- making recommendations to the Board on the reappointment of the external auditors; and
- reviewing the Company's whistle-blowing policy, which sets out procedures and rules for employees to raise responsibly, in confidence, concerns about possible improprieties for investigation.

At each Audit Committee meeting, the external auditors keep the Audit Committee apprised of any changes to the accounting standards and issues which have a direct impact on the Company's Financial Statements.

Internal Audit
Principle 13

The Company has an internal audit team comprising qualified personnel, which assists the Audit Committee in discharging its responsibilities. To assist the Board in inter alia, identifying, assessing and managing the significant business risks faced by the Group within its operating environment, Internal Audit reviews the Group's enterprise risk management framework in particular, the Company's Risk Register on a half yearly basis to ensure that strategies / internal controls are in place to mitigate the significant business risks of the Group.

The internal mitigating controls under the risk management framework may not eliminate all risks of failure but these control mechanisms seek to provide a reasonable assurance against material misstatement or loss.

(D) SHAREHOLDER RIGHTS AND RESPONSIBILITIES

Principles 14, 15 & 16

The Company ensures timely and adequate disclosure of information on matters of material impact to shareholders. Shareholders are provided with information on the Company's financial performance, position and prospects through announcements released through SGXNet and through the Company's annual reports, press releases to the SGX-ST and the Company's website at http://www.guocoland.com.sg.

Shareholders are given opportunities to participate at the Company's general meetings. The Board and Management are present at these meetings to address any questions that shareholders may have. The Company's external auditors are also present at the Company's AGM to assist the Board in addressing any queries raised by shareholders. If any shareholder is unable to attend the AGM, he or she is allowed to appoint two proxies to attend and vote on his or her behalf at the AGM.

The Company will be implementing poll voting at its forthcoming AGM and Extraordinary General Meeting.

Due to security concerns, the Company will not be implementing absentia voting methods such as by mail, e-mail or fax.

Dealings in Securities

The Company has in its own Code of corporate governance provided guidelines to the Company's officers in relation to dealings in securities. These guidelines set out, inter alia, that officers should refrain from dealing in any securities of the Company at any time when in possession of unpublished price-sensitive information in relation to those securities, and during the Company's close period which is defined as two weeks immediately preceding the announcement of the Company's quarterly results or half yearly results and one month preceding the announcement of the annual results, as the case may be, up to and including the date of announcement of the relevant results. Officers are also reminded to refrain from dealing in the Company's securities on short-term considerations. These guidelines have been disseminated to all directors, officers and key employees of the Group.

Board of Directors

MR SAT PAL KHATTAR, *aged 69*

was appointed to the Board in 1988 and has been the Chairman of the Group since 1990. Mr Khattar is the Chairman of the Nominating Committee and Remuneration Committee which were established in September 2002. Mr Khattar is also a Director of other listed companies such as GuocoLeisure Limited, Haw Par Corporation Limited in Singapore and Guoco Group Limited in Hong Kong and Gateway Distriparks Ltd in India. Mr Khattar holds a LLM degree and a LLB (Hons) degree from the University of Singapore.

Mr Khattar chaired the Board, Nominating Committee and Remuneration Committee meetings of the Company held during the financial year ended 30 June 2012.

Mr Khattar has informed the Company that he will not offer himself for re-election as Director at the Company's forthcoming Annual General Meeting ("AGM") on 12 October 2012 and will cease to be Director and Chairman of the Board at the conclusion of the AGM.

MR QUEK CHEE HOON, *aged 59*

was appointed to the Board in 1998, and was re-elected to the Board at the Company's Annual General Meeting held in October 2011. He is the Group President and Chief Executive Officer of the Group. Mr Quek has 35 years' extensive experience in various investment, corporate and management activities, including property related activities and businesses. Mr Quek holds a Bachelor of Accountancy degree from the University of Singapore.

Mr Quek attended all the Board and Executive Committee meetings of the Company held during the financial year ended 30 June 2012. He also participated at all the Audit Committee meetings held during the financial year ended 30 June 2012 in his capacity as the Group President and Chief Executive Officer of the Company.

MR QUEK LENG CHAN, *aged 69*

was appointed to the Board in 1988, and was re-elected to the Board at the Company's Annual General Meeting held in October 2010. He is the Chairman of the Executive Committee and a member of the Remuneration Committee. Mr Quek is the Chairman and Chief Executive Officer of Hong Leong Company (Malaysia) Berhad ("HLCM") and he sits on the Boards of Directors of the major public listed companies of HLCM. He is also the Executive Chairman of Guoco Group Limited, the Company's intermediate holding company in Hong Kong. Mr Quek qualified as a Barrister-at-Law from Middle Temple, United Kingdom and has extensive business experience in various business sectors, including financial services, manufacturing and real estate.

Mr Quek attended all the Board, Executive Committee and Remuneration Committee meetings of the Company held during the financial year ended 30 June 2012.

MR KWEK LENG HAI, *aged 59*

was appointed to the Board in 1988, and was re-elected to the Board at the Company's Annual General Meeting held in October 2011. He is a member of the Nominating Committee. Mr Kwek is the President, CEO of Guoco Group Limited in Hong Kong. His directorships in other public listed companies include Hong Leong Bank Berhad, GuocoLeisure Limited and Lam Soon (Hong Kong) Limited. He is also a director of Bank of Chengdu Co., Ltd. Mr Kwek qualified as a chartered accountant of the Institute of Chartered Accountants in England and Wales and has extensive experience in financial services, manufacturing and property investment.

Mr Kwek attended all the Board, Executive Committee and Nominating Committee meetings of the Company held during the financial year ended 30 June 2012.

MR REGGIE THEIN, *aged 71*

was appointed to the Board in July 2002, and is proposed for re-appointment at the Company's Annual General Meeting to be held on 12 October 2012. He is Chairman of the Audit Committee and a member of the Remuneration Committee. He is also a Director and Chairman of the Audit Committee of United Overseas Bank Limited, Haw Par Corporation Limited, GuocoLeisure Limited, MobileOne Limited, FJ Benjamin Holdings Limited and Otto Marine Limited.

Mr Thein is a member of the Governing Council and Vice Chairman of the Singapore Institute of Directors, a Fellow of the Institute of Chartered Accountants in England and Wales, and member of the Institute of Certified Public Accountants of Singapore. He was previously a Senior Partner of PricewaterhouseCoopers, Vice Chairman of Coopers & Lybrand, and Managing Partner of its management consulting services firm. In 1999, he was awarded the Public Service Medal by the President of Singapore.

Mr Thein attended the Board and Remuneration Committee meetings and chaired all the Audit Committee meetings of the Company held during the financial year ended 30 June 2012.

Board of Directors

MR TIMOTHY TEO LAI WAH, *aged 60*

was appointed to the Board in November 2008, and is proposed for re-election at the Company's Annual General Meeting to be held on 12 October 2012. He is a member of the Audit Committee and Nominating Committee. Mr Teo also serves on the boards of statutory boards and charities such as St Luke Elder Care, Bartley Christian Church Ltd, National Library Board and The Library Fund.

Mr Teo was Director in charge of foreign exchange, money market, gold and commodities management in Government of Singapore Investment Corp, Singapore from 1998 to 2007. Prior to this, he was Director of Nuri Holdings (S) Pte Ltd, Singapore as consultant for risk management in Jakarta and Los Angeles from 1994 to 1998. Mr Teo was also with JP Morgan for 20 years in various overseas locations at senior management level (Managing Director) in Global Markets. Mr Teo holds a Masters Degree in Business Administration from Macquarie University, Sydney, Australia.

Mr Teo attended all the Board, Audit Committee and Nominating Committee meetings of the Company held during the financial year ended 30 June 2012.

MR FRANCIS SIU WAI KEUNG, *aged 58*

was appointed to the Board in December 2010, and was re-elected to the Board at the Company's Annual General Meeting held in October 2011. He is a member of the Audit Committee. Mr Siu is also an independent non-executive director of Hua Xia Bank, China, which is listed on the Shanghai Stock Exchange and CITIC Pacific Limited, China Communications Services Corporation Limited and Hop Hing Group Holdings Limited, which are listed on the Hong Kong Stock Exchange.

Mr Siu was a Senior Partner of KPMG Beijing Office, and Senior Partner of Northern Region, KPMG China from 2002 to March 2010. Prior to this, he was Senior Partner of KPMG Shanghai Office and Audit Partner in Hong Kong. Mr Siu holds a Bachelor of Arts in Accounting and Economics Degree from University of Sheffield, United Kingdom and he is a Fellow Member of the Institute of Chartered Accountants in England and Wales and a Fellow of the Hong Kong Institute of Certified Public Accountants.

Mr Siu attended all the Board and Audit Committee meetings of the Company held during the financial year ended 30 June 2012.

MR ABDULLAH BIN TARMUGI, *aged 68*

was appointed to the Board in March 2012, and is proposed for re-election at the Company's Annual General Meeting to be held on 12 October 2012. Mr Abdullah also serves on the boards of Devotion Energy Group Limited, Goodhope Asia Holdings Ltd, The Islamic Bank of Asia and Pacific Insurance Berhad.

Mr Abdullah is a member of the Presidential Council for Minority Rights and the National University of Singapore Board of Trustees. He was the Speaker of Parliament from March 2002 to October 2011, and was the Member of Parliament for Siglap (now within the East Coast Group Representatives Constituency) from 1984 to 2011. Prior to this, he held various ministerial positions in the Ministry of Environment, Ministry of Home Affairs and Ministry of Community Development and Sports from 1993 to 2002. During the period 1970 to 1993, Mr Abdullah held various appointments as an urban sociologist, senior statistician and planning analyst in the Ministry of National Development, a feature writer and associate news editor with The Straits Times and was the research manager of Singapore Press Holdings Ltd.

Mr Abdullah holds an Honours Degree in Social Science from the University of Singapore. He also holds a Postgraduate Diploma (Merit) in Urban Studies from the University of London under the Commonwealth Scholarship.

Since Mr Abdullah's appointment in March 2012, he has attended 1 Board meeting of the Company held during the financial year ended 30 June 2012.

Management Team

COUNTRY HEADS

MRS TRINA LOH
Singapore Country Head

Mrs Trina Loh is the Group Managing Director of GuocoLand (Singapore) Pte. Ltd. She joined the Group in 1999. Mrs Loh has 30 years of experience in various aspects of the real estate business, particularly in Singapore, United Kingdom and New Zealand. She is a member of the Singapore Institute of Surveyors and Valuers and an associate of the New Zealand Institute of Valuers. Mrs Loh holds a Bachelor of Property Administration degree from the University of Auckland, New Zealand.

MR TEO TONG KOOI
China Country Head

Mr Teo Tong Kooi is the Group Managing Director of GuocoLand (China) Limited ("GLC") and Legal Representative of GLC and GuocoLand Group's subsidiaries in China. He joined the Group in July 2012. Mr Teo has more than 20 years of working experience in a broad range of industries, multinationals and conglomerates in Singapore, Malaysia and China. He holds a Bachelor of Science in Marketing Management and Masters in Business Administration from Golden Gate University, USA and had attended the Stanford Executive Programme from Graduate School of Business, Stanford University.

MR YEOW WAI SIAW
Malaysia Country Head

Mr Yeow Wai Siaw is the Managing Director of GuocoLand (Malaysia) Berhad. He joined the Group in June 2010. Mr Yeow has more than 20 years of working experience and has held key positions in listed companies in Malaysia in the manufacturing and building industry. During his past career, he has also served as a management consultant in McKinsey & Company. He holds a MBA in Finance from the University of Hull, United Kingdom, a Mini-MBA from INSEAD and a Bachelor of Industrial Engineering from the University Technology of Malaysia.

CORPORATE OFFICE

MR TAN TECK HUAT
Chief Financial Officer

Mr Tan Teck Huat is the Chief Financial Officer. He joined the Group in October 2008. Mr Tan has 25 years of working experience in major listed companies and has held various positions in corporate development and communications, corporate finance, corporate treasury and accounting. Mr Tan holds a Master of Arts and a Bachelor of Arts in Economics (Second Upper) from the University of Cambridge.

MRS DAWN PAMELA LUM
Group Company Secretary

Mrs Dawn Pamela Lum is the General Manager, Corporate Affairs and concurrently, the Group Company Secretary. She has been with the Group since 1987. Mrs Lum has a total of 36 years of working experience and has assumed key roles in the corporate and management functions of the Company. Mrs Lum holds a Bachelor of Law (Hons) degree from the University of Singapore. She was admitted to the Rolls of the Supreme Court of Singapore as an advocate and solicitor in 1977.

MR TOMMY NG
General Manager, Group HR

Mr Tommy Ng is the General Manager, Group HR. He joined the Group in September 2010. Mr Ng has 29 years of working experience in Human Resource and Human Capital Management. In his HR career, Mr Ng has worked in diverse industries such as transport, hospitality, finance, manufacturing and construction. Mr Ng holds a Master in Business Administration from the University of Strathclyde and a Diploma in Human Resource Management.

Singapore

In Singapore, GuocoLand is recognised as a developer of eco-friendly projects. For its commitment towards environmental sustainability, it has won the Building and Construction Authority ("BCA") Green Mark Awards for projects such as Goodwood Residence, Sophia Residence, Leedon Residence, The Waterline, Elliot at the East Coast and The Quartz.

TANJONG PAGAR SITE

The proposed integrated development at Tanjong Pagar is being built on a prime 161,703 square feet site within the Central Business District. Located above the Tanjong Pagar MRT station, the iconic development will stand at a height of 290 metres, currently defining it as the tallest building in Singapore upon completion.

This ideally located development will comprise exclusive residential apartments, an international hotel and premier Grade A office and retail space. Internationally-acclaimed architectural firm Skidmore, Owings & Merrill ("SOM") will lead in the design of this project. SOM's impressive portfolio of works include the world's tallest building, Burj Khalifa in Dubai and the upcoming One World Trade Center in New York.

Artist's impression of Tanjong Pagar Integrated Development

GOODWOOD RESIDENCE

Goodwood Residence sits on a prime 2.5 hectare site within the coveted Orchard-Scotts area, just minutes away from Orchard Road, Singapore's popular shopping and entertainment district. This exclusive 210-unit freehold development integrates seamlessly with the greenery of the 20-hectare Goodwood Hill, a green lung which it shares a 150-metre boundary with.

Designed by renowned consultants, WOHA Architects Pte Ltd and landscape specialist ICN Design International Pte Ltd, the contemporary style of Goodwood Residence aims to interact dynamically with the surrounding tree conservation area.

Limited treehouse cabana units perched in a natural setting amongst the trees distinguish this luxurious development from the rest. Goodwood Residence was awarded the prestigious BCA Green Mark Platinum Award for its environmentally-conscious design which promotes efficient use of energy and water and the Active, Beautiful, Clean Waters (ABC Waters) Certification by Public Utilities Board.

Showflat at Goodwood Residence

Artist's impression of Leedon Residence

LEEDON RESIDENCE

Situated on an expansive 4.9 hectare site next to the Leedon Park Good Class Bungalow enclave, Leedon Residence will be one of the largest freehold residential developments in District 10. Residents will benefit from being within walking distance to the Farrer Road MRT station as well as close proximity to popular lifestyle destinations such as Holland Village, Dempsey Hill, Orchard Road and internationally renowned Singapore Botanic Gardens.

Educational institutions in the vicinity include Nanyang Primary School, Raffles Girls' Primary School, Hwa Chong Institution, National Junior College and Nanyang Girls' High School. Designed by the award-winning SCDA Architects Pte Ltd, this project has also won the BCA Green Mark GoldPlus Award for its energy efficient features.

Artist's impression of Sophia Residence

SOPHIA RESIDENCE

Sophia Residence is perched atop the Mount Sophia area in District 9, tucked away from the flurry of city life. This freehold condominium comprising 5 blocks of 272 units will be the only high-rise condominium within this coveted enclave. Via a newly created foot access, Sophia Residence is just a short stroll to Orchard Road and Dhoby Ghaut MRT Hub giving residents immediate access to the Central Business District and downtown financial hub at Marina Bay. Dhoby Ghaut MRT Hub currently serves the North-South, North-East and Circle Lines.

Located within the vibrant Arts and Cultural District, it is close to major arts and educational institutions such as Singapore Management University, School of The Arts and Nanyang Academy of Fine Arts. Shopping malls, fine dining establishments and popular museums are also nearby.

The design of this contemporary and modern development is the collaboration between two well-known architectural firms, WATG (Wimberly Allison Tong & Goo) of the United States and landscape specialist ICN Design International Pte Ltd. Sophia Residence garnered the prestigious BCA Green Mark Platinum Award for its green features such as a unique residential roof garden of over 200 metres and utilisation of renewable energy.

Showflat at The Waterline

THE WATERLINE

THE WATERLINE

The Waterline is a 103-unit freehold condominium located in a private residential locale off Yio Chu Kang Road. Unique features of this contemporary low-rise development will include direct lift access to the sky garden of penthouses and private pools for special ground floor units. Residents will be well served by the nearby Serangoon integrated transport hub comprising an air-conditioned bus interchange and the Serangoon MRT station serving both the North-East and Circle MRT lines. Complementing this efficient transportation network is the nearby Central Expressway, Kallang Paya Lebar Expressway and Tampines Expressway providing further accessibility.

Nex, a mega retail and entertainment mall and well known eateries at Serangoon Gardens are within close proximity to The Waterline. Rosyth School, Montfort Secondary School, Serangoon Junior College, Lycee Francais de Singapour (French International School) and The Australian International School Singapore are just some of the reputable local and international schools in the vicinity.

The Waterline has won the BCA Green Mark Gold Award for its eco-friendly features.

PROPERTY RELATED SERVICES

The Group through its subsidiary, GuocoLand Property Management Pte. Ltd., which has more than 23 years of experience in property-related services continues to provide its strong in-house experience and competence to the Group's projects. The Group owns www.myhome.com.sg, an internet portal that provides new home buyers with updates on the construction progress of their units. The portal also serves as a convenient one stop facility booking system for existing home owners.

TUNG CENTRE

Tung Centre is the Group's flagship office building. This excellently located 24-storey office block provides prime office space in Singapore's Central Business District and is within walking distance of the Raffles Place MRT station.

Facing the upcoming and vibrant Marina Bay area, Tung Centre is 93.5% leased and some of its prominent corporate tenants include BNP Paribas, Munich Management Pte. Ltd. and HL Bank.

Tung Centre

China

GuocoLand has been active in China since 1994 and is an established property developer in China with a sizeable portfolio of properties in the major cities of Beijing, Shanghai, Nanjing and Tianjin.

In 2010, Guoson Centre in Beijing and Guoson Centre in Shanghai won the "Best International Mixed Use Development" at the International Property Awards held in association with Bloomberg Television in United Kingdom.

GuosonCentre
国盛中心

GUOSON CENTRE • BEIJING • DONGZHIMEN

Beijing Guoson Centre is strategically located along the main thoroughfare of Dongzhimen Road in downtown Beijing. This multiple award winning integrated development has a total gross floor area of 595,812 square metres and comprises the 159,229 square metre Guoson Mall, the 5-star 443-room Guoman Hotel Beijing, twin Grade A Office Towers, the luxurious Guoson Residences and the 40,000 square metre rooftop garden, Guoson Green. With its unbeatable location in downtown Beijing, Guoson Centre is poised to offer excellent business opportunities and investment potential.

This sizable development not only has one of the largest retail complexes in the area, its twin office towers standing at 170 metres high are also amongst the tallest buildings in the area. It also houses Asia's largest transportation hub with a well-connected network of bus interchange, subway and light railway lines and an airport express train to Beijing Capital International Airport in 16 minutes.

Artist's impression of Guoson Centre

GuosonCentre
国盛中心

GUOSON CENTRE • SHANGHAI • CHANGFENG

The iconic and award winning Shanghai Guoson Centre integrated development sits on a 143,845 square metre site, situated within the Changfeng Ecological Business District, in the Putuo District. With a gross floor area of 492,272 square metres, it comprises the 129,635 square metre Guoson Mall, the 5-star, 443-room Guoman Hotel Shanghai, Grade A Office Towers, 354 SoHo (Small office, Home office) units and serviced apartments.

As part of the Group's commitment to environmental sustainability, Shanghai Guoson Centre has incorporated eco-friendly features such as a rain collection system and use of environment-friendly building materials. The Guoson Mall also provides a unique "shopping in the park" experience with terraced landscaping, lush foliage and water features.

Guoson Centre is well positioned at the crossroads of the Zhongshan Park, Gubei and Hongqiao commercial districts. It is also a 10-minute drive to the Hongqiao integrated transportation hub which provides superb inter-city connectivity via express train, buses and air-flight.

Artist's impression of Guoson Centre

阳光晶典
SEASONS PARK 老城厢人文时尚生活

SEASONS PARK, TIANJIN

Occupying a 25,866 square metre site in the Nankai District, Seasons Park is located within the cultural, commercial and historic hub of Laochengxiang. Seasons Park is the Group's first residential development in Tianjin comprising seven high-rise blocks totaling 1,176 apartments.

With a population of more than 13 million, Tianjin is one of the largest commercial, financial and industrial hubs in northern China, and just a 30-min train ride from Beijing. Amenities nearby include a supermarket, shopping centre, department store, restaurants and hotels.

Artist's impression of Seasons Park

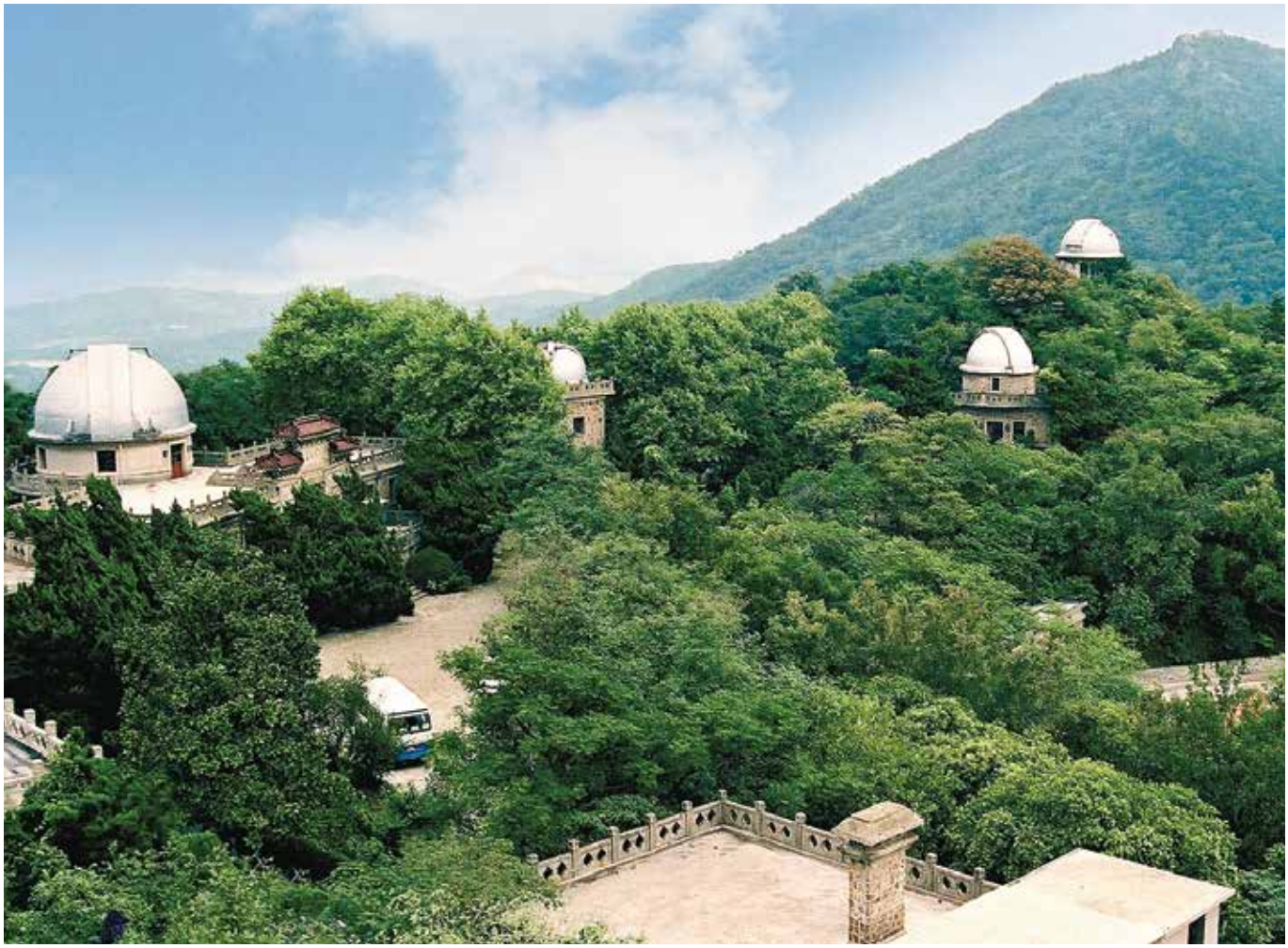
CAMDEN PARK, SHANGHAI

Camden Park, the Group's third project in Shanghai is located on a 47,675 square metre site within the Changfeng Ecological Business District, in the Putuo District. This prime site is next to the Shanghai Guoson Centre and is planned for a high-end residential development with eco-friendly features. It enjoys easy accessibility to the Hongqiao integrated transportation hub that offers connectivity to Shanghai city centre and other cities including Nanjing, Beijing and Hangzhou. Residents will enjoy greater connectivity with the completion of subway lines 13 and 15.

Artist's impression of Camden Park

NANJING – GUJIAYING SITE

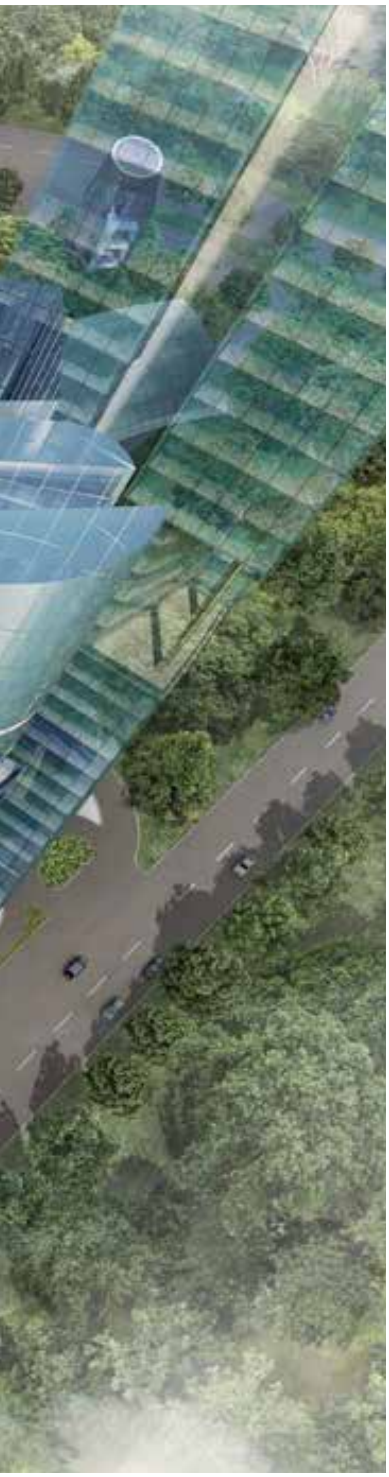
Sitting on a sizeable 296,002 square metre site and located near the scenic Purple Mountains in the Xuanwu District, the proposed development will be served by a fully integrated transport network including the subway line, the Huning Highway and Ninghang Road.



The scenic Purple Mountains in Nanjing's Xuanwu District

Malaysia

Artist's impression of Damansara City



Listed on the Main Market of Bursa Malaysia Securities Berhad, GuocoLand (Malaysia) Berhad ("GLM") is a 64.98% subsidiary of GuocoLand. It has an established presence in Malaysia with property development and investment, and hotel & resort holdings activities. Its portfolio includes prime office and residential properties in Kuala Lumpur and Greater Kuala Lumpur.

DC
damansara
heights

DAMANSARA CITY, DAMANSARA HEIGHTS

Located on a sprawling site area of 3.2 hectares in the commercial and residential hub of Damansara Heights, Damansara City is the flagship development of GLM, the Group's subsidiary in Malaysia. This freehold integrated development will comprise two landmark office towers, two luxurious residential towers, an international-class hotel and a lifestyle retail mall. Residents will enjoy ample amenities, facilities, transport services and also being in the immediate vicinity of affluent suburbs such as Bangsar and Bukit Kiara.

As part of the Malaysian government's Economic Transformation Programme ("ETP") to transform Malaysia into a high-income nation by 2020, Damansara City was announced in January 2011 as one of the 19 entry point projects to help drive rapid growth in the Greater Kuala Lumpur / Klang Valley area.

Artist's impression of Commerce One

COMMERCE ONE

COMMERCE ONE, OLD KLANG ROAD

Commerce One is an exciting commercial hub located in the business district of Old Klang Road in Kuala Lumpur. The development includes a 21-storey corporate office building, offering 222 units of modern office suites, a retail floor, fiber optic broadband connectivity, dedicated entrance lobby, 24-hour security, ample cark park and landscaped terraces.

Commerce One is within close proximity to Mid Valley and the city centre. It boasts unparalleled connectivity to the city centre via the major highways of Kuala Lumpur namely the Federal Highway, the New Pantai Expressway (NPE) and the KL Shah Alam (KESAS) Expressway.

emerald
RAWANG

EMERALD, RAWANG

Surrounded by the undulating green foothills of Rawang, Selangor, the spacious 405 hectare township, Emerald comprises link, cluster, semidetached houses and bungalows.

This gated community enjoys easy access to the city and its nearby suburbs via the North-South Highway, New Klang Valley Expressway and the Guthrie Corridor Expressway. Nearby amenities include banks, a post office, hypermarkets, a fresh produce market as well as a Malayan Railways (KTM) station.

In June 2012, GLM launched Emerald Gardens – two and 2½-storey superlink homes – which reinforces Emerald's appeal as the residential township of choice in the northern corridor of the Klang Valley. The 161-unit tropical garden concept homes offer a choice of three wide frontage designs and generous landscaping, covering 26'x80' two-storey homes (built-up area from 2,990 sq ft) and 24'x80' and 26'x80' 2½-storey homes (built-up area from 3,585 sq ft).

To date, close to 2,000 houses in Emerald, including link and cluster homes, semi-detached and premium bungalows have been completed and handed over to buyers.

Artist's impression of Emerald Gardens

AMANDARII, KAJANG

Amandarii offers 36 units of two-storey bungalows in a 8.76-acre freehold and guarded enclave. Adjacent to the Saujana Impian Golf and Country Club, this development is strategically placed in one of the most sought-after locations in Kajang. Surrounded by lush landscaping, Amandarii offers a choice of seven designs of contemporary bungalows featuring double storey height living room, en-suite bedrooms, guest rooms and an outdoor deck for entertaining.

The Amandarii enclave is well served by the SILK Expressway, the Cheras-Kajang Highway and Kajang-Seremban Highway for fast accessibility to Putrajaya, Cyberjaya, Kuala Lumpur and Petaling Jaya.

Artist's impression of Amandarii

Artist's impression of PJ City Corporate Hub

PJ CITY CORPORATE HUB

Section 51A, Petaling Jaya

PJ City Corporate Hub offers entrepreneurs and investors yet another exciting proposition with its offering of 28 units of semi-detached and terraced factories in the heart of Petaling Jaya's industrial centre. The 7.76-acre site, located adjacent to the PJ City office towers, is strategically located along the Federal Highway with easy access to the Kuala Lumpur International Airport and Port Klang.

TOWERreit

TOWER REIT

In April 2006, GLM established and listed a Real Estate Investment Trust ("REIT") known as Tower REIT on the Main Market of Bursa Malaysia Securities Berhad. Tower REIT is managed by GLM REIT Management Sdn Bhd, a wholly-owned subsidiary of GLM. GLM has an approximately 21.7% interest in Tower REIT. As at 30 June 2012, Tower REIT's investment portfolio comprises three strategically located prime commercial buildings in Kuala Lumpur, namely Menara HLA, Menara ING and HP Towers which have a total net lettable area of about 84,000 square metres.

MENARA HLA

Located opposite KLCC in the heart of Kuala Lumpur's Golden Triangle, this 32-storey office tower has approximately 36,866 square metres of lettable area. Menara HLA has a 4-level basement car park, and is currently occupied by a variety of national, regional and local tenants. Anchor tenants include Padiberas Nasional Berhad and Aker Engineering Malaysia Sdn Bhd. Occupancy rate as at 30 June 2012 was 100%.

Menara HLA

Menara ING

MENARA ING

Situated along Jalan Raja Chulan, a sought-after office address within the Golden Triangle, this 20-storey office tower has an annexed three and a half-storey office block and two split-level basement car parks. As at 30 June 2012, Tower REIT owns 82.99% which is equivalent to approximately 14,903 square metres and 100% of the car park bays. The floor areas owned by Tower REIT are leased to the ING Insurance Berhad group of companies and the occupancy rate was 100% as at 30 June 2012.

HP Towers

HP TOWERS

Located in the commercial area of Bukit Damansara, HP Towers comprises two blocks of 9 storeys and 21 storeys, 3 levels of connecting podium and 4 levels of basement car park with a lettable area of approximately 32,521 square metres. With an occupancy rate of 81% as at 30 June 2012, major tenants include Hewlett-Packard (Malaysia) Sdn Bhd and Valuecap Sdn Bhd.

Vietnam

Through its subsidiary, GuocoLand Vietnam (S) Pte Ltd, the Group is developing The Canary, an integrated development in Binh Duong Province.

THE CANARY, BINH DUONG PROVINCE

Located on a 17.5 hectare site directly across the 27-hole Song Be golf course at the gateway of the Vietnam Singapore Industrial Park in Thuan An District, The Canary will have the distinction of being the first fully-integrated development in Binh Duong Province, an attractive destination for both local and foreign investors due to its favourable economic growth rate.

Just 30 minutes from Ho Chi Minh City via Highway 13 this sizeable development will offer an integrated Work-Live-Play environment for the residents in this area with 1,051 residential apartments to be developed over 4 phases, a good class international hotel, Serviced Apartments, a 108,000 square metre retail mall operated by an international retailer, an office tower and educational facilities.

Construction of Phase 2 of the residential component is currently underway.

Artist's impression of The Canary

Environmental Sustainability

GuocoLand is committed in its efforts to develop processes and to include environmentally sustainable features in its property developments to reduce negative impact to the environment. We also ensure that business operations carried out are environmentally sustainable.

As a Group, initiatives have been taken to develop buildings which comply with the guidelines set by the local building authorities in which the Group operates in.

- In Singapore, our green buildings comply with the Building & Construction Authority (BCA) requirements.
- Our developments in China comply with the requirements set by the Ministry of Housing & Urban-Rural Development and the Ministry of Environmental Protection.
- In Malaysia, the integrated development of Damansara City will conform to the Leadership in Energy and Environmental Design (LEED) and Green Building Index (GBI) certifications.
- In Vietnam, our projects comply with the requirements set by the Department of Construction, the Department of Urban Planning and Architecture and the Department of Natural Resources and Environment.

In recognition of its efforts in developing green buildings, GuocoLand has to date received several BCA Green Mark awards including 2 Green Mark Platinum awards, the highest accolade for green building certification in Singapore. The BCA Green Mark award provides a meaningful differentiation of buildings in the real estate market. It is a benchmarking scheme which incorporates internationally recognized best practices in environmental design and performance.

The Group's developments which are eco friendly are equipped with the latest innovations which promote efficient use of energy and water. Our developments use the latest energy efficient and green-labeled materials such as low volatile organic compounds paint, fittings such as dry walls and recycled or composite timber for flooring.

Energy saving design and features include the wide use of LED lightings which have longer life span and are more energy efficient in our developments. Lighting circuits of common areas are zoned and controlled by different timers in accordance with the desired levels and hours of illumination. Motion sensors and sound sensors are used to switch lights off when an area is vacated. The designs of our developments also incorporate the use of natural ventilation and daylight in areas such as lift lobbies, corridors, kitchens, bathrooms and toilets. Our developments also commonly feature the use of sun shading and window treatments such as double glazing to effectively reduce heat gain from the sun, lowering the need to use air conditioning.

Water saving features include the use of water efficient-labeled devices. Self-sustaining methods of irrigation are employed to minimize use of potable water by harvesting rainwater and underground water to irrigate the plants and other landscaping purposes.

Other innovative features in the Group's developments include inter alia the following:

- Use of heat recovery devices to provide hot water for changing rooms, gym and function rooms and gas heater systems consume energy only when there is a demand for hot water.
- Installation of green roof systems which provide thermal insulation to the units below and to lower surface temperature on the roof garden areas. Also, the use of vertical green walls for shading and air quality improvement.
- Implementation of a membrane filtration system during construction to recycle water and bio-diesel for machinery and equipment.
- Reclamation of sand-like aggregates through controlled demolition of buildings to be used for construction of compact green walls and recycled kerbs and drains.
- Preserving trees by conserving or relocating existing trees on site.
- Installation of a frequency convertible pump system which allows the pump speed to be adjusted according to the water pressure, resulting in more efficient energy usage.
- A water treatment system which treats sewage water that meets Class III of the city discharge standards. This reduces the pollution of surface water and groundwater to protect quality of water bodies and maintain ecological balance.
- Use of a Non Ozone Depleting Refrigerant system for the air conditioning systems in the Small office Home office (SOHO) and Service Apartment components.

With these features in place, homeowners of the Group's developments in Singapore will benefit from projected energy savings amounting to 6,344,266 kWh/yr – equivalent to annual energy consumption of approximately 1,400 units of apartments. The projected water saving of 92,334 m^3/yr – translate into annual potable water consumption of approximately 400 units of apartments.

GuocoLand will continually strive to reduce negative environmental impact by improving and adjusting our work processes while maintaining our high standards of property development.

Human Resource

1. Staff Lunch Talk 2. Staff outing to Johor Bahru and Tangkak 3. Staff Get-Together 4. GuocoLand Group & Affiliated Companies Bowling Tournament 2012

GuocoLand is committed to providing a rewarding career, a dynamic work environment, growth and development opportunities for its employees which are in line with the Group's corporate values:

- Progress
- Unity
- Social Responsibility
- Quality
- Innovation
- Entrepreneurship
- Honour

LEARNING AND DEVELOPMENT

The Group provides opportunities for staff to enhance their levels of skills and knowledge to improve the quality of workplace productivity and staff satisfaction. Our employees are encouraged to enrol in seminars, workshops and skills programmes to extend their range of performance and to bring out the full potential in them.

Staff attended training programmes covering areas on Property Tax, BCA-REDAS Green Buildings, Construction Law, Financial Reporting Standards, Procurement, Good Industry Practices, Corporate Governance, IT Architecture and Strategic IT Planning. The certification courses for staff included Master of Science in Sustainable Building, Building Information Modelling, Document Control, IT Service Management, Enterprise Architecture and QM/CONQUAS manager courses.

WORKPLACE HEALTH PROMOTION

Since 2009, the Group has embarked on a comprehensive Workplace Health Promotion programme to empower our staff to improve their health by making healthy lifestyle choices. The programme included annual health screening, on-site flu vaccination and talks on popular topics such as nutrition therapy, skin health, emotional quotient and stress management. Employees also actively participated in Bollybeatz and muscle toning exercise classes. For our efforts, the Bronze Award was conferred to us by the Health Promotion Board as a national recognition of the Company's dedication to put employees' wellness as a corporate priority.

EMPLOYEE ENGAGEMENT

GuocoLand actively engages its employees through social and recreational activities which promote employee interaction and bonding.

These activities included staff participating in the 2012 Dads for Life Conference which advocates good work-life balance, talk on will & estate planning highlighting the importance of having meaningful legacies, and the crisis & emergency management workshop conducted by the Fire Prevention Centre and Crisis Control Centre Singapore. The topics covered included natural disasters, fire hazards, preventive measures, first aid for burn victims, survival tactics and the crisis and emergency evacuation process.

Staff had opportunities to bond and meet colleagues from other subsidiaries at the annual GuocoLand Group & Affiliated Companies Bowling Tournament and the Staff Get-Together. Day trips to Pulau Ubin and a durian farm in Malaysia were also well received by staff and their families who have enjoyed the outings.

Financials

Directors' Report

For the year ended 30 June 2012

We are pleased to present this annual report to the members of the Company together with the audited financial statements for the financial year ended 30 June 2012.

DIRECTORS

The directors in office at the date of this report are as follows:-

Sat Pal Khattar
Quek Chee Hoon
Quek Leng Chan
Kwek Leng Hai
Reggie Thein
Timothy Teo
Francis Siu
Abdullah Bin Tarmugi (appointed on 1 March 2012)

DIRECTORS' INTERESTS

According to the register kept by the Company for the purposes of Section 164 of the Companies Act, Chapter 50 (the Act), particulars of interests of directors who held office at the end of the financial year (including those held by their spouses and infant children) in shares, debentures, warrants and share options in the Company and in related corporations (other than wholly-owned subsidiaries) are as follows:-

	Shareholdings in which Directors have a Direct Interest		Shareholdings in which Directors are Deemed to have an Interest	
	As at 1 July 2011	As at 30 June 2012	As at 1 July 2011	As at 30 June 2012
The Company		**Fully Paid Ordinary Shares**		
Sat Pal Khattar	1,222,221	**1,222,221**	17,253,087	**17,253,087**
Quek Chee Hoon	22,064,798	**22,064,798**	-	**-**
Quek Leng Chan	13,333,333	**13,333,333**	817,911,030	**817,911,030**
Kwek Leng Hai	35,290,914	**35,290,914**	-	**-**
Timothy Teo	33,333	**33,333**	-	**-**
		Options to subscribe for Ordinary Shares		
Quek Chee Hoon	12,170,773	**-***	-	**-**
		Convertible Bonds**		
Quek Leng Chan	-	**-**	46,100,000	**-**

* Pursuant to the lapse of options on 17 May 2012.
** The Convertible Bonds were fully redeemed on 7 May 2012. Please refer to Note 20 to the financial statements.

DIRECTORS' INTERESTS (cont'd)

	Shareholdings in which Directors have a Direct Interest		Shareholdings in which Directors are Deemed to have an Interest	
	As at 1 July 2011	As at 30 June 2012	As at 1 July 2011	As at 30 June 2012
Intermediate Holding Company				
Guoco Group Limited	**Ordinary Shares of US$0.50 each fully paid**			
Sat Pal Khattar	-	**-**	691,125	**691,125**
Quek Leng Chan	1,056,325	**1,056,325**	235,798,529	**235,948,529**
Kwek Leng Hai	3,800,775	**3,800,775**	-	**-**
Ultimate Holding Company				
Hong Leong Company (Malaysia) Berhad	**Ordinary Shares of RM1.00 each fully paid**			
Quek Leng Chan	390,000	**390,000**	13,069,100	**13,069,100**
Kwek Leng Hai	420,500	**420,500**	-	**-**
Subsidiary				
GuocoLand (Malaysia) Berhad	**Ordinary Shares of RM0.50 each fully paid**			
Sat Pal Khattar	152,700	**152,700**	-	**-**
Quek Chee Hoon	-	**-**	1,000,000	**1,000,000**
Quek Leng Chan	19,506,780	**19,506,780**	456,055,616	**456,055,616**
Kwek Leng Hai	226,800	**226,800**	-	**-**

		Shareholdings in which Directors have a Direct Interest		Shareholdings in which Directors are Deemed to have an Interest	
	Nominal Value per share	Ordinary shares/shares issued or to be issued or acquired arising from the exercise of options/convertible bonds			
		As at 1 July 2011	As at 30 June 2012	As at 1 July 2011	As at 30 June 2012
Interests of Quek Leng Chan in Related Corporations					
Hong Leong Financial Group Berhad	RM1.00	4,989,600	**4,989,600**	824,437,300	**824,437,300**
Hong Leong Capital Berhad	RM1.00	-	**-**	195,263,227	**195,263,227**
Hong Leong Bank Berhad	RM1.00	-	**-**	968,216,100	**1,163,983,985**
Hong Leong Assurance Berhad	RM1.00	-	**-**	140,000,000	**140,000,000**
Hong Leong Industries Berhad	RM0.50	-	**-**	245,386,603	**245,386,603**
Hong Leong MSIG Takaful Berhad	RM1.00	-	**-**	65,000,000	**65,000,000**

DIRECTORS' INTERESTS (cont'd)

		Shareholdings in which Directors have a Direct Interest		Shareholdings in which Directors are Deemed to have an Interest	
	Nominal Value per share	Ordinary shares/shares issued or to be issued or acquired arising from the exercise of options/convertible bonds			
		As at 1 July 2011	As at 30 June 2012	As at 1 July 2011	As at 30 June 2012
Interests of Quek Leng Chan in Related Corporations (cont'd)					
Hong Leong Yamaha Motor Sdn Bhd	RM1.00 RM1.00	- -	**-** **-**	17,352,872 6,941 (Redeemable Preference Shares)	**17,352,872** **6,941 (Redeemable Preference Shares)**
Guocera Tile Industries (Meru) Sdn Bhd	RM1.00	-	**-**	19,600,000	**19,600,000**
Hong Leong Maruken Sdn Bhd (In members' voluntary liquidation)	RM1.00	-	**-**	1,750,000	**1,750,000**
Century Touch Sdn Bhd (formerly known as Guocera Tile Industries (Labuan) Sdn Bhd) (In members' voluntary liquidation)	RM1.00	-	**-**	6,545,001	**6,545,001**
Varinet Sdn Bhd (In members' voluntary liquidation)	RM1.00	-	**-**	10,560,627	**10,560,627**
RZA Logistics Sdn Bhd	RM1.00	-	**-**	7,934,247	**7,934,247**
Guocera Tile Industries (Vietnam) Co., Ltd	♦	-	**-**	5,286,500	**5,286,500**
Malaysian Pacific Industries Berhad	RM0.50	-	**-**	109,964,207	**109,964,207**
Carter Realty Sdn Bhd	RM1.00	-	**-**	7	**7**
Carsem (M) Sdn Bhd	RM1.00 RM100.00	- -	**-** **-**	84,000,000 22,400 (Redeemable Preference Shares)	**84,000,000** **22,400 (Redeemable Preference Shares)**
Narra Industries Berhad	RM1.00	8,150,200	**8,150,200**	38,314,000	**38,314,000**

DIRECTORS' INTERESTS (cont'd)

	Nominal Value per share	Shareholdings in which Directors have a Direct Interest		Shareholdings in which Directors are Deemed to have an Interest	
		Ordinary shares/shares issued or to be issued or acquired arising from the exercise of options/convertible bonds			
		As at 1 July 2011	As at 30 June 2012	As at 1 July 2011	As at 30 June 2012
Interests of Quek Leng Chan in Related Corporations (cont'd)					
Southern Steel Berhad	RM1.00	-	**-**	301,541,202✡	**301,541,202**
Southern Speciality Wire Sdn Bhd	RM1.00	-	**-**	5,625,000✡	**7,500,000***
Southern Pipe Industry (Malaysia) Sdn Bhd	RM1.00	-	**-**	54,383,093✡	**54,383,093**
	RM1.00	-	**-**	100,000✡ (Redeemable Convertible Cumulative Preference Shares)	**100,000 (Redeemable Convertible Cumulative Preference Shares)**
Belmeth Pte. Ltd.	∞	-	**-**	40,000,000	**40,000,000**
Guston Pte. Ltd.	∞	-	**-**	8,000,000	**8,000,000**
Perfect Eagle Pte. Ltd.	∞	-	**-**	24,000,000	**24,000,000**
First Garden Development Pte Ltd	∞	-	**-**	63,000,000	**63,000,000**
Sanctuary Land Pte Ltd	∞	-	**-**	90,000	**90,000**
Beijing Minghua Property Development Co., Ltd (In members' voluntary liquidation)	^	-	**-**	150,000,000	**150,000,000**
Nanjing Mahui Property Development Co., Ltd	^	-	**-**	271,499,800	**271,499,800**
Nanjing Xinhaoning Property Development Co., Ltd	#	-	**-**	11,800,800	**11,800,800**
Nanjing Xinhaoxuan Property Development Co., Ltd	#	-	**-**	11,800,800	**11,800,800**
Shanghai Xinhaojia Property Development Co., Ltd	^	-	**-**	-	**3,150,000,000**
Shanghai Xinhaozhong Property Development Co., Ltd	#	-	**-**	19,600,000	**19,600,000**

DIRECTORS' INTERESTS (cont'd)

		Shareholdings in which Directors have a Direct Interest		Shareholdings in which Directors are Deemed to have an Interest	
	Nominal Value per share	Ordinary shares/shares issued or to be issued or acquired arising from the exercise of options/convertible bonds			
		As at 1 July 2011	As at 30 June 2012	As at 1 July 2011	As at 30 June 2012
Interests of Quek Leng Chan in Related Corporations (cont'd)					
Beijing Cheng Jian Dong Hua Real Estate Development Company Limited	^	-	**-**	50,000,000	**50,000,000**
Lam Soon (Hong Kong) Limited	HK$1.00	-	**-**	140,008,659	**140,008,659**
Kwok Wah Hong Flour Company Limited	HK$100.00	-	**-**	9,800	**9,800**
M.C. Packaging Offshore Limited	HK$0.01	-	**-**	812,695	**-°**
Guangzhou Lam Soon Food Products Limited	Ω	-	**-**	6,570,000	**6,570,000**
Guoman Hotel & Resort Holdings Sdn Bhd	RM1.00	-	**-**	277,000,000	**277,000,000**
JB Parade Sdn Bhd	RM1.00	-	**-**	28,000,000	**28,000,000**
	RM0.01	-	**-**	68,594,000 (Redeemable Preference Shares)	**68,594,000 (Redeemable Preference Shares)**
GuocoLeisure Limited	US$0.20	735,000	**735,000**	906,922,434	**910,261,434**
The Rank Group Plc	GBP13$^{8/9}$p	-	**-**	266,044,391	**291,046,540**
Park House Hotel Limited (In members' voluntary liquidation)	GBP10p	-	**-**	2,883,440	**2,883,440**

DIRECTORS' INTERESTS (cont'd)

		Shareholdings in which Directors have a Direct Interest		Shareholdings in which Directors are Deemed to have an Interest	
	Nominal Value per share	Ordinary shares/shares issued or to be issued or acquired arising from the exercise of options/convertible bonds			
		As at 1 July 2011	As at 30 June 2012	As at 1 July 2011	As at 30 June 2012
Interests of Kwek Leng Hai In Related Corporations					
Hong Leong Bank Berhad	RM1.00	3,955,700	**4,750,000**	-	**-**
Lam Soon (Hong Kong) Limited	HK$1.00	2,300,000	**2,300,000**	-	**-**
Hong Leong Industries Berhad	RM0.50	190,000	**190,000**	-	**-**
Hong Leong Financial Group Berhad	RM1.00	2,316,800	**2,316,800**	-	**-**
Hong Leong Capital Berhad	RM1.00	1,000,000	**1,000,000**	-	**-**
Malaysian Pacific Industries Berhad	RM0.50	71,250	**71,250**	-	**-**
Interests of Sat Pal Khattar in Related Corporations					
Hong Leong Bank Berhad	RM1.00	294,000	**352,800**	-	**-**
Hong Leong Industries Berhad	RM0.50	198,580	**198,580**	348,500	**348,500**
Malaysian Pacific Industries Berhad	RM0.50	284,468	**284,468**	130,688	**130,688**

∞ Concept of par value was abolished with effect from 30 January 2006 pursuant to the Singapore Companies (Amendment) Act, 2005.
^ Capital contribution in RMB.
# Capital contribution in US$.
Ω Capital contribution in HK$.
♦ Capital contribution in VND.
✡ Shareholding as at 3 January 2012 when the corporation concerned became a related corporation.
* Became a wholly owned subsidiary of a related corporation during the financial year.
o Struck off during the financial year.

DIRECTORS' INTERESTS (cont'd)

By virtue of Section 7 of the Act, Mr Quek Leng Chan is deemed to have an interest in all of Hong Leong Company (Malaysia) Berhad's direct and indirect interests in its subsidiaries and associates, at the beginning and at the end of the financial year.

Except as disclosed in this report, no director who held office at the end of the financial year had interests in shares, debentures, warrants or share options of the Company, or of related corporations, either at the beginning or date of appointment if later, or at the end of the financial year.

There were no changes in any of the above-mentioned directors' interests in the Company and its related corporations between the end of the financial year and 21 July 2012.

Except as disclosed under "Share Options" of this report, neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Transactions entered into by the Company and/or its related corporations with connected or related parties in which certain of the directors are deemed to have an interest comprised deposits, lease of properties and payments for professional, financial and management services. All such transactions were carried out in the normal course of business of the Group and on commercial terms.

Except as disclosed in this report and in Notes 27, 30 and 32 to the financial statements, since the end of the last financial year, no director has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the director, or with a firm of which he is a member or with a company in which he has a substantial financial interest.

SHARE OPTIONS

The GuocoLand Limited Executives' Share Option Scheme ("ESOS")

a. The ESOS was approved by shareholders of the Company on 17 October 2008 and further approved by shareholders of Guoco Group Limited (an intermediate holding company of the Company) on 21 November 2008 ("ESOS 2008"), to replace the Company's former ESOS ("ESOS 2004"), which was due to expire in December 2008. The terms of the ESOS 2008 are substantially similar to those of the ESOS 2004.

b. Under the ESOS 2008, options may be granted over newly issued and/or existing issued ordinary shares of the Company ("Shares"). The ESOS 2008 is administered by a Committee of Directors comprising Mr Sat Pal Khattar and Mr Quek Leng Chan who are non-participants.

c. The ESOS 2008 options were granted to selected key executives of the Company ("Participants") as follows:-

Date of Grant	Participants	No. of Shares comprised in options	Exercise price per Share	Note
28 September 2009	Selected key executives	12,821,725*	S$2.142*	#

** adjusted pursuant to the Company's Rights Issue 2010*

d. During the financial year, 27,466,843 options lapsed in respect of options granted in January 2007 and September 2009, under the ESOS 2004 and the ESOS 2008 respectively. No options were exercised or granted. Further, no new Shares were issued pursuant to the ESOS 2008.

e. The aggregate number of options (including options adjusted pursuant to the Company's Rights Issue 2007 and Rights Issue 2010) granted to Participants since the commencement of the ESOS to the end of the financial year is as follows:-

Participants	Aggregate options granted since the commencement of the ESOS to end of financial year	Aggregate options exercised since the commencement of the ESOS to end of financial year	Aggregate options lapsed since the commencement of the ESOS to end of financial year	Aggregate options outstanding as at end of financial year
Executive Director				
Quek Chee Hoon	21,569,073	(7,398,300)	(14,170,773)	-
Directors of Subsidiaries				
Trina Loh	5,039,432	(1,138,200)	(3,901,232)	-
	1,069,300#	-	-	1,069,300
Dawn Pamela Lum	4,072,355	(1,138,200)	(2,934,155)	-
Tan Teck Huat	2,138,600#	-	-	2,138,600
Other Executives	24,187,833	(11,105,600)	(13,082,233)	-
	9,613,825#	-	(6,673,250)	2,940,575
Total	**67,690,418**	**(20,780,300)**	**(40,761,643)**	**6,148,475**

Note

The initial exercise price of S$2.29 (which was adjusted to S$2.142 pursuant to the Company's Rights Issue 2010) was based on the 5-day weighted average market price immediately prior to 28 September 2009, the date of grant. The weighted average market price on the date of grant was S$2.28 per Share. Subject to certain performance targets being met by the Participants for the financial years 2009/10 to 2011/12, the vested options may be exercisable and valid up to 30 months from the date of vesting in accordance with the terms of the grant.

SHARE OPTIONS (cont'd)

f. Other statutory information regarding the above options is as follows:-

(i) In relation to ESOS 2008, the exercise price per Share is the 5-day weighted average market price on Singapore Exchange Securities Trading Limited immediately prior to the date of grant of the option.

(ii) An option shall be exercisable on the date after (a) the second anniversary of the date of grant (for employees who have been employed for less than one year) and (b) the first anniversary of the date of grant (for all other employees), and to end on a date not later than 10 years after the date of grant.

(iii) The persons to whom the options have been granted do not have the right to participate, by virtue of the option, in a share issue of any other company, except in the share scheme(s) of companies within the Group.

g. Since the commencement of the ESOS, no options have been granted to controlling shareholders of the Company and their associates or parent group employees and no options have been granted at a discount.

Except as disclosed above, there were no unissued shares of the Company or its subsidiaries under options granted by the Company or its subsidiaries as at the end of the financial year.

AUDIT COMMITTEE

The members of the Audit Committee during the year and at the date of this report are as follows:-

Reggie Thein, Chairman
Timothy Teo
Francis Siu

The Audit Committee performs the functions specified in Section 201B of the Act, the SGX Listing Manual and the Code of Corporate Governance.

The Audit Committee has held four meetings since the last directors' report. In performing its functions, the Audit Committee met with the Company's external and internal auditors to discuss the scope of their work, the results of their examination and evaluation of the Company's internal accounting control system.

The Audit Committee also reviewed the following:-

- assistance provided by the Company's officers to the internal and external auditors;
- quarterly financial statements and annual financial statements of the Group and of the Company prior to their submission to the directors of the Company for adoption; and
- interested person transactions (as defined in Chapter 9 of the SGX Listing Manual).

The Audit Committee has full access to management and is given the resources required for it to discharge its functions. It has full authority and the discretion to invite any director or executive officer to attend its meetings. The Audit Committee also recommends the appointment of the external auditors and reviews the level of audit and non-audit fees.

The Audit Committee is satisfied with the independence and objectivity of the external auditors and has recommended to the Board of Directors that the auditors, KPMG LLP, be nominated for re-appointment as auditors at the forthcoming Annual General Meeting of the Company.

The auditors, KPMG LLP, have indicated their willingness to accept re-appointment.

On behalf of the Board of Directors

SAT PAL KHATTAR
Director

QUEK CHEE HOON
Director

Singapore
29 August 2012

Statement by Directors

For the year ended 30 June 2012

In our opinion:-

a. the financial statements set out on pages 66 to 134 are drawn up so as to give a true and fair view of the state of affairs of the Group and of the Company as at 30 June 2012 and of the results, changes in equity and cash flows of the Group for the year ended on that date in accordance with the provisions of the Act and Singapore Financial Reporting Standards; and

b. at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The Board of Directors has, on the date of this statement, authorised these financial statements for issue.

On behalf of the Board of Directors

SAT PAL KHATTAR
Director

QUEK CHEE HOON
Director

Singapore
29 August 2012

Independent Auditors' Report

Members of the Company
GuocoLand Limited

Report on the financial statements

We have audited the accompanying financial statements of GuocoLand Limited (the "Company") and its subsidiaries (the "Group"), which comprise the statement of financial position of the Group and the Company as at 30 June 2012, the income statement, statement of comprehensive income, statement of changes in equity and statement of cash flows of the Group for the year then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages 66 to 134.

Management's responsibility for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair profit and loss accounts and balance sheets and to maintain accountability of assets.

Auditors' responsibility

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

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

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

Opinion

In our opinion, the consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards to give a true and fair view of the state of affairs of the Group and of the Company as at 30 June 2012 and the results, changes in equity and cash flows of the Group for the year ended on that date.

Report on other legal and regulatory requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiaries incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

KPMG LLP
Public Accountants and
Certified Public Accountants

Singapore
29 August 2012

Statement of Financial Position

As at 30 June 2012

	Note	Group 2012 $'000	Group 2011 $'000 Restated#	Group 2010 $'000 Restated#	Company 2012 $'000	Company 2011 $'000
Non-current assets						
Property, plant and equipment	4	**396,619**	361,592	236,222	**-**	-
Investment properties	5	**1,874,750**	1,651,877	427,545	**-**	-
Subsidiaries	6	**-**	-	-	**2,454,958**	2,659,701
Associates and jointly-controlled entities	7	**492,400**	192,864	193,767	**7,982**	7,909
Amounts due from non-controlling interests	8	**1,874**	1,799	1,939	**-**	-
Other investments	9	**35,760**	3,123	2,155	**-**	-
Deferred tax assets	10	**42,480**	17,892	27,343	**-**	-
		2,843,883	2,229,147	888,971	**2,462,940**	2,667,610
Current assets						
Inventories	11	**4,972,047**	4,745,426	4,233,905	**-**	-
Trade and other receivables	13	**80,938**	213,700	83,357	**2,289**	313
Cash and cash equivalents	16	**861,973**	1,188,342	656,432	**1,036**	125,655
		5,914,958	6,147,468	4,973,694	**3,325**	125,968
Total assets		**8,758,841**	**8,376,615**	**5,862,665**	**2,466,265**	**2,793,578**
Equity attributable to owners of the Company						
Share capital	17	**1,926,053**	1,926,053	1,394,047	**1,926,053**	1,926,053
Reserves	18	**470,162**	436,115	551,968	**95,371**	120,260
		2,396,215	2,362,168	1,946,015	**2,021,424**	2,046,313
Non-controlling interests		**136,185**	138,224	125,551	**-**	-
Total equity		**2,532,400**	2,500,392	2,071,566	**2,021,424**	2,046,313
Non-current liabilities						
Amounts due to non-controlling interests	8	**118,412**	95,168	-	**-**	-
Amounts due to subsidiaries	6	**-**	-	-	**269,276**	120,603
Loans and borrowings	19	**3,615,455**	2,253,748	1,428,753	**-**	39,500
Deferred tax liabilities	10	**60,255**	47,558	40,533	**-**	-
		3,794,122	2,396,474	1,469,286	**269,276**	160,103
Current liabilities						
Trade and other payables	21	**621,770**	500,171	1,075,139	**1,065**	880
Loans and borrowings	19	**1,788,791**	2,931,882	1,186,239	**174,500**	574,205
Current tax liabilities		**21,758**	47,696	60,435	**-**	12,077
		2,432,319	3,479,749	2,321,813	**175,565**	587,162
Total liabilities		**6,226,441**	5,876,223	3,791,099	**444,841**	747,265
Total equity and liabilities		**8,758,841**	**8,376,615**	**5,862,665**	**2,466,265**	**2,793,578**

See note 2.

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

Consolidated Income Statement

For the year ended 30 June 2012

	Note	Group 2012 $'000	2011 $'000 Restated#
Revenue	23	**678,496**	682,786
Cost of sales		**(475,312)**	(492,678)
Gross profit		**203,184**	190,108
Other income	24	**15,015**	71,397
Administrative expenses		**(61,076)**	(64,616)
Other expenses	25	**(13,140)**	(15,579)
Finance costs	26	**(56,478)**	(35,068)
Share of profit of associates and jointly-controlled entities (net of income tax)		**9,147**	18,394
Profit before income tax	27	**96,652**	164,636
Tax expense	28	**(32,196)**	(39,131)
Profit for the year		**64,456**	**125,505**
Profit attributable to:			
Owners of the Company		**63,191**	**122,012**
Non-controlling interests		**1,265**	3,493
Profit for the year		**64,456**	**125,505**
Earnings per share (cents)	29		
Basic		**5.69**	11.98
Diluted		**5.69**	11.97

See note 2.

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

Consolidated Statement of Comprehensive Income

For the year ended 30 June 2012

	Group	
	2012 $'000	2011 $'000 Restated#
Profit for the year	**64,456**	125,505
Other comprehensive income/(expense):		
Translation differences relating to financial statements of foreign subsidiaries and associates	**37,613**	(7,746)
Exchange differences on monetary items forming part of net investments in foreign subsidiaries and associates	**44,731**	(144,195)
Change in fair value of available-for-sale financial securities	**(5,675)**	1,074
Other comprehensive income/(expense) for the year, net of income tax	**76,669**	(150,867)
Total comprehensive income/(expense) for the year, net of income tax	**141,125**	(25,362)
Attributable to:		
Owners of the Company	**142,015**	(21,398)
Non-controlling interests	**(890)**	(3,964)
Total comprehensive income/(expense) for the year, net of income tax	**141,125**	(25,362)

See note 2.

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

Consolidated Statement of Changes in Equity

For the year ended 30 June 2012

	← Attributable to owners of the Company →				Non-	
	Share Capital	Other Reserves	Accumulated Profits	Total	Controlling Interests	Total Equity
	$'000	$'000	$'000	$'000	$'000	$'000
At 1 July 2011, as previously reported	**1,926,053**	**(255,882)**	**764,196**	**2,434,367**	**139,101**	**2,573,468**
Effect of change in accounting policy[#]	-	3,729	(75,928)	(72,199)	(877)	(73,076)
At 1 July 2011, as restated	**1,926,053**	**(252,153)**	**688,268**	**2,362,168**	**138,224**	**2,500,392**
Profit for the year	-	-	63,191	63,191	1,265	64,456
Other comprehensive income/ (expense)						
Translation differences relating to financial statements of foreign subsidiaries and associates	-	37,972	-	37,972	(359)	37,613
Exchange differences on monetary items forming part of net investments in foreign subsidiaries and associates	-	44,711	-	44,711	20	44,731
Change in fair value of available-for-sale securities	-	(3,859)	-	(3,859)	(1,816)	(5,675)
Total other comprehensive income/ (expense), net of income tax	-	78,824	-	78,824	(2,155)	76,669
Total comprehensive income/ (expense) for the year, net of income tax	**-**	**78,824**	**63,191**	**142,015**	**(890)**	**141,125**
Transactions with owners, recorded directly in equity						
Writeback of share-based payments (net)	-	(10,693)	-	(10,693)	161	(10,532)
Redemption of convertible bonds	-	(36,075)	36,075	-	-	-
Dividends	-	-	(88,781)	(88,781)	(1,310)	(90,091)
Acquisition of subsidiaries under common control	-	(8,494)	-	(8,494)	-	(8,494)
Total transactions with owners	-	(55,262)	(52,706)	(107,968)	(1,149)	(109,117)
At 30 June 2012	**1,926,053**	**(228,591)**	**698,753**	**2,396,215**	**136,185**	**2,532,400**

[#] *See note 2.*

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

Consolidated Statement of Changes in Equity

For the year ended 30 June 2012

	← Attributable to owners of the Company →				Non-	
	Share Capital $'000	Other Reserves $'000	Accumulated Profits $'000	Total $'000	Controlling Interests $'000	Total Equity $'000
At 1 July 2010, as previously reported	**1,394,047**	**(78,434)**	**697,660**	**2,013,273**	**126,944**	**2,140,217**
Effect of change in accounting policy#	-	462	(67,720)	(67,258)	(1,393)	(68,651)
At 1 July 2010, as restated	**1,394,047**	**(77,972)**	**629,940**	**1,946,015**	**125,551**	**2,071,566**
Profit for the year	-	-	122,012	122,012	3,493	125,505
Other comprehensive income/ (expense)						
Translation differences relating to financial statements of foreign subsidiaries and associates	-	115	-	115	(7,861)	(7,746)
Exchange differences on monetary items forming part of net investments in foreign subsidiaries and associates	-	(144,248)	-	(144,248)	53	(144,195)
Change in fair value of available-for-sale securities	-	723	-	723	351	1,074
Total other comprehensive income/ (expense), net of income tax	-	(143,410)	-	(143,410)	(7,457)	(150,867)
Total comprehensive income/ (expense) for the year, net of income tax	**-**	**(143,410)**	**122,012**	**(21,398)**	**(3,964)**	**(25,362)**
Transactions with owners, recorded directly in equity						
Issue of 295,843,319 ordinary shares at $1.80 each ("Rights Issue")	532,518	-	-	532,518	-	532,518
Rights Issue expenses	(512)	-	-	(512)	-	(512)
Share-based payments (net)	-	2,351	-	2,351	-	2,351
Subscription of shares under Rights Issue by the Trust for Executives' Share Option Scheme	-	(33,122)	-	(33,122)	-	(33,122)
Dividends	-	-	(66,586)	(66,586)	(1,363)	(67,949)
Disposal of interest in subsidiaries without loss of control	-	-	2,902	2,902	18,000	20,902
Total transactions with owners	532,006	(30,771)	(63,684)	437,551	16,637	454,188
At 30 June 2011	**1,926,053**	**(252,153)**	**688,268**	**2,362,168**	**138,224**	**2,500,392**

See note 2.

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

Consolidated Statement of Cash Flow

For the year ended 30 June 2012

	Note	Group 2012 $'000	2011 $'000 Restated#
Operating activities			
Profit before income tax		**96,652**	164,636
Adjustments for:-			
Amortisation of transaction costs of convertible bonds		**434**	511
Depreciation of property, plant and equipment		**9,042**	7,919
Dividend income from equity securities		**(1,529)**	-
Finance costs		**56,478**	35,068
Loss/(Gain) on disposal of property, plant and equipment		**242**	(139)
Fair value gain from investment properties		**(3,924)**	(58,800)
Interest income		**(4,841)**	(4,510)
Fair value loss on derivative financial instruments		**2,555**	5,287
Share of profit of associates and jointly-controlled entities (net of income tax)		**(9,147)**	(18,394)
(Writeback of share-based payments)/Share-based payments (net)		**(10,532)**	2,351
Allowance/(Writeback of allowance) for doubtful receivables		**82**	(23)
Writeback of allowance for foreseeable losses on development properties		**(9,546)**	(1,804)
		29,314	(32,534)
Operating profit before working capital changes		**125,966**	132,102
Changes in working capital:-			
Inventories		**(211,128)**	(677,248)
Trade and other receivables		**151,844**	(166,869)
Trade and other payables		**81,153**	(502,633)
Balance with holding companies and related corporations		**1,527**	(2,664)
		23,396	(1,349,414)
Cash from operations		**149,362**	(1,217,312)
Income taxes paid		**(78,095)**	(33,478)
Cash flows from operating activities		**71,267**	(1,250,790)
Investing activities			
Acquisitions of jointly-controlled entity		**(301,832)**	-
Acquisitions of subsidiaries, net of cash acquired	33a	**(11,359)**	-
Additions to investment properties		**(39,353)**	(1,084,807)
Additions to equity securities		**(37,643)**	(30)
Additions to property, plant and equipment		**(8,123)**	(171,020)
Balance with associates and jointly-controlled entities		**(7,313)**	1,569
Dividends received from associates and jointly-controlled entities		**10,212**	8,679
Dividends received from equity securities		**1,529**	-
Proceeds from disposal of property, plant and equipment		**110**	311
Cash flows from investing activities		**(393,772)**	(1,245,298)

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

Consolidated Statement of Cash Flow

For the year ended 30 June 2012

	Note	Group 2012 $'000	2011 $'000 Restated#
Financing activities			
Dividends paid		**(88,781)**	(66,586)
Dividends paid to non-controlling interests		**(1,310)**	(1,363)
Fixed deposits pledged		**-**	2,031
Interest paid		**(149,459)**	(85,239)
Interest received		**5,030**	5,301
Net proceeds from Rights Issue		**-**	498,884
Proceeds from dilution of interest in subsidiaries	33b	**-**	116,050
Proceeds from loans and borrowings		**1,479,388**	3,553,294
Proceeds from loans from non-controlling interests of subsidiaries		**18,978**	-
Redemption of convertible bonds		**(386,633)**	-
Repayment of loans and borrowings		**(1,113,595)**	(1,316,736)
Cash flows from financing activities		**(236,382)**	2,705,636
Net (decrease)/increase in cash and cash equivalents		**(558,887)**	209,548
Cash and cash equivalents at beginning of the year		**827,213**	649,819
Exchange differences on translation of balances held in foreign currency		**22,912**	(32,154)
Cash and cash equivalents at end of the year	16	**291,238**	827,213

See note 2.

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

These notes form an integral part of the financial statements.

The financial statements were authorised for issue by the Board of Directors on 29 August 2012.

1. DOMICILE AND ACTIVITIES

GuocoLand Limited (the "Company") is incorporated in the Republic of Singapore and has its registered office at 20 Collyer Quay, #20-01 Tung Centre, Singapore 049319.

The principal activity of the Company is that of an investment holding company. The principal activities of the Group are those relating to:-

- investment holding;
- property development and investment;
- hotel operations; and
- provision of management, property management, marketing and maintenance services.

The immediate holding company is GuocoLand Assets Pte. Ltd., incorporated in the Republic of Singapore. The intermediate holding company is Guoco Group Limited, incorporated in Bermuda. The ultimate holding company is Hong Leong Company (Malaysia) Berhad, incorporated in Malaysia.

The financial statements of the Company as at and for the year ended 30 June 2012 comprise the Company and its subsidiaries (together referred to as the "Group" and individually as "Group entities") and the Group's interest in associates and jointly-controlled entities.

2. BASIS OF PREPARATION

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards ("FRS").

The financial statements have been prepared on the historical cost basis except as otherwise described below.

The financial statements are presented in Singapore dollars, which is the Company's functional currency. All financial information presented in Singapore dollars has been rounded to the nearest thousand, unless otherwise stated.

The preparation of financial statements in conformity with FRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:-

Note 10	–	recognition of deferred tax assets
Note 36	–	measurement of provisions and contingent liabilities

2. BASIS OF PREPARATION (cont'd)

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are described in the following notes:-

Note 5	–	valuation of investment properties
Note 12	–	estimation of percentage of completion of the projects, attributable profits for the development properties for sale and allowance for foreseeable losses
Note 30	–	measurement of share-based payments

With the adoption of new/revised FRSs effective from 1 July 2011, the Group has changed its accounting policies in the following areas:-

The Group has applied INT FRS 115 *Agreements for the Construction of Real Estate* in its accounting for revenue and related expenses for the sale of a real estate unit. INT FRS 115 clarifies when revenue and related expenses from a sale of a real estate unit should be recognised if an agreement between a developer and a buyer is reached before the construction of the real estate is completed. Contracts which are not classified as construction contracts in accordance with FRS 11 *Construction Contracts* can only be accounted for under the percentage of completion method if the entity continuously transfers to the buyer control and the significant risks and rewards of ownership of the work-in-progress in its current state as construction progresses.

Prior to the adoption of INT FRS 115, the Group's accounting policy for development properties for sale was to recognise revenue on percentage of completion method which is an allowed alternative method under Recommended Accounting Practice 11 – *Pre-Completion Contracts For The Sale of Development Property* ("RAP 11"). RAP 11 was withdrawn with effect from 1 January 2011 following the adoption of INT FRS 115.

The Group has considered the application of INT FRS 115 and the accompanying practice note issued specifically in the context of the sale of development properties in Singapore, and concluded that whilst the "pre-completion" sale contracts are not, in substance, construction contracts, the legal terms in certain contracts result in the continuous transfer of work-in-progress to the purchaser. Consequently, the Group will continue to adopt the percentage of completion method of revenue recognition for development projects under progressive payment scheme in Singapore. For the development projects under deferred payment scheme in Singapore and overseas development projects, the construction revenue and expenses will be recognised upon the transfer of significant risks and rewards of ownership, which generally coincides with the time the development units are delivered to the purchasers.

In accordance with the transition provisions of INT FRS 115, this change in accounting policy was applied retrospectively. The effects of the Group's financial statements arising from the adoption of INT FRS 115 are as follows:-

	Group Increase/(Decrease)	
	2011	**2010**
	$'000	**$'000**
Impact to financial position as at 1 July		
Accumulated profits	**(75,928)**	(67,720)
Other reserves	**3,729**	462
Non-controlling interests	**(877)**	(1,393)
Total equity	**(73,076)**	(68,651)

2. BASIS OF PREPARATION (cont'd)

	Group Increase/(Decrease)	
	2011	**2010**
	$'000	**$'000**
Impact to financial position as at 1 July		
Associates and jointly-controlled entities	**(2,177)**	(610)
Deferred tax assets	**13,398**	18,373
Inventories	**194,562**	287,668
Trade and other receivables	**(105,641)**	(157,610)
Total assets	**100,142**	147,821
Deferred tax liabilities	**(5,461)**	(2,030)
Trade and other payables	**178,735**	218,881
Current tax liabilities	**(56)**	(379)
Total liabilities	**173,218**	216,472
Net assets	**(73,076)**	(68,651)

	2011
	$'000
Impact to income statement for the year ended 30 June	
Revenue	35,530
Cost of sales	(40,676)
Share of profit of associates and jointly-controlled entities (net of income tax)	(1,650)
Tax expense	(936)
Non-controlling interests	(476)
Decrease in profit attributable to the owners of the Company	(8,208)
Decrease in basic earnings per share (cents)	(0.81)
Decrease in diluted earnings per share (cents)	(0.80)

Except for the above changes, the accounting policies set out below have been applied consistently by the Group to all periods presented in these financial statements and have been applied consistently by entities in the Group.

3. SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Consolidation

(i) *Business combinations*

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group. Control is the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, the Group takes into consideration potential voting rights that are currently exercisable.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in the profit or loss.

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

Any contingent consideration payable is recognised at fair value at the acquisition date. If the contingent consideration is classified as equity, it is not re-measured and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognised in profit or loss.

For non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation, the Group elects on a transaction-by-transaction basis whether to measure them at fair value, or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets, at the acquisition date. All other non-controlling interests are measured at acquisition-date fair value or, when applicable, on the basis specified in another standard.

(ii) *Subsidiaries*

Subsidiaries are entities controlled by the Group. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Losses applicable to the non-controlling interest in a subsidiary are allocated to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. The accounting policies of subsidiaries have been changed where necessary to align them with the policies adopted by the Group.

(iii) *Acquisitions from entities under common control*

Business combinations arising from transfers of interests in entities that are under the control of the shareholder that controls the Group are accounted for as if the acquisition had occurred at the beginning of the earliest comparative year presented or, if later, at the date that common control was established. The assets and liabilities acquired are recognised at the carrying amounts recognised previously in the Group controlling shareholder's consolidated financial statements. The components of equity of the acquired entities are added to the same components within Group equity and any gain/loss arising is recognised directly in equity.

(iv) *Investments in associates and jointly-controlled entities*

Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies of these entities. Significant influence is presumed to exist when the Group holds between 20% and 50% of the voting power of another entity. Jointly-controlled entities are those entities over whose activities the Group has joint control, established by contractual agreement and requiring unanimous consent for strategic financial and operating decisions.

Investments in associates and jointly-controlled entities (collectively referred to as "equity-accounted investees") are accounted for using the equity method and are recognised initially at cost. The consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of the equity-accounted investees, after adjustments to align the accounting policies with those of the Group, from the date that significant influence or joint control commences until the date that significant influence or joint control ceases. When the Group's share of losses exceeds its interest in an equity-accounted investee, the carrying amount of that interest (including any long-term investment) is reduced to zero and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the investee.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

a. Basis of Consolidation (cont'd)

(v) *Transactions eliminated on consolidation*

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(vi) *Accounting for subsidiaries and associates by the Company*

Investments in subsidiaries and associates are stated in the Company's balance sheet at cost less accumulated impairment losses.

(vii) *Trust for Executives' Share Option Scheme*

The Company and a subsidiary have each established a separate trust for their respective Executives' Share Option Schemes. The Company and its subsidiary have de facto control of the assets and liabilities of their respective trusts and accordingly these assets and liabilities are recognised in their own respective financial statements.

b. Foreign Currencies

(i) *Foreign currency transactions*

Transactions in foreign currencies are translated to the respective functional currencies of Group's entities at the exchange rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined.

Foreign currency differences arising on retranslation are recognised in profit or loss, except for differences arising on the retranslation of monetary items that in substance form part of the Group's net investment in a foreign operation and available-for-sale equity investments, which are recognised in other comprehensive income.

(ii) *Foreign operations*

The assets and liabilities of foreign operations are translated to Singapore dollars at exchange rates prevailing at the reporting date. The income and expenses of foreign operations are translated to Singapore dollars at exchange rates at the dates of the transactions. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and are translated at the closing rate.

Foreign currency differences are recognised in other comprehensive income, and presented in the foreign currency translation reserve in equity. However, if the foreign operation is a non-wholly-owned subsidiary, then the relevant proportionate share of the translation difference is allocated to the non-controlling interests. When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation while retaining control, the relevant proportion of the cumulative amount is reattributed to non-controlling interests. When the Group disposes of only part of its investment in an associate or joint venture that includes a foreign operation while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, foreign exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation. These are recognised in other comprehensive income, and are presented in the translation reserve in equity.

When a foreign operation is disposed of, in part or in full, the relevant amount in the exchange translation reserve is transferred to the profit or loss as part of the profit or loss on disposal.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

c. Property, Plant and Equipment

Property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset.

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the originally assessed standard of performance of the existing asset, will flow to the Group. All other subsequent expenditure is recognised as an expense in the period in which it is incurred.

Depreciation is based on the costs of asset less its residual value. Significant components of individual assets are assessed and if a component has a useful life that is different from the remainder of that asset, that component is depreciated separately.

Freehold land and property under construction are not depreciated. Depreciation on other property, plant and equipment is provided on a straight-line basis over the estimated useful lives of each component of property, plant and equipment as follows:-

	Number of Years
Freehold buildings	50
Leasehold land and buildings	Shorter of remaining lease period and no more than 50 years
Furniture and fittings	3 – 10
Office and other equipment	2 – 20
Motor vehicles	5

Freehold land under construction is stated at cost. Expenditure relating to freehold land under construction (including borrowing costs) are capitalised when incurred.

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted if appropriate, at each reporting date.

d. Goodwill

Goodwill that arises upon the acquisition of subsidiaries is included in intangible assets and represents the excess of:-

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus
- if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree,

over the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed. When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

Subsequent measurement
Goodwill is measured at cost less accumulated impairment losses. In respect of equity-accounted investees, the carrying amount of goodwill is included in the carrying amount of the investment, and an impairment loss on such an investment is not allocated to any asset, including goodwill, that forms part of the carrying amount of the equity-accounted investee.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

e. Investment Properties and Properties Under Development

Investment properties including reversionary interest in freehold land, are properties held either to earn rental or for capital appreciation or both. Properties under development are properties being constructed or developed for future rental. Investment properties and properties under development are initially recognised at cost, including transaction costs, and subsequently at fair value with any change therein recognised in the profit or loss. The fair value is determined based on independent professional valuation.

When an investment property is disposed off, the resulting gain or loss recognised in profit or loss is the difference between the net disposal proceed and the carrying amount of the property.

f. Financial Instruments

(i) *Non-derivative financial assets*

The Group initially recognises loans and receivables and deposits on the date that they are originated. All other financial assets (including assets designated at fair value through profit or loss) are recognised initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Group is recognised as a separate asset or liability.

Financial assets and liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Group classifies non-derivative financial assets into the following categories:-

- loans and receivables; and
- available-for-sale financial assets.

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses. Loans and receivables comprise cash and cash equivalents and trade and other receivables.

Cash and cash equivalents comprise cash balances and bank deposits. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flow.

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale and that are not classified in any of the previous categories. The Group's investments in certain equity securities are classified as available-for-sale financial assets. Available-for-sale financial assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses (see Note 3i) and foreign currency differences on available-for-sale debt instruments are recognised in other comprehensive income and presented in the mark-to-market reserve in equity. When an investment is derecognised, the cumulative gain or loss in equity is transferred to profit or loss.

Where an investment in equity securities classified as available-for-sale does not have a quoted market price in an active market and other methods of determining fair value do not result in a reasonable estimate, the investment is measured at cost less impairment losses.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

f. Financial Instruments (cont'd)

(ii) *Non-derivative financial liabilities*

The Group initially recognises debt securities issued on the date that they are originated. All other financial liabilities are recognised initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled or when they expire.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Group classifies non-derivative financial liabilities into the other financial liabilities category. Other financial liabilities comprise loans and borrowings, bank overdrafts and trade and other payables. Such financial liabilities are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method.

(iii) *Derivative financial instruments*

The Group may use derivative financial instruments such as interest rate swaps and forward exchange contracts to hedge its interest rate and foreign currency exposures. Derivative financial instruments are initially recognised at fair value and are subsequently remeasured at fair value. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss. The fair value of forward exchange contracts is calculated by reference to current forward exchange rates and by discounting the future cash flows. The fair value of interest rate swap contracts is determined based on the present value of the future cash flows.

(iv) *Convertible bonds*

Convertible bonds that can be converted into share capital where the number of shares issued does not vary with changes in the fair value of the bonds are accounted for as compound financial instruments. The gross proceeds are allocated to equity and liability components, with the equity component being assigned the residual amount after deducting the fair value of the liability component from the fair value of the compound financial instrument.

Subsequent to initial recognition, the liability component of convertible bonds is measured at amortised cost using the effective interest method. The equity component of convertible bonds is not remeasured. When the conversion option is exercised, its carrying amount will be transferred to the share capital. When the conversion option lapses, its carrying amount will be transferred to revenue reserve.

(v) *Financial guarantees*

Financial guarantees are accounted for as insurance contracts. Provision is recognised based on the Group's or the Company's estimate of the ultimate cost of settling all claims incurred but unpaid at the balance sheet date.

The provision is assessed by reviewing individual claims and tested for adequacy by comparing the amount recognised and the amount that would be required to settle the guarantee contract.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

g. Share Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

Where share capital recognised as equity is repurchased (treasury shares), the amount of the consideration paid, including directly attributable costs is presented as a deduction from equity. Where treasury shares are subsequently reissued, sold or cancelled, the amount received is recognised as an increase in equity, and the resulting surplus or deficit on the transaction is presented in non-distributable capital reserve.

h. Inventories

(i) *Development properties*
Development properties for sale are stated at the lower of cost plus, where appropriate, a portion of the attributable profit, and estimated net realisable value, net of progress billings. Net realisable value represents the estimated selling price less costs to be incurred in selling the properties.

The cost of properties under development comprises specifically identified costs, including acquisition costs, development expenditure, borrowing costs and other related expenditure. Borrowing costs payable on loans funding a development property are also capitalised, on a specific identification basis, as part of the cost of the development property until the completion of development. Capitalisation of borrowing costs will be suspended during extended periods in which active development of the property is suspended.

(ii) *Others*
Other inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

i. Impairment

(i) *Financial assets*
A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

Objective evidence that financial assets are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Group on terms that the Group would not consider otherwise, indications that a debtor or issuer will enter bankruptcy, the disappearance of an active market for a security. In addition, for an investment in an equity security, a significant or prolonged decline in its fair value below its cost is objective evidence of impairment.

The Group considers evidence of impairment for receivables at both a specific asset and collective level. All individually significant receivables and investment securities are assessed for specific impairment. All individually significant receivables found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but not yet identified. Receivables that are not individually significant are collectively assessed for impairment by grouping together receivables with similar risk characteristics.

In assessing collective impairment, the Group uses historical trends of the probability of default, timing of recoveries and the amount of loss incurred, adjusted for management's judgement as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

i. Impairment (cont'd)

(i) *Financial assets (cont'd)*

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognised in profit or loss and reflected in an allowance account against receivables. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Impairment losses on available-for-sale investment securities are recognised by transferring the cumulative loss that has been recognised in other comprehensive income and presented in the fair value reserve in equity, to profit or loss. The cumulative loss that is removed from other comprehensive income and recognised in profit or loss is the difference between the acquisition cost, net of any principal repayment and amortisation, and the current fair value, less any impairment loss previously recognised in profit or loss. Changes in impairment attributable to time value are reflected as a component of interest income.

If, in a subsequent period, the fair value of an impaired available-for-sale debt security increases and the increase can be related objectively to an event occurring after the impairment loss was recognised in profit or loss, then the impairment loss is reversed, with the amount of the reversal recognised in profit or loss. However, any subsequent recovery in the fair value of an impaired available-for-sale equity security is recognised in other comprehensive income.

(ii) *Non-financial assets*

The carrying amounts of the Group's non-financial assets, other than investment properties, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, the recoverable amount is estimated each year at the same time.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the assets or cash generating unit.

An impairment loss is recognised if the carrying amount of an asset or its cash generating unit exceeds its estimated recoverable amount. A cash-generating unit is the smallest identifiable asset group that generates cash flows that largely are dependent from other assets and groups. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of cash generating unit are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a *pro rata* basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Goodwill that forms part of the carrying amount of an investment in associates is not recognised separately, and therefore is not tested for impairment separately. Instead, the entire amount of the investment in associate is tested for impairment as a single asset when there is objective evidence that the investment in an associate may be impaired.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

j. Employee Benefits

(i) *Short-term employee benefits*
Short-term employee benefits obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognised for the amount expected to be paid under short-term cash bonus if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) *Defined contribution plans*
Contributions to post-employment benefits under defined contribution plans are recognised as an expense in the profit or loss as incurred.

(iii) *Share-based payments*
The fair value of options granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the options. At each balance sheet date, the Group revises its estimates of the number of options that are expected to become exercisable. It recognises the impact of the revision of original estimates in employee expense and with a corresponding adjustment to equity over the remaining vesting period.

The proceeds received net of any directly attributable transaction costs are credited to equity when the options are exercised.

k. Provision

A provision is recognised if, as a result of a past event, the Group has a legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

l. Lease Payments

Payments made under operating leases are recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognised as an integral part of the total lease expense, over the term of the lease.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

m. Revenue Recognition

(i) *Development properties for sale*

The Group recognises income on property development projects when the significant risks and rewards of ownership have been transferred to the purchasers. For development projects under progressive payment scheme in Singapore, whereby the legal terms in the sale contracts result in continuous transfer of work-in-progress to the purchasers, revenue is recognised based on the percentage of completion method. Under the percentage of completion method, profit is brought into profit or loss only in respect of sales procured and to the extent that such profit relates to the progress of construction work. The progress of construction work is measured by the proportion of the construction costs incurred to date to the estimated total construction costs for each project. For development projects under deferred payment scheme in Singapore and overseas development projects, the construction revenue will be recognised upon the transfer of significant risks and rewards of ownership, which generally coincides with the time the development units are delivered to the purchasers.

Revenue excludes goods and services or other sale taxes and is after deduction of any trade discounts. No revenue is recognised if there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of unit sold.

(ii) *Rental income*

Rental income receivable under operating leases is recognised in the profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income to be received. Contingent rentals are recognised as income in the accounting period in which they are earned.

(iii) *Hotel income*

Revenue for hotel operations is recognised on an accrual basis upon rendering of the relevant services.

(iv) *Management fee income*

Management fee income is recognised in the profit or loss when services are rendered.

(v) *Dividends*

Dividend income is recognised on the date that the Group's right to receive payment is established.

(vi) *Interest income*

Interest income is recognised on an accrual basis using the effective interest method.

n. Finance Costs

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in the profit or loss using the effective interest method.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

o. Income Tax Expense

Income tax expense comprises current and deferred tax. Current tax and deferred tax is recognised in the profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit, and differences relating to investments in subsidiaries, associates and jointly-controlled entities to the extent that they probably will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

p. Earnings Per Share

The Group presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the year, adjusted for own shares held. Diluted EPS is determined by adjusting the profit or loss attributable to owners of the Company and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares, which comprise issued convertible bonds and share plans granted to employees.

q. Operating Segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are reviewed regularly by the Chief Executive Officer to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

4. PROPERTY, PLANT AND EQUIPMENT

	Freehold land $'000	Freehold land & buildings $'000	Leasehold land & buildings $'000	Furniture, fittings and other equipment $'000	Motor vehicles $'000	Total $'000
Group						
Cost						
At 1 July 2010	982	52,993	170,257	25,006	3,592	252,830
Additions	-	568	164,691	5,252	981	171,492
Transfer to investment properties/ development properties	-	(3,847)	(19,237)	-	-	(23,084)
Disposals	-	-	-	(1)	(545)	(546)
Written off	-	-	-	(104)	-	(104)
Translation differences	(57)	(2,971)	(11,157)	(1,628)	(81)	(15,894)
At 30 June 2011	925	46,743	304,554	28,525	3,947	384,694
At 1 July 2011	**925**	**46,743**	**304,554**	**28,525**	**3,947**	**384,694**
Additions	**-**	**1,335**	**7,961**	**2,861**	**229**	**12,386**
Transfer from investment properties/ development properties	**-**	**6,438**	**22,664**	**-**	**-**	**29,102**
Disposals	**-**	**-**	**-**	**(322)**	**(55)**	**(377)**
Written off	**-**	**-**	**-**	**(1,201)**	**-**	**(1,201)**
Translation differences	**(14)**	**(638)**	**3,163**	**513**	**(2)**	**3,022**
At 30 June 2012	**911**	**53,878**	**338,342**	**30,376**	**4,119**	**427,626**
Accumulated Depreciation						
At 1 July 2010	-	1,787	5,611	7,148	2,062	16,608
Depreciation charge for the year	-	535	2,868	3,890	648	7,941
Disposals	-	-	-	-	(377)	(377)
Written off	-	-	-	(101)	-	(101)
Translation differences	-	(119)	(386)	(410)	(54)	(969)
At 30 June 2011	-	2,203	8,093	10,527	2,279	23,102
At 1 July 2011	**-**	**2,203**	**8,093**	**10,527**	**2,279**	**23,102**
Depreciation charge for the year	**-**	**529**	**3,667**	**4,271**	**603**	**9,070**
Disposals	**-**	**-**	**-**	**(198)**	**(23)**	**(221)**
Written off	**-**	**-**	**-**	**(1,005)**	**-**	**(1,005)**
Translation differences	**-**	**(40)**	**(5)**	**105**	**1**	**61**
At 30 June 2012	**-**	**2,692**	**11,755**	**13,700**	**2,860**	**31,007**
Carrying Amount						
At 1 July 2010	982	51,206	164,646	17,858	1,530	236,222
At 30 June 2011	925	44,540	296,461	17,998	1,668	361,592
At 30 June 2012	**911**	**51,186**	**326,587**	**16,676**	**1,259**	**396,619**

4. PROPERTY, PLANT AND EQUIPMENT (cont'd)

a. The Group's property, plant and equipment with a book value of $279.2 million (2011 : $338.6 million) has been mortgaged to secure loan facilities granted to the Group (see Note 19).

b. The depreciation charge for the Group is recognised in the following items:-

	2012 $'000	2011 $'000
Capitalised as cost of development properties	**28**	22
Cost of sales	**185**	615
Administrative expenses	**8,857**	7,304
	9,070	7,941

c. During the financial year, interest expense capitalised as cost of property, plant and equipment amounted to $4.3 million (2011 : $0.5 million) (see Note 26).

d. Freehold land and buildings comprise land and buildings under construction of $17.8 million (2011 : $10.1 million).

e. Leasehold land and buildings comprise land and buildings under construction of $189.2 million (2011 : $164.6 million).

5. INVESTMENT PROPERTIES

		Group	
	Note	2012 $'000	2011 $'000
At 1 July		**1,651,877**	427,545
Additions		**68,479**	1,087,956
Changes in fair values	24	**3,924**	58,800
Transfer from development properties		**155,190**	81,554
Transfer (to)/from property, plant and equipment	4	**(6,438)**	3,847
Translation differences		**1,718**	(7,825)
At 30 June		**1,874,750**	1,651,877
Comprising:-			
Completed investment properties		**511,642**	506,177
Investment properties under development		**1,363,108**	1,145,700
		1,874,750	1,651,877

5. INVESTMENT PROPERTIES (cont'd)

Investment properties comprise commercial properties, reversionary interests in freehold land, freehold land under development and leasehold land under development.

a. Investment properties are stated at fair value based on independent valuation. The valuers have considered valuation techniques including the direct comparison method, income method and residual land value method in determining the open market values.

The direct comparison method involves the analysis of comparable sales of similar properties and adjusting the sale prices to that reflective of the investment properties. The income method involves capitalising the annual net rent at an appropriate interest rate after taking into account the property tax payable and an allowance for vacancy. The residual land value method involves the deduction of the estimated development costs and the developer's profit from the gross development value to arrive at the residual value of the land.

Independent valuations were carried out by the following valuers on the dates stated below:-

Valuer	**Valuation Date**	**Valuation Date**
CB Richard Ellis	April 2012, June 2012	February 2011, June 2011
Burgess Rawson	June 2012	June 2011
Savills	June 2012	June 2011

b. The Group's investment properties with a book value of $1,377.9 million (2011 : $1,240.8 million) have been mortgaged to secure loan facilities granted to the Group (see Note 19).

c. During the financial year, interest expense capitalised as cost of investment properties amounted to $29.1 million (2011 : $3.1 million) (see Note 26).

d. The commercial properties of the Group are held mainly for use by tenants under operating lease. Minimum lease payments receivable under non-cancellable operating leases of investment properties and not recognised in the financial statements are as follows:-

	Group	
	2012	**2011**
	$'000	**$'000**
Within 1 year	**12,086**	10,435
Between 1 and 5 years	**13,003**	8,979
After 5 years	**5,659**	303
	30,748	19,717

6. SUBSIDIARIES

		Company	
		2012	**2011**
		$'000	**$'000**
a.	Unquoted shares, at cost	**545,737**	583,238
	Less : Allowance for impairment loss	**(216,456)**	(216,456)
		329,281	366,782
	Amounts due from subsidiaries	**2,148,807**	2,316,049
	Less : Allowance for doubtful receivables	**(23,130)**	(23,130)
		2,125,677	2,292,919
		2,454,958	2,659,701
	Non-current amounts due to subsidiaries	**(269,276)**	(120,603)

The amounts due from subsidiaries consist of $1,956.7 million (2011 : $1,828.4 million) interest-free loans and $192.1 million (2011 : $487.6 million) interest bearing loans. Of the interest bearing loans of $487.6 million as at 30 June 2011, $239.8 million is in respect of an interest bearing loan obtained from a bank on behalf of a subsidiary. The amounts due to subsidiaries are interest-free.

The amounts due from/to subsidiaries form part of the Company's net investments in these subsidiaries. The amounts are unsecured and settlement is neither planned nor likely to occur in the foreseeable future.

The interest rates per annum at the balance sheet date are as follows:-

	2012	**2011**
	%	**%**
Amounts due from subsidiaries	**4.00**	1.66 to 4.00

The above interest rates reprice monthly.

The allowance for impairment loss and doubtful receivables are made mainly in respect of subsidiaries, which have completed or substantially completed their respective developments. The investments in and amounts due from these subsidiaries are written down to their respective recoverable amounts which approximate their net asset values at the balance sheet date.

6. SUBSIDIARIES (cont'd)

b. The details of significant subsidiaries in the Group are as follows:-

		Country of Incorporation	Effective Equity Interest held by the Group	
			2012 %	2011 %
(i)	**Directly held by the Company**			
	GLL IHT Pte. Ltd.	Singapore	**100.00**	100.00
	GuocoLand (Singapore) Pte. Ltd.	Singapore	**100.00**	100.00
	GuocoLand (China) Limited	Bermuda	**100.00**	100.00
	GuoSon Assets China Limited	Hong Kong	**100.00**	100.00
	GLL (Malaysia) Pte. Ltd.	Singapore	**100.00**	100.00
	GuocoLand Vietnam (S) Pte. Ltd.	Singapore	**100.00**	100.00
(ii)	**Directly held by GuocoLand (Singapore) Pte. Ltd.**			
	Belmeth Pte. Ltd.	Singapore	**80.00**	80.00
	Elliot Development Pte. Ltd.	Singapore	**100.00**	100.00
	GLL Land Pte. Ltd.	Singapore	**100.00**	100.00
	Goodwood Residence Development Pte. Ltd.	Singapore	**100.00**	100.00
	GuocoLand Property Management Pte. Ltd.	Singapore	**100.00**	100.00
	Guston Pte. Ltd.	Singapore	**80.00**	80.00
	Leedon Residence Development Pte. Ltd.	Singapore	**100.00**	100.00
	Perfect Eagle Pte. Ltd.	Singapore	**80.00**	80.00
	Sophia Residence Development Pte. Ltd.	Singapore	**100.00**	100.00
	Waterline Development Pte. Ltd.	Singapore	**100.00**	100.00
(iii)	**Directly and indirectly held by GuocoLand (China) Limited**			
	Beijing Jiang Sheng Property Development Co., Ltd	The People's Republic of China	**100.00**	100.00
	Beijing Cheng Jian Dong Hua Real Estate Development Company Limited	The People's Republic of China	**90.00**	90.00
	Nanjing Xinhaoning Property Development Co., Ltd	The People's Republic of China	**99.00**	99.00
	Nanjing Xinhaoxuan Property Development Co., Ltd	The People's Republic of China	**99.00**	99.00
(iv)	**Directly and indirectly held by GuoSon Assets China Limited**			
	GuoSon Investment Company Limited	The People's Republic of China	**100.00**	100.00
	Nanjing Mahui Property Development Co., Ltd	The People's Republic of China	**94.93**	94.93
	Shanghai Xinhaolong Property Development Co., Ltd	The People's Republic of China	**100.00**	100.00
	Tianjin Zhong Xin Ming Shi Real Estate Development Co., Ltd	The People's Republic of China	**100.00**	100.00

6. SUBSIDIARIES (cont'd)

b. The details of significant subsidiaries in the Group are as follows:- (cont'd)

	Country of Incorporation	Effective Equity Interest held by the Group	
		2012 %	2011 %
(v) **Directly and indirectly held by GLL (Malaysia) Pte. Ltd.**			
@ Ace Acres Sdn Bhd	Malaysia	**67.94**	67.94
@ Damansara City Sdn Bhd	Malaysia	**67.94**	67.94
@ Famous Moments Sdn Bhd	Malaysia	**67.94**	-
@ GuocoLand (Malaysia) Berhad	Malaysia	**67.94**	67.94
@ Hikmat Gembira Sdn Bhd	Malaysia	**67.94**	-
▲ Hong Leong Real Estate Management Sdn Bhd	Malaysia	**67.94**	67.94
@ Impressive Genesis Sdn Bhd	Malaysia	**67.94**	-
@ Intelligent Circle Sdn Bhd	Malaysia	**67.94**	-
@ JB Parade Sdn Bhd	Malaysia	**54.29**	54.29
▲ PD Resort Sdn Bhd	Malaysia	**77.56**	77.56
▲ Positive Vision Labuan Limited	Malaysia	**67.94**	67.94
@ Tegas Jejaka Sdn Bhd	Malaysia	**67.94**	-
▲ Titan Debut Sdn Bhd	Malaysia	**67.94**	67.94
▲ Wonderful Space Sdn Bhd	Malaysia	**67.94**	-
(vi) **Directly held by GuocoLand Vietnam (S) Pte. Ltd.**			
GuocoLand Binh Duong Property Co., Ltd	Vietnam	**100.00**	100.00

KPMG LLP is the auditor of all significant Singapore incorporated subsidiaries. Other member firms of KPMG International are auditors of significant foreign-incorporated subsidiaries except for the following:-

@ Audited by Ernst & Young, Malaysia.
▲ Audited by Ling Kam Hoong & Co.

The Group had carried out internal restructuring to streamline the equity holdings. The Group has enquired with the local authority to clarify the tax basis and at the date of the financial statement, no sufficiently reliable estimate of tax can be made. As such, no provision for tax has been made in respect of the restructuring.

7. ASSOCIATES AND JOINTLY-CONTROLLED ENTITIES

	Group			Company	
	2012	2011	2010	2012	2011
	$'000	$'000	$'000	$'000	$'000
		Restated	Restated		
Investments in associates	**41,460**	40,963	41,656	**5,497**	5,497
Investments in jointly-controlled entities	**441,763**	142,645	141,991	**-**	-
	483,223	183,608	183,647	**5,497**	5,497
Amounts due from associates	**9,177**	9,256	10,120	**9,247**	9,174
Less: Allowance for doubtful receivables	**-**	-	-	**(6,762)**	(6,762)
	9,177	9,256	10,120	**2,485**	2,412
	492,400	192,864	193,767	**7,982**	7,909

The amounts due from associates, which include a foreign currency loan of $6.7 million (2011 : $6.7 million), form part of the Company's net investments in associates. These amounts due from associates are unsecured, interest free and settlement is neither planned nor likely to occur in the foreseeable future.

The market value of quoted equity shares in associates is $34.4 million (2011 : $30.9 million).

The details of significant associates and jointly-controlled entities are as follows:-

Name of Associates/Jointly-Controlled Entities	Country of Incorporation	Effective Equity Interest held by the Group	
		2012	2011
		%	%
Associates			
*§ Tower Real Estate Investment Trust	Malaysia	**14.72**	14.72
Jointly-Controlled Entities			
* Shanghai Xinhaojia Property Development Co., Ltd	The People's Republic of China	**50.00**	-
@ Continental Estates Sdn Bhd	Malaysia	**33.97**	33.97
@ Vintage Heights Sdn Bhd	Malaysia	**32.18**	32.18

* Audited by other member firms of KPMG International.
@ Audited by Ernst & Young, Malaysia.
§ Considered to be an associate as the Group has significant influence over the financial and operating policy decisions of the investee, through its subsidiary, GuocoLand (Malaysia) Berhad.

7. ASSOCIATES AND JOINTLY-CONTROLLED ENTITIES (cont'd)

The financial information of the associates (without adjusting for the Group's share of its interests) and the Group's share of its interests in the jointly-controlled entities are as follows:-

	Associates		Jointly-Controlled Entities		
	2012	2011	2012	2011	2010
	$'000	$'000	$'000	$'000	$'000
				Restated	Restated
Assets and liabilities					
Non-current assets			**151,716**	159,547	172,516
Current assets			**355,602**	41,460	36,689
Total assets	**296,335**	299,333	**507,318**	201,007	209,205
Non-current liabilities			**(30,943)**	(33,489)	(30,659)
Current liabilities			**(34,612)**	(24,873)	(36,555)
Total liabilities	**(87,732)**	(88,817)	**(65,555)**	(58,362)	(67,214)
Results					
Revenue	**21,747**	60,516	**10,342**	18,119	
Expenses			**(4,808)**	(8,550)	
Profit after income tax and non-controlling interests	**12,974**	27,770	**5,534**	9,569	

8. AMOUNTS DUE FROM/TO NON-CONTROLLING INTERESTS

The amounts due from non-controlling interests form part of their net investments in these subsidiaries. The amounts are unsecured, interest-free and settlement is neither planned nor likely to occur in the foreseeable future.

The amounts due to non-controlling interests are interest bearing and repayable at the discretion of the Board of the borrowing subsidiaries. The amounts are subordinated to external bank loans.

9. OTHER INVESTMENTS

	Group	
	2012	2011
	$'000	$'000
Available-for-sale financial assets		
- Equity securities	**35,760**	3,123

10. DEFERRED TAX

a. Deferred Tax Assets and Liabilities

The movements in deferred tax assets and liabilities during the financial year are as follows:-

	At 1 July 2011 as previously reported $'000	Effect of change in accounting policy $'000	At 1 July 2011 as restated $'000	Recognised in profit or loss $'000	Recognised in equity $'000	Translation differences $'000	At 30 June 2012 $'000
Group							
Deferred tax liabilities							
Property, plant and equipment	**876**	**-**	**876**	**(12)**	**-**	**2**	**866**
Investment properties	**2,818**	**-**	**2,818**	**-**	**-**	**(2)**	**2,816**
Development properties	**49,325**	**(5,461)**	**43,864**	**10,203**	**1,817**	**689**	**56,573**
Total	**53,019**	**(5,461)**	**47,558**	**10,191**	**1,817**	**689**	**60,255**
Deferred tax assets							
Unutilised tax losses	**4,494**	**-**	**4,494**	**(2,073)**	**-**	**(22)**	**2,399**
Development properties	**-**	**13,398**	**13,398**	**26,006**	**-**	**677**	**40,081**
Total	**4,494**	**13,398**	**17,892**	**23,933**	**-**	**655**	**42,480**

	At 1 July 2010 as previously reported $'000	Effect of change in accounting policy $'000	At 1 July 2010 as restated $'000	Recognised in profit or loss $'000	Recognised in equity $'000	Translation differences $'000	At 30 June 2011 as restated $'000
Group							
Deferred tax liabilities							
Property, plant and equipment	907	-	907	(31)	-	-	876
Investment properties	2,820	-	2,820	10	-	(12)	2,818
Development properties	38,836	(2,030)	36,806	9,609	(796)	(1,755)	43,864
Total	42,563	(2,030)	40,533	9,588	(796)	(1,767)	47,558
Deferred tax assets							
Unutilised tax losses	8,970	-	8,970	(4,413)	-	(63)	4,494
Development properties	-	18,373	18,373	(4,094)	-	(881)	13,398
Total	8,970	18,373	27,343	(8,507)	-	(944)	17,892

10. DEFERRED TAX (cont'd)

a. Deferred Tax Assets and Liabilities (cont'd)

Deferred tax liabilities and assets are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same tax authority. The amounts determined after appropriate offsetting are included in the balance sheet as follows:-

		Group	
	2012	**2011**	**2010**
	$'000	**$'000**	**$'000**
		Restated	**Restated**
Deferred tax liabilities	**60,255**	47,558	40,533
Deferred tax assets	**(42,480)**	(17,892)	(27,343)

Tax assets and liabilities are recognised based on estimates made. There may be situation where certain positions may not be fully sustained upon review by tax authorities or new information may become available which impacts the judgement or estimates made.

As at 30 June 2012, the temporary differences relating to the undistributed profits of subsidiaries amounted to $246.4 million (2011 : $231.4 million). Deferred tax liabilities of $17.5 million (2011 : $16.8 million) have not been recognised in respect of the tax that would be payable on the distribution of these accumulated profits as the Group controls the dividend policy of these subsidiaries and it has been determined that it is probable that the profits will not be distributed in the foreseeable future.

b. Unrecognised Deferred Tax Assets

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

		Group
	2012	**2011**
	$'000	**$'000**
		Restated
Deductible temporary differences	**4,081**	12,167
Unutilised tax losses/capital allowances	**304,358**	288,332
	308,439	300,499
Deferred tax assets	**69,442**	67,448

Deferred tax assets have not been recognised in respect of these items because it is not certain as to when the Group can utilise the benefits therefrom.

As at 30 June 2012, the Group has unutilised tax losses and capital allowances which are available for set-off against future profits subject to tax conditions prevailing in the respective countries of the subsidiaries and agreement by the respective tax authorities.

11. INVENTORIES

	Note	Group 2012 $'000	2011 $'000 Restated	2010 $'000 Restated
Development properties	12	**4,971,403**	4,742,734	4,229,308
Consumable stocks		**644**	2,692	4,476
Construction work-in-progress		**-**	-	121
		4,972,047	4,745,426	4,233,905

12. DEVELOPMENT PROPERTIES

		Group 2012 $'000	2011 $'000 Restated	2010 $'000 Restated
Properties in the course of development		**4,713,769**	4,447,355	3,877,292
Completed development properties		**257,634**	295,379	352,016
	11	**4,971,403**	4,742,734	4,229,308
Properties in the course of development				
Costs		**4,951,259**	4,650,573	4,223,069
Allowance for foreseeable losses		**(13,584)**	(21,242)	(25,994)
Attributable profit		**262,134**	65,028	52,420
Progress billings		**(486,040)**	(247,004)	(372,203)
		4,713,769	4,447,355	3,877,292

The following were capitalised as cost of development properties during the financial year:-

Interest expense	26	**84,702**	69,240
Interest income		**(4,958)**	(150)
Depreciation of property, plant and equipment	4	**28**	22

Certain development properties with a book value of $2,722.9 million (2011 : $2,943.3 million; 2010 : $2,300.2 million) are under legal mortgages with banks (see Note 19).

The Group adopts the percentage of completion method of revenue recognition for residential projects under progressive payment scheme in Singapore. The stage of completion is measured in accordance with the accounting policy stated in Note 3. Significant assumptions are required in determining the stage of completion, the total estimated development costs and the estimated total revenue. In making the assumptions, the Group evaluated them by relying on past experience and the work of specialists.

The Group makes allowance for foreseeable losses taking into account the Group's recent experience in estimating net realisable values of completed units and properties under development by reference to comparable properties, timing of sale launches, location of property, expected net selling prices and development expenditure. Market conditions may, however, change which may affect the future selling prices on the remaining unsold residential units of the development properties and accordingly, the carrying value of development properties for sale may have to be written down in future periods.

13. TRADE AND OTHER RECEIVABLES

	Note	Group 2012 $'000	Group 2011 $'000 Restated	Group 2010 $'000 Restated	Company 2012 $'000	Company 2011 $'000
Trade receivables	14	**33,079**	139,855	35,908	**-**	-
Other receivables, deposits and prepayments	15	**34,725**	68,638	39,764	**2,289**	313
Amounts due from:-						
Associates		**3**	-	10	**-**	-
Jointly-controlled entities		**12,585**	4,333	7,006	**-**	-
Related corporations		**280**	331	89	**-**	-
Non-controlling interests		**262**	539	576	**-**	-
Related parties		**4**	4	4	**-**	-
		80,938	213,700	83,357	**2,289**	313

The amounts due from associates, jointly-controlled entities, related corporations, non-controlling interests and related parties are unsecured, interest-free and repayable on demand.

14. TRADE RECEIVABLES

The maximum exposure to credit risk for trade receivables at the reporting date by business segments is:-

	Group 2012 $'000	Group 2011 $'000 Restated
GuocoLand Singapore	**26,510**	125,971
GuocoLand China	**1,395**	1,053
GuocoLand Malaysia	**4,546**	11,237
GuocoLand Vietnam	**628**	1,594
	33,079	139,855

The ageing of trade receivables at the reporting date is:-

	Gross 2012 $'000	Allowance for doubtful receivables 2012 $'000	Gross 2011 $'000 Restated	Allowance for doubtful receivables 2011 $'000
Group				
Not past due	**28,667**	**-**	134,936	-
Past due 1 – 30 days	**2,437**	**-**	2,186	-
Past due 31 – 90 days	**657**	**-**	1,850	-
Past due more than 90 days	**1,610**	**(292)**	967	(84)
	33,371	**(292)**	139,939	(84)

14. TRADE RECEIVABLES (cont'd)

Based on historical default rates, the Group believes that generally no allowance for doubtful receivables is necessary in respect of trade receivables that are past due.

The movement in allowance for doubtful receivables during the financial year is as follows:-

	Group	
	2012	**2011**
	$'000	**$'000**
At 1 July	**84**	113
Allowance made/(written back) during the financial year	**188**	(23)
Translation differences	**20**	(6)
At 30 June	**292**	84

15. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	Group		Company	
	2012	**2011**	**2012**	**2011**
	$'000	**$'000**	**$'000**	**$'000**
Deposits	**1,404**	1,408	**-**	-
Deposits for land acquisition	**1,003**	37,575	**-**	-
Fair value gain on derivative financial instruments	**-**	295	**-**	295
Interest receivables	**5,167**	398	**-**	-
Prepayments	**2,470**	5,019	**-**	12
Tax recoverables	**6,575**	1,665	**2,283**	-
Others	**18,106**	22,278	**6**	6
	34,725	68,638	**2,289**	313

The movement in allowance for doubtful receivables in respect of other receivables during the financial year is as follows:-

	Group	
	2012	**2011**
	$'000	**$'000**
At 1 July	**1,560**	1,656
Allowance written back during the financial year	**(106)**	-
Allowance written off during the financial year	**(570)**	-
Translation differences	**(11)**	(96)
At 30 June	**873**	1,560

16. CASH AND CASH EQUIVALENTS

	Note	Group 2012 $'000	Group 2011 $'000	Company 2012 $'000	Company 2011 $'000
Short-term deposits with banks		**726,808**	955,955	**178**	123,985
Cash and bank balances		**135,165**	232,387	**858**	1,670
Cash and cash equivalents		**861,973**	1,188,342	**1,036**	125,655
Bank overdrafts	19	**(6,341)**	(1,588)		
Cash collaterals	d	**(564,394)**	(359,541)		
Cash and cash equivalents in the statement of cash flow		**291,238**	827,213		

Included in the Group's cash and cash equivalents are:-

a. Amounts held under the China Housing Developers Restricted Funds Agreement (the "Agreement") totalling $46.3 million (2011 : $109.4 million), the use of which is subject to restrictions imposed by the Agreement;

b. Amounts held under the Singapore Housing Developers (Project Account) Rules (the "Rules") totalling $59.3 million (2011 : $77.8 million), the use of which is subject to restrictions imposed by the Rules;

c. Amounts held in Malaysia pursuant to Section 7A of the Housing Development (Control and Licensing) Act 1966 totalling $2.0 million (2011 : $0.1 million), the use of which is restricted from other operations; and

d. Included in the cash collaterals is a deposit of $564.4 million (2011 : $359.5 million) pledged with a financial institution in China for a bank loan.

The interest rates per annum at the balance sheet date are as follows:-

	Group 2012 %	Group 2011 %	Company 2012 %	Company 2011 %
Short-term deposits with banks	**0.02 to 9.00**	0.06 to 3.00	**0.05 to 0.82**	0.09 to 0.46

The above interest rates reprice at intervals of one, three or six months.

17. SHARE CAPITAL

		Company	
		2012	2011
	Note	No. of shares	No. of shares
Ordinary Shares			
Issued and fully paid ordinary shares			
At 1 July		**1,183,373,276**	887,529,957
Issue of shares pursuant to the Rights Issue	b	**-**	295,843,319
At 30 June		**1,183,373,276**	1,183,373,276

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

b. During the previous financial year, the Company issued 295,843,319 new ordinary shares of the Company ("Rights Share") at an issue price of $1.80 for each Rights Share, on the basis of one Rights Share for every three existing ordinary shares in the capital of the Company. Net proceeds of approximately $532 million were received. The net proceeds after adjusting for the subscription of shares under Rights Issue by the Trust for Executives' Share Option Scheme were $499 million.

c. As at 30 June 2012, the Trust for GuocoLand Limited Executives' Share Option Scheme (the "ESOS") held an aggregate of 73,604,933 (2011 : 73,604,933) shares in the Company which had been acquired from the market for the purpose of satisfying outstanding share options granted or to be granted to participants under the ESOS (see Note 30).

Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the return on capital, which the Group defines as profit attributable to owners of the Company divided by shareholders' equity and the level of dividends to ordinary shareholders.

The Board seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

From time to time, the Company or the Trust may purchase shares in the Company from the market. Share purchase allows the Company greater flexibility over its share capital structure with a view to improving, inter alia, its return on equity. The shares which are purchased may be held as treasury shares which the Company or the Trust may transfer to participants for the purposes of or pursuant to the ESOS. The use of treasury shares in lieu of issuing new shares would also mitigate the dilution impact on existing shareholders.

The Company is not exposed to externally imposed capital restrictions.

There were no changes in the Company's approach to capital management during the financial year.

16. CASH AND CASH EQUIVALENTS

	Note	Group 2012 $'000	Group 2011 $'000	Company 2012 $'000	Company 2011 $'000
Short-term deposits with banks		**726,808**	955,955	**178**	123,985
Cash and bank balances		**135,165**	232,387	**858**	1,670
Cash and cash equivalents		**861,973**	1,188,342	**1,036**	125,655
Bank overdrafts	19	**(6,341)**	(1,588)		
Cash collaterals	d	**(564,394)**	(359,541)		
Cash and cash equivalents in the statement of cash flow		**291,238**	827,213		

Included in the Group's cash and cash equivalents are:-

a. Amounts held under the China Housing Developers Restricted Funds Agreement (the "Agreement") totalling $46.3 million (2011 : $109.4 million), the use of which is subject to restrictions imposed by the Agreement;

b. Amounts held under the Singapore Housing Developers (Project Account) Rules (the "Rules") totalling $59.3 million (2011 : $77.8 million), the use of which is subject to restrictions imposed by the Rules;

c. Amounts held in Malaysia pursuant to Section 7A of the Housing Development (Control and Licensing) Act 1966 totalling $2.0 million (2011 : $0.1 million), the use of which is restricted from other operations; and

d. Included in the cash collaterals is a deposit of $564.4 million (2011 : $359.5 million) pledged with a financial institution in China for a bank loan.

The interest rates per annum at the balance sheet date are as follows:-

	Group 2012 %	Group 2011 %	Company 2012 %	Company 2011 %
Short-term deposits with banks	**0.02 to 9.00**	0.06 to 3.00	**0.05 to 0.82**	0.09 to 0.46

The above interest rates reprice at intervals of one, three or six months.

17. SHARE CAPITAL

		Company	
		2012	2011
	Note	No. of shares	No. of shares
Ordinary Shares			
Issued and fully paid ordinary shares			
At 1 July		**1,183,373,276**	887,529,957
Issue of shares pursuant to the Rights Issue	b	**-**	295,843,319
At 30 June		**1,183,373,276**	1,183,373,276

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

b. During the previous financial year, the Company issued 295,843,319 new ordinary shares of the Company ("Rights Share") at an issue price of $1.80 for each Rights Share, on the basis of one Rights Share for every three existing ordinary shares in the capital of the Company. Net proceeds of approximately $532 million were received. The net proceeds after adjusting for the subscription of shares under Rights Issue by the Trust for Executives' Share Option Scheme were $499 million.

c. As at 30 June 2012, the Trust for GuocoLand Limited Executives' Share Option Scheme (the "ESOS") held an aggregate of 73,604,933 (2011 : 73,604,933) shares in the Company which had been acquired from the market for the purpose of satisfying outstanding share options granted or to be granted to participants under the ESOS (see Note 30).

Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the return on capital, which the Group defines as profit attributable to owners of the Company divided by shareholders' equity and the level of dividends to ordinary shareholders.

The Board seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

From time to time, the Company or the Trust may purchase shares in the Company from the market. Share purchase allows the Company greater flexibility over its share capital structure with a view to improving, inter alia, its return on equity. The shares which are purchased may be held as treasury shares which the Company or the Trust may transfer to participants for the purposes of or pursuant to the ESOS. The use of treasury shares in lieu of issuing new shares would also mitigate the dilution impact on existing shareholders.

The Company is not exposed to externally imposed capital restrictions.

There were no changes in the Company's approach to capital management during the financial year.

18. RESERVES

	Note	Group 2012 $'000	Group 2011 $'000 Restated	Group 2010 $'000 Restated	Company 2012 $'000	Company 2011 $'000
Reserve for own shares	a	**(157,034)**	(157,034)	(123,912)	**(157,034)**	(157,034)
Share option reserve	b	**5,115**	15,808	13,457	**4,775**	15,808
Capital reserve	c	**(6,799)**	29,276	29,276	**(6,882)**	29,193
Translation reserve	d	**(65,555)**	(148,238)	(4,105)	**-**	-
Revaluation reserve	e	**8,341**	8,341	8,341	**-**	-
Mark-to-market reserve	f	**(4,165)**	(306)	(1,029)	**-**	-
Merger reserve	g	**(8,494)**	-	-	**-**	-
Other reserves		**(228,591)**	(252,153)	(77,972)	**(159,141)**	(112,033)
Accumulated profits		**698,753**	688,268	629,940	**254,512**	232,293
		470,162	436,115	551,968	**95,371**	120,260

a. Reserve for Own Shares

This comprises the purchase consideration for issued shares of the Company acquired by the Trust for GuocoLand Limited Executives' Share Option Scheme (the "ESOS") for the purpose of satisfying outstanding share options granted or to be granted to participants under the ESOS (see Note 30).

b. Share Option Reserve

The share option reserve comprises the cumulative value of employee services received for the issue of share options.

c. Capital Reserve

This comprises:-

(i) The gain or loss recognised when a participant exercises the share options granted under the ESOS.

(ii) The value of the options granted to bondholders to convert their convertible bonds into ordinary shares of the Company.

18. RESERVES (cont'd)

d. Translation Reserve

This comprises:-

(i) Foreign exchange differences arising from the translation of the financial statements of foreign entities whose functional currencies are different from the functional currency of the Company.

(ii) The exchange differences on monetary items which form part of the Group's net investment in the foreign entities.

e. Revaluation Reserve

This comprises the increase in fair value of property, plant and equipment and development properties from previously held interests in associates.

f. Mark-to-market Reserve

This comprises unrealised gain or loss arising from changes in fair value of available-for-sale securities.

g. Merger Reserve

The merger reserve of the Group arose as a result of business combinations involving entities under common control accounted for by applying the merger method of accounting.

19. LOANS AND BORROWINGS

	Note	Group 2012 $'000	Group 2011 $'000	Company 2012 $'000	Company 2011 $'000
Non-Current Liabilities					
Secured bank loans		**2,123,538**	1,106,290	**-**	-
Unsecured bank loans		**173,604**	400,931	**-**	39,500
Unsecured medium-term notes		**1,318,313**	746,527	**-**	-
		3,615,455	2,253,748	**-**	39,500
Current Liabilities					
Secured bank overdrafts		**1,631**	1,588	**-**	-
Unsecured bank overdrafts		**4,710**	-	**-**	-
	16	**6,341**	1,588	**-**	-
Secured bank loans		**680,732**	1,879,724	**-**	-
Unsecured bank loans		**911,268**	626,392	**174,500**	200,000
Unsecured loans from intermediate holding company	32d	**120,489**	-	**-**	-
Unsecured convertible bonds	20	**-**	374,205	**-**	374,205
Unsecured medium-term notes		**69,961**	49,973	**-**	-
		1,788,791	2,931,882	**174,500**	574,205
Total loans and borrowings		**5,404,246**	5,185,630	**174,500**	613,705

Maturity of loans and borrowings:-

	Group 2012 $'000	Group 2011 $'000	Company 2012 $'000	Company 2011 $'000
Within 1 year	**1,788,791**	2,931,882	**174,500**	574,205
After 1 year but within 5 years	**3,455,077**	2,133,009	**-**	39,500
After 5 years	**160,378**	120,739	**-**	-
Total loans and borrowings	**5,404,246**	5,185,630	**174,500**	613,705

19. LOANS AND BORROWINGS (cont'd)

The interest rates per annum at the balance sheet date and the repricing analysis are as follows:-

	Interest Rate %	Floating Interest Rate $'000	Fixed Interest Rate Maturing Within 1 Year $'000	1 to 5 Years $'000	Total $'000
Group					
2012					
Secured					
- S$ floating rate loans	**1.88 to 2.83**	**1,956,158**	**-**	**-**	**1,956,158**
- MYR floating rate loans	**4.06 to 4.78**	**339,150**	**-**	**-**	**339,150**
- RMB floating rate loans	**6.40 to 7.65**	**508,962**	**-**	**-**	**508,962**
- MYR bank overdrafts	**7.35**	**1,631**	**-**	**-**	**1,631**
Unsecured					
- S$ floating rate loans	**1.12 to 1.99**	**724,026**	**-**	**-**	**724,026**
- US$ floating rate loans	**1.45 to 2.24**	**285,860**	**-**	**-**	**285,860**
- MYR floating rate loans	**3.82 to 4.19**	**95,662**	**-**	**-**	**95,662**
- MYR bank overdrafts	**7.10 to 7.45**	**4,710**	**-**	**-**	**4,710**
- S$ fixed rate loans	**2.33 to 2.61**	**-**	**-**	**99,813**	**99,813**
- S$ fixed rate notes	**3.00 to 5.00**	**-**	**69,961**	**1,318,313**	**1,388,274**
		3,916,159	**69,961**	**1,418,126**	**5,404,246**
2011					
Secured					
- S$ floating rate loans	0.90 to 2.77	2,144,024	-	-	2,144,024
- MYR floating rate loans	3.87 to 4.75	284,432	-	-	284,432
- RMB floating rate loans	6.40 to 7.32	557,558	-	-	557,558
- MYR bank overdrafts	7.35	1,588	-	-	1,588
Unsecured					
- S$ floating rate loans	1.13 to 1.99	743,391	-	-	743,391
- US$ floating rate loans	1.64 to 1.72	160,984	-	-	160,984
- MYR floating rate loans	3.77 to 4.20	73,056	-	-	73,056
- S$ fixed rate loans	2.61	-	-	49,892	49,892
- S$ fixed rate notes	2.00 to 4.88	-	49,973	746,527	796,500
- S$ fixed rate convertible bonds	3.90 to 4.18	-	374,205	-	374,205
		3,965,033	424,178	796,419	5,185,630
Company					
2012					
Unsecured					
- S$ floating rate loans	**1.12 to 1.89**	**174,500**	**-**	**-**	**174,500**
2011					
Unsecured					
- S$ floating rate loans	1.13 to 1.76	239,500	-	-	239,500
- S$ fixed rate convertible bonds	3.90 to 4.18	-	374,205	-	374,205
		239,500	374,205	-	613,705

19. LOANS AND BORROWINGS (cont'd)

The unsecured fixed rate notes pertain to medium-term notes issued by a subsidiary with tenor between 1 to 5 years. The interest rates per annum at the balance sheet date ranges from 3.00% to 5.00% (2011 : 2.00% to 4.88%). The medium-term notes are guaranteed by the Company.

The secured loans and borrowings are secured on the following assets:-

		Group	
	Note	2012 $'000	2011 $'000 Restated
Property, plant and equipment	4	**279,214**	338,609
Investment properties	5	**1,377,949**	1,240,807
Development properties	12	**2,722,868**	2,943,340
		4,380,031	4,522,756

20. UNSECURED CONVERTIBLE BONDS

	Group and Company	
	2012 $'000	2011 $'000
Current	**-**	374,205

On 7 May 2007, the Company issued $690 million in principal amount of convertible bonds (the "Bonds") comprising $345 million in principal amount of unsecured Tranche 1 Convertible Bonds ("Tranche 1 Bonds") and $345 million in principal amount of unsecured Tranche 2 Convertible Bonds ("Tranche 2 Bonds").

The Bonds are convertible by the holders thereof into new ordinary shares in the capital of the Company ("Shares") at any time on or after 6 July 2007 and up to the close of business (at the place where the certificate evidencing such Bonds is deposited for conversion) on 27 April 2012 or if such Bonds shall have been called for redemption by the Company before 27 April 2012, then up to the close of business (at the place aforesaid) on a date no later than seven business days prior to the date fixed for redemption thereof. The adjusted conversion price of the Bonds is $5.284 per Share with effect from 6 December 2010 following the issue of 295,843,319 new Shares during the year pursuant to a renounceable rights issue undertaken by the Company.

At any time on or after 7 May 2009 and prior to the date falling 7 business days prior to 7 May 2012 (the "Maturity Date" of the Bonds), the Bonds may be redeemed in whole at the option of the Company if the volume weighted average price of the Shares for each of 10 consecutive trading days was at least 120% of the principal amount of the Bonds plus interest equal to the applicable early redemption interest amount divided by the conversion ratio.

Unless previously redeemed, converted, or purchased and cancelled, the Tranche 1 Bonds shall be redeemed on the Maturity Date at its principal amount plus interest of 0.6% p.a. on a semi-annual basis of its principal amount and the Tranche 2 Bonds shall be redeemed on the Maturity Date at its principal amount plus interest of 1.9% p.a. on a semi-annual basis of its principal amount.

During the financial year, the Company had at the maturity of the Bonds, fully redeemed all the outstanding $7.2 million in principal amount of the Tranche 1 Bonds and $345 million in principal amount of the Tranche 2 Bonds at their principal amount plus interests. The Bonds redeemed by the Company have been cancelled. Following the redemption, no Bonds remain outstanding.

21. TRADE AND OTHER PAYABLES

	Note	Group 2012 $'000	Group 2011 $'000 Restated	Group 2010 $'000 Restated	Company 2012 $'000	Company 2011 $'000
Trade payables and accrued operating expenses		**203,340**	149,334	173,802	**-**	-
Progress billings		**211,057**	178,735	226,160	**-**	-
Amounts due to:-						
Intermediate holding company		**4,824**	3,374	5,986	**-**	-
Associates		**49**	47	50	**-**	-
Jointly-controlled entities		**387**	393	417	**-**	-
Related corporations		**920**	896	1,223	**-**	-
Non-controlling interests		**1,185**	1,141	1,242	**-**	-
Other payables	22	**200,008**	166,251	666,259	**1,065**	880
		621,770	500,171	1,075,139	**1,065**	880

The amounts due to intermediate holding company, associates, jointly-controlled entities, related corporations and non-controlling interests are unsecured, interest-free and repayable on demand.

22. OTHER PAYABLES

	Group 2012 $'000	Group 2011 $'000	Company 2012 $'000	Company 2011 $'000
Deposits received	**29,042**	23,120	**-**	-
Fair value loss on derivative financial instruments	**10,427**	8,160	**-**	-
Interest payable	**26,801**	17,930	**388**	251
Rental deposits	**3,889**	3,578	**-**	-
Real estate tax payable	**107,666**	101,841	**-**	-
Others	**22,183**	11,622	**677**	629
	200,008	166,251	**1,065**	880

23. REVENUE

	Note	Group 2012 $'000	Group 2011 $'000 Restated
Sale of development properties		**625,113**	632,695
Hotel operations		**30,598**	29,553
Rental and related income from investment properties		**18,828**	16,319
Management fee income from:-			
Related corporations		**34**	411
Others		**3,923**	3,808
		678,496	682,786

24. OTHER INCOME

		Group 2012 $'000	Group 2011 $'000
Dividend income from equity securities		**1,529**	-
Fair value gain on derivative financial instruments		**-**	295
Gain on disposal of property, plant and equipment		**-**	139
Interest income from:-			
Fixed deposits with banks		**4,748**	4,402
Others		**93**	108
Fair value gain from investment properties	5	**3,924**	58,800
Rental income		**2,570**	6,696
Others		**2,151**	957
		15,015	71,397

25. OTHER EXPENSES

	Note	Group 2012 $'000	Group 2011 $'000
Fair value loss on derivative financial instruments		**2,555**	5,582
Loss on disposal of property, plant and equipment		**242**	-
Net foreign exchange loss		**4,088**	5,097
Others		**6,255**	4,900
		13,140	15,579

26. FINANCE COSTS

		Group 2012 $'000	Group 2011 $'000
Interest expense:-			
Intermediate holding company		**1,281**	3,556
Financial institutions		**120,914**	80,048
Medium-term notes		**40,381**	10,335
Convertible bonds:-			
Interest expense		**6,081**	6,955
Amortisation of bond discount		**5,912**	7,035
		11,993	13,990
		174,569	107,929
Less : Interest expense capitalised in:-			
Property, plant and equipment	4	**(4,263)**	(472)
Investment properties	5	**(29,126)**	(3,149)
Development properties	12	**(84,702)**	(69,240)
		(118,091)	(72,861)
		56,478	35,068

27. PROFIT BEFORE INCOME TAX

	Note	Group 2012 $'000	Group 2011 $'000
a. The following items have been included in arriving at profit before income tax:-			
Allowance/(Writeback of allowance) for doubtful receivables		**82**	(23)
Depreciation of property, plant and equipment		**9,042**	7,919
Direct operating expenses of investment properties		**8,467**	3,059
Management fees paid and payable to:-			
Intermediate holding company	32b	**4,731**	3,361
Related corporation		**251**	337
Operating lease expenses		**3,285**	2,756
Writeback of allowance for foreseeable losses on development properties		**(9,546)**	(1,804)
Auditors' remuneration:-			
Auditors of the Company		**663**	709
Other auditors		**62**	182
		725	891
Non-audit fees:-			
Auditors of the Company		**8**	17
Other auditors		**14**	275
		22	292
Staff costs:-			
Wages, salaries and benefits		**44,882**	41,890
Contributions to defined contribution plans		**1,908**	1,643
(Writeback of share-based payments)/Share-based payment (net)		**(10,532)***	2,351
Liability for short-term accumulating compensated absences		**48**	88
		36,306	45,972

* Included $11.5 million of share-based payments written back during the financial year which relates to lapsed of non-vested share options granted to key management personnel (see note 30).

27. PROFIT BEFORE INCOME TAX (cont'd)

b. Key Management Personnel

The key management personnel compensation included as part of staff costs is as follows:-

	Group	
	2012	**2011**
	$'000	**$'000**
Wages, salaries and benefits	**7,346**	6,309
Contributions to defined contribution plans	**246**	98
Share-based payments	**829**	2,151
	8,421	8,558

c. The remuneration of directors of the Company under each remuneration band is as follows:-

	Fixed Salary (inclusive of Employer CPF)	Variable Bonus (inclusive of Employer CPF)	Directors' Fees	Other Benefits	Total
$500,000 and above					
Quek Chee Hoon	62.6%	36.5%	-	0.9%	100%
$249,999 and below					
Sat Pal Khattar	-	-	85.9%	14.1%	100%
Kwek Leng Hai	-	-	100%	-	100%
Reggie Thein	-	-	100%	-	100%
Timothy Teo	-	-	100%	-	100%
Francis Siu	-	-	100%	-	100%
Abdullah Bin Tarmugi	-	-	100%	-	100%

d. The number of key executives who are not directors of the Company under each remuneration band is as follows:-

	Group	
	2012	**2011**
Remuneration of:-		
$750,000 and above	**2**	2
$500,000 to $749,999	**1**	1
$250,000 to $499,999	**5**	4
	8	7

28. TAX EXPENSE

	Group	
	2012	**2011**
	$'000	**$'000**
		Restated
Current tax		
Current year	**43,089**	22,326
Under/(Over) provision in respect of previous financial years	**2,055**	(2,056)
	45,144	20,270
Deferred tax		
Movements in temporary differences	**(14,301)**	17,445
Under provision in respect of previous financial years	**559**	650
	(13,742)	18,095
Foreign withholding tax	**794**	766
	32,196	39,131

A reconciliation of the effective tax rate is as follows:-

Profit before income tax	**96,652**	164,636
Less: Share of profit of associates and jointly-controlled entities	**(9,147)**	(18,394)
Profit before share of profit of associates, jointly-controlled entities and tax	**87,505**	146,242
Income tax calculated using the Singapore tax rate of 17%	**14,876**	24,861
Effect of different tax rates in foreign jurisdiction	**2,317**	7,156
Effect of unrecognised tax losses and other deductible temporary differences	**6,759**	8,930
Expenses not deductible for tax purpose	**5,929**	14,641
Foreign withholding tax	**794**	766
Income not subject to tax	**(1,622)**	(11,542)
Under/(Over) provision in respect of previous financial years	**2,614**	(1,406)
Others	**529**	(4,275)
	32,196	39,131

29. EARNINGS PER SHARE AND DILUTED EARNINGS PER SHARE

Earnings per share ("EPS") is calculated based on the Group's profit of $63,191,000 (2011 : $122,012,000) and on the weighted average number of 1,109,768,000 (2011 : 1,018,201,000) ordinary shares of the Company in issue, after adjusting for the shares acquired by the Trust during the financial year.

Diluted EPS is calculated on the same basis as that of EPS except that the Group's profit and the weighted average number of ordinary shares have been adjusted for the dilution effects of all dilutive potential ordinary shares as shown below:-

	Group	
	2012	**2011**
	$'000	**$'000**
		Restated
Group's profit used in the computation of basic and diluted EPS	**63,191**	122,012
	'000	**'000**
Weighted average number of ordinary shares used in the computation of basic EPS	**1,109,768**	1,018,201
Assumed exercise of share options	**-**	1,482
Weighted average number of ordinary shares used in the computation of diluted EPS	**1,109,768**	1,019,683

At 30 June 2012, 6,148,000 (2011 : 32,133,000) options were excluded from the diluted weighted average number of ordinary shares computation as their effect would have been anti-dilutive.

The average market value of the Company's shares for purpose of calculating the dilutive effect of share options was based on quoted market prices for the period during which the options were outstanding.

30. EMPLOYEE BENEFITS

a. The Company

The Company's Executives Share Option Scheme ("ESOS") was approved by shareholders of the Company on 17 October 2008 and further approved by shareholders of Guoco Group Limited (an intermediate holding company of the Company) on 21 November 2008 ("ESOS 2008"), to replace the Company's former ESOS ("ESOS 2004"), which was due to expire in December 2008. The terms of the ESOS 2008 are substantially similar to those of the ESOS 2004.

Under the ESOS 2008, options may be granted over newly issued and/or existing issued ordinary shares of the Company ("Shares"). The ESOS 2008 is administered by a Committee of Directors comprising Mr Sat Pal Khattar and Mr Quek Leng Chan who are non-participants.

30. EMPLOYEE BENEFITS (cont'd)

a. The Company (cont'd)

The ESOS 2008 options were granted to selected key executives of the Company ("Participants") as follows:-

Date of Grant	Participants	No. of Shares comprised in options	Exercise price per Share	Note
28 September 2009	Selected key executives	12,821,725*	S$2.142*	#

** adjusted pursuant to the Company's Rights Issue 2010*

The aggregate number of options (including options adjusted pursuant to the Company's Rights Issue 2007 and Rights Issue 2010) granted to Participants since the commencement of the ESOS to the end of the financial year is as follows:-

Participants	Aggregate options granted since the commencement of the ESOS to end of financial year	Aggregate options exercised since the commencement of the ESOS to end of financial year	Aggregate options lapsed since the commencement of the ESOS to end of financial year	Aggregate options outstanding as at end of financial year
Executive Director				
Quek Chee Hoon	21,569,073	(7,398,300)	(14,170,773)	-
Directors of Subsidiaries				
Trina Loh	5,039,432	(1,138,200)	(3,901,232)	-
	1,069,300#	-	-	1,069,300
Dawn Pamela Lum	4,072,355	(1,138,200)	(2,934,155)	-
Tan Teck Huat	2,138,600#	-	-	2,138,600
Other Executives	24,187,833	(11,105,600)	(13,082,233)	-
	9,613,825#	-	(6,673,250)	2,940,575
Total	**67,690,418**	**(20,780,300)**	**(40,761,643)**	**6,148,475**

Note

The initial exercise price of S$2.29 (which was adjusted to S$2.142 pursuant to the Company's Rights Issue 2010) was based on the 5-day weighted average market price immediately prior to 28 September 2009, the date of grant. The weighted average market price on the date of grant was S$2.28 per Share. Subject to certain performance targets being met by the Participants for the financial years 2009/10 to 2011/12, the vested options may be exercisable and valid up to 30 months from the date of vesting in accordance with the terms of the grant.

30. EMPLOYEE BENEFITS (cont'd)

a. The Company (cont'd)

The movement in the options during the financial year is as follows:-

	Group	
	2012	**2011**
At 1 July	**33,615,318**	34,436,750
Additional options granted arising from the Rights Issue	**-**	2,247,868
Lapsed	**(27,466,843)**	(3,069,300)
At 30 June	**6,148,475**	33,615,318

During the financial year, 27,466,843 options lapsed in respect of options granted in January 2007 and September 2009, under the ESOS 2004 and the ESOS 2008 respectively, as certain conditions were not met and due to the resignation of certain Participants.

Other statutory information regarding the above options is as follows:-

(i) In relation to ESOS 2008, the exercise price per Share is the 5-day weighted average market price on Singapore Exchange Securities Trading Limited immediately prior to the date of grant of the option.

(ii) An option shall be exercisable on the date after (a) the second anniversary of the date of grant (for employees who have been employed for less than one year) and (b) the first anniversary of the date of grant (for all other employees), and to end on a date not later than 10 years after the date of grant.

(iii) The persons to whom the options have been granted do not have the right to participate, by virtue of the option, in a share issue of any other company, except in the share scheme(s) of companies within the Group.

Since the commencement of the ESOS, no options have been granted to controlling shareholders of the Company and their associates or parent group employees and no options have been granted at a discount.

Fair Value of Options

The fair value of services received in return for share options granted are measured by reference to the fair value of share options granted. The estimate of the fair value of the services received is measured based on a Black-Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations. The expected volatility is based on 1-year historical volatility.

Date of grant of options	**28 September 2009**
Fair value of share options and assumptions	
Fair value at measurement date	$0.69 to $0.72
Share price	$2.28
Exercise price	$2.29
Adjusted exercise price	$2.142
Expected volatility	42.2% to 49.8%
Expected option life	3.2 years to 5.2 years
Expected dividend yield	2.2%
Risk-free interest rate	0.6% to 1.3%

The fair values of the share options are not affected by the revised number of options and adjusted exercise price arising from the Company's Rights Issue 2010.

30. EMPLOYEE BENEFITS (cont'd)

a. The Company (cont'd)

Shares held by Trust

In October 2004, the Company established a Trust in respect of the ESOS. Pursuant to a trust deed between the Company and the Trust, the Trust had acquired Shares from the market for the purpose of satisfying options granted or to be granted to participants under the ESOS. Subject to financial, performance and other targets being met by these participants, Shares held under the Trust may be transferred to them upon exercise of their share options. As at 30 June 2012, the Company had granted a loan amounting to $134.4 million (2011 : $140.4 million) to the Trust and the Trust held an aggregate of 73,604,933 (2011 : 73,604,933) Shares.

b. GuocoLand (Malaysia) Berhad ("GLM")

The GLM Executive Share Option Scheme was approved by shareholders of GLM on 11 October 2011 and further approved by the shareholders of Guoco Group Limited on 25 November 2011("New ESOS") to replace GLM's former Executive Share Option Scheme expiring in year 2016. The New ESOS was established on 21 March 2012 and shall be in force for a period of 10 years.

The New ESOS would provide an opportunity for eligible executives who had contributed to the growth and development of GLM Group to participate in the equity of GLM.

The main features of the New ESOS are, *inter alia*, as follows:-

(i) The aggregate number of shares to be issued under the New ESOS and any other ESOS established by GLM shall not exceed 15% of the issued and paid-up ordinary share capital of GLM at any one time ("Maximum Aggregate"). The Maximum Aggregate shall be subjected to the provision that the total number of new shares of GLM which may be issued upon exercise of options to be granted under the New ESOS must not in aggregate exceed 10% of the issued and paid-up ordinary share capital of GLM as at the Approval Date unless approval shall have been obtained from the shareholders of Guoco Group Limited.

(ii) Eligible executives are those executives of GLM Group who have been confirmed in service on the date of offer or directors (executive or non-executive) of GLM Group. The Board of Directors of GLM may from time to time at its discretion select and identify suitable eligible executives to be offered options.

(iii) The maximum entitlement of any eligible executive in any 12-month period that would enable such eligible executive becoming entitled to subscribe for new shares of GLM shall not exceed 1% in nominal value of the issued and paid-up ordinary share capital of GLM unless approval shall have been obtained from the shareholders of Guoco Group Limited.

(iv) The option price shall not be at a discount of more than 10% (or such discount as the relevant authorities shall permit) from the 5-day weighted average market price of the shares of GLM preceding the date of offer and shall in no event be less than the par value of the shares of GLM.

30. EMPLOYEE BENEFITS (cont'd)

b. GuocoLand (Malaysia) Berhad ("GLM") (cont'd)

(v) The option granted to an option holder under the New ESOS is exercisable by the option holder only during his employment or directorship with the Group and within the option exercise period subject to any maximum limit as may be determined by the Board under the Bye-Laws of the New ESOS.

(vi) The New ESOS shall be in force for a period of 10 years from 21 March 2012.

(vii) The exercise of the options may, at the absolute discretion of the Board of Directors, be satisfied by way of issuance of new shares, transfer of existing shares purchased by a trust established for the ESOS or a combination of both new shares and existing shares.

None of the option under the New ESOS has been granted as at end of the financial year.

During the financial year, GLM has established a Value Creation Incentive Plan ("VCIP") for selected key executives of GLM Group to incentivise them towards achieving long term performance targets through the grant of options over GLM shares, which options will be satisfied through the transfer of existing GLM shares held by the GLM ESOS Trust. Pursuant to the VCIP, GLM has granted options ("VCIP Options") over 27,500,000 ordinary shares at an exercise price of RM0.87 per share to eligible key executives of GLM Group ("VCIP Options Holders"), inclusive of the VCIP Options over 10,000,000 ordinary shares granted to the Managing Directors of GLM.

The VCIP Options granted are subject to the achievement of prescribed financial and performance targets/ criteria over a stipulated performance period by the VCIP Options Holders. No VCIP Option has been vested and all VCIP Options granted are outstanding at the end of the financial year.

The GLM Board shall have the discretion to determine the aggregate allocation of options to directors and senior management pursuant to the New ESOS and the VCIP, but in any case, it shall not exceed the Maximum Aggregate. The VCIP Options granted to director and senior management during the financial year represent approximately 3.78% of the issued and paid-up capital of GLM.

The fair value of services received in return for share options granted are measured by reference to the fair value of share options granted. The estimated fair value of each VCIP Options granted is between RM0.17 to RM0.42 per option. This was calculated using the Black-Scholes model. The model inputs were the share price at grant date of RM0.83, exercise price of RM0.87, expected option life of 1.5 years to 6.5 years, expected volatility of 42.79%, expected dividends yield of 2.30% to 3.09% and risk-free interest rate of 3.04% to 3.25%.

31. DIVIDENDS

	Company	
	2012	**2011**
	$'000	**$'000**
Final one-tier ordinary dividend paid of 8 cents (2011 : 8 cents) per ordinary share in respect of the previous financial year*	**88,781**	66,586

After the balance sheet date, the Directors proposed a final one-tier dividend of 5 cents (2011 : 8 cents) per ordinary share amounting to $55.5 million (2011 : $88.8 million). The dividends have not been provided for.

* Dividend payments in respect of 73,604,933 (2011 : 55,203,700) ordinary shares of the Company which were held by the Trust for Executives' Share Option Scheme were eliminated on consolidation.

32. RELATED PARTY TRANSACTIONS

For the purpose of these financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or entities.

In addition to the related party information disclosed elsewhere in the financial statements, there were the following significant related party transactions between the Group and related parties during the financial year:-

a. Rental income of $1,770,000 (2011 : $1,700,000) was received for the financial year ended 30 June 2012 and will continue to be receivable by an investment holding subsidiary of the Group pursuant to lease agreements entered into by this subsidiary with companies in which one of the directors has an interest.

b. On 4 July 2011, the Company signed a renewal of the Management Agreement with Guoco Group Limited ("GGL") in relation to the provision of services to the Company and its subsidiaries ("GLL Group") for a further period of 3 years to 30 June 2014, on the same terms and conditions as the previous Agreement which expired on 30 June 2011. The payment of the annual fee will be based on the equivalent of 3% of the profit before tax of its subsidiaries. The aggregate fees payable by the GLL Group in each financial year to GGL shall in any event not exceed 2% of the audited consolidated net tangible assets of the Company for the relevant financial year. Three directors of the Company are also directors and shareholders of GGL.

c. On 30 April 2009, the Company signed an agreement with GGL relating to the use of trademarks and logos pursuant to which licence fees of $38,000 (2011 : $39,000) have been paid by the Company for the financial year ended 30 June 2012. Three directors of the Company are also directors and shareholders of GGL.

d. On 12 January 2012, the Company announced that GGL had extended an unsecured term loan facility of US$100 million ("Loan") to GuocoLand (China) Limited ("GLC"), the Company's wholly-owned subsidiary. The Loan was for a period of 6 months from the drawdown date, and has been renewed for another 6 months to 12 January 2013. Interest of approximately $1,281,000 (2011 : $3,556,000) has been paid to GGL in respect of the Loan.

During the previous financial year, a subsidiary of the Group sold a unit in Goodwood Residence, a residential development in Singapore to a director of the Company for a sale consideration of $3,398,000 in the ordinary course of its business.

33. NOTES TO THE STATEMENT OF CASH FLOW

a. During the financial year, GuocoLand (Malaysia) Berhad, a subsidiary of the Group, acquired the entire equity interest in PJ City Development Sdn Bhd ("PJ City") and PJ Corporate Park Sdn Bhd ("PJ Corp") at cash consideration of $11.4 million (net of cash acquired) from GuoLine Asset Sdn Bhd and MPI Holdings Sdn Bhd respectively, being companies owned by the ultimate holding company. As PJ City and PJ Corp were under common control before and after the acquisition, the Group applied the merger method of accounting. Accordingly, the consolidated financial statements have been accounted for as if the merger had occurred from the date when these entities were under common control.

The following summarises the consideration transferred, and recognised amounts of assets acquired and liabilities assumed at the acquisition date:-

	2012 **$'000**
Cash and cash equivalents	872
Inventories	15,444
Trade and other payables	(12,579)
Net assets acquired	3,737
Merger reserve	8,494
Cash consideration paid	12,231
Less: Cash and cash equivalents in subsidiaries acquired	(872)
Net cash outflow on acquisition of subsidiaries	11,359

b. During the previous financial year, the Group entered into a joint venture with Employees Provident Fund of Malaysia in relation to the Group's development of the Tanjong Pagar site at Peck Seah Street / Choon Guan Street.

The effect of divesture of 20% of the subsidiaries is set out below:-

	2011 **$'000**
Assets held for development	354,580
Trade and other receivables	24,003
Trade and other payables	(1,522)
Interest bearing loans and borrowings	(263,913)
Sale consideration	113,148
Less: Proceeds from dilution of interest in subsidiaries	116,050
Disposal of interest in subsidiaries without loss of control recognised in equity	2,902

34. FINANCIAL INSTRUMENTS

a. Financial Risk Management Objectives and Policies

The Group operates and generates a substantial part of its business from Singapore, China, Malaysia and Vietnam. The Group's activities expose it to market risks, including the effects of changes in foreign currency exchange rates and interest rates. The Group's overall risk management program seeks to minimise the adverse effects caused by the unpredictability of financial markets on the financial performance of the Group.

Risk management is carried out by the Treasury Department of the Group under policies approved by the Executive Committee. The Executive Committee provides principles and guidelines for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, use of derivative financial instruments and investing excess liquidity.

Derivative financial instruments are used to reduce exposure to fluctuations in foreign exchange rates or interest rates. While these are subject to the risks of market rates changing subsequent to the execution of the derivative financial instruments, such changes are generally offset by opposite effects on the exposure being hedged.

The Group's accounting policies in relation to the derivative financial instruments are set out in Note 3f.

b. Market Risk

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

(i) Foreign Currency Risk

The Group has overseas investments in China, Malaysia, Vietnam and India. Currency exposure to the Group's overseas investments is managed primarily at the Group level. Hedging strategies are included in the monthly reporting to the Executive Committee of the Company.

The Group generally hedges its foreign exchange exposure using forward exchange contracts with external parties. The contracts used in its hedging program have terms of 12 months or less. Foreign exchange exposures in transactional currencies other than functional currencies of the operating entities are kept to an acceptable level. The fair value loss of the forward exchange contracts as at 30 June 2012 was $413,000 (2011 : gain of $295,000).

34. FINANCIAL INSTRUMENTS (cont'd)

b. Market Risk (cont'd)

(i) Foreign Currency Risk (cont'd)

The Group's exposures to foreign currencies against the functional currencies at balance sheet date are as follows:-

	US Dollar $'000	Chinese Renminbi $'000
Group		
2012		
Trade and other receivables	**4,880**	**-**
Cash and cash equivalents	**593,705**	**-**
Loans and borrowings	**(166,147)**	**-**
Trade and other payables	**(456)**	**(1,994)**
Gross currency exposure	**431,982**	**(1,994)**
Forward exchange contracts	**(290,441)**	**-**
Net currency exposure	**141,541**	**(1,994)**
2011		
Cash and cash equivalents	716,896	-
Loans and borrowings	(162,414)	-
Trade and other payables	(560)	(1,914)
Gross currency exposure	553,922	(1,914)
Forward exchange contracts	(345,263)	-
Net currency exposure	208,659	(1,914)

As at 30 June 2012, the Group and the Company had entered into forward exchange contracts with a notional amount of $392,839,000 and nil respectively (2011 : $345,263,000 by the Group and the Company), to hedge the Group's foreign exchange exposure.

34. FINANCIAL INSTRUMENTS (cont'd)

b. Market Risk (cont'd)

(i) Foreign Currency Risk (cont'd)

Sensitivity Analysis

A strengthening of the following foreign currencies against the functional currencies at the reporting date would increase or decrease the income statement by the amounts shown below. There is no impact on the other components of equity. This analysis assumes that all other variables, in particular interest rates, remain constant and does not take into account the associated tax effects and share of non-controlling interests.

Functional Currencies	Foreign Currencies	Rate of Increase in Foreign Currencies	Profit Before Tax $'000
Group			
2012			
SGD	**USD**	**4.93%**	**5,936**
RMB	**USD**	**3.11%**	**430**
MYR	**USD**	**5.91%**	**425**
USD	**RMB**	**3.11%**	**(62)**
2011			
SGD	USD	2.00%	(2,968)
RMB	USD	4.00%	12,465
MYR	USD	3.00%	1,344
USD	RMB	4.00%	(77)

A weakening of the above foreign currencies against the functional currencies would have an equal but opposite effect.

(ii) Interest Rate Risk

The Group's policy is to minimise adverse effects on the financial performance of the Group as a result of changes in market interest rates. The Treasury Department evaluates, recommends and carries out hedge strategies that have been approved by the Executive Committee. The management of interest rate risk is reported and reviewed by the Executive Committee on a monthly basis. To obtain the most favourable overall finance cost, the Group may use interest rate swaps to hedge its interest rate exposure. Apart from cash and cash equivalents, the Group has no other significant interest-bearing assets.

As at 30 June 2012 and 2011, the Group had interest rate swap contracts with a notional amount of $240,000,000 to hedge the Group's interest rate exposure. The fair value loss of interest rate swaps as at 30 June 2012 was $10,014,000 (2011 : $8,160,000).

34. FINANCIAL INSTRUMENTS (cont'd)

b. Market Risk (cont'd)

(ii) Interest Rate Risk (cont'd)

Sensitivity Analysis

An increase in the interest rates from 10 to 56 (2011 : 10 to 54) basis points at the reporting date for the Group's various currencies comprising mainly Singapore dollars, United States dollars, Chinese Renminbi and Malaysian Ringgit would decrease the Group's profit before income tax and accumulated profits by $5,456,000 (2011 : $11,041,000). There is no impact on the other components of equity. This analysis assumes that all other variables, in particular foreign currency rates, remain constant and does not take into account the effects of qualifying borrowing costs allowed for capitalisation, the associated tax effects and share of non-controlling interests. A decrease in the interest rates would have an equal but opposite effect.

(iii) Equity Price Risk

The Group's available-for-sale equity securities are mainly listed in United States, Hong Kong and Australia.

Sensitivity Analysis

A 10% to 15% (2011 : 8% to 10%) increase in the equity prices at the reporting date would increase the Group's equity by $4,467,000 (2011 : $250,000); and an equal change in the opposite direction would have decreased the Group's equity by $4,467,000 (2011 : $250,000). This analysis is performed on the same basis for 2011 and assumes that all other variables remain the same.

c. Credit Risk

The Group's exposure to credit risk is minimal as customers fund their purchases of residential housing units with mortgaged home loans from independent financial institutions. For trade receivables from tenants of the Group's commercial buildings, the Group has guidelines governing the process of granting credit.

Cash is placed with regulated financial institutions. Transactions involving derivative financial instruments are allowed only with counterparties that are of high credit quality. It is the Group's policy to enter into financial instruments with a diversity of creditworthy local and international financial institutions.

The principal risk to which the Company is exposed to is credit risk in connection with guarantee contracts it has issued to a subsidiary company in relation to its banking facilities (see note 19). The intra-group financial guarantee is eliminated in preparing the consolidated financial statements.

d. Liquidity Risk

The Group monitors its liquidity risk by actively managing its debt portfolio and operating cash flows to ensure that all refinancing, repayments and funding requirements of the Group's operations are met. The Group maintains a sufficient level of cash and cash equivalents to meet the Group's working capital requirements.

34. FINANCIAL INSTRUMENTS (cont'd)

d. Liquidity Risk (cont'd)

The following are the contractual undiscounted cash flows/(outflows) of financial liabilities, including interest payments:-

			Cash flows		
	Carrying amount $'000	Contractual Cash flows $'000	Within 1 year $'000	Between 1 and 5 years $'000	More than 5 years $'000
Group					
2012					
Non-derivative financial liabilities					
Loans and borrowings	**(5,404,246)**	**(5,876,207)**	**(1,936,332)**	**(3,768,584)**	**(171,291)**
Trade and other payables*	**(400,286)**	**(400,286)**	**(330,081)**	**(70,016)**	**(189)**
Amounts due to non-controlling interests+	**(118,412)**	**(23,680)**	**(4,736)**	**(18,944)**	**-**
Derivative financial liabilities					
Forward exchange contracts:-					
Outflow	**(392,729)**	**(392,839)**	**(392,839)**	**-**	**-**
Inflow	**392,316**	**392,426**	**392,426**	**-**	**-**
Interest rate swaps (net)	**(10,014)**	**(10,571)**	**(3,614)**	**(6,957)**	**-**
	(5,933,371)	**(6,311,157)**	**(2,275,176)**	**(3,864,501)**	**(171,480)**
2011					
Derivative financial assets					
Forward exchange contracts:-					
Outflow	(345,188)	(345,263)	(345,263)	-	-
Inflow	345,483	345,552	345,552	-	-
Non-derivative financial liabilities					
Loans and borrowings	(5,185,630)	(5,507,978)	(3,054,876)	(2,321,995)	(131,107)
Trade and other payables*	(313,276)	(313,276)	(240,354)	(72,777)	(145)
Amounts due to non-controlling interests+	(95,168)	(19,034)	(3,807)	(15,227)	-
Derivative financial liabilities					
Interest rate swaps (net)	(8,160)	(16,471)	(4,117)	(12,354)	-
	(5,601,939)	(5,856,470)	(3,302,865)	(2,422,353)	(131,252)

* Excludes progress billings and derivative financial liabilities.

\+ Excludes principal portion due to non-controlling interests as the repayment is at the discretion of the Board of the borrowing subsidiaries.

34. FINANCIAL INSTRUMENTS (cont'd)

d. Liquidity Risk (cont'd)

The following are the contractual undiscounted cash flows/(outflows) of financial liabilities, including interest payments:- (cont'd)

			Cash flows		
	Carrying amount $'000	Contractual Cash flows $'000	Within 1 year $'000	Between 1 and 5 years $'000	More than 5 years $'000
Company					
2012					
Non-derivative financial liabilities					
Loans and borrowings	**(174,500)**	**(175,253)**	**(175,253)**	**-**	**-**
Trade and other payables	**(1,065)**	**(1,065)**	**(1,065)**	**-**	**-**
	(175,565)	**(176,318)**	**(176,318)**	**-**	**-**
2011					
Derivative financial assets					
Forward exchange contracts:-					
Outflow	(345,188)	(345,263)	(345,263)	-	-
Inflow	345,483	345,552	345,552	-	-
Non-derivative financial liabilities					
Loans and borrowings	(613,705)	(627,049)	(587,344)	(39,705)	-
Trade and other payables	(880)	(880)	(880)	-	-
	(614,290)	(627,640)	(587,935)	(39,705)	-

34. FINANCIAL INSTRUMENTS (cont'd)

e. Accounting Classifications and Fair Values

The fair values of financial assets and liabilities, together with the carrying amounts shown in the balance sheets, are as follows:-

	Note	Fair value through profit & loss $'000	Loans and receivables $'000	Available-for-sale $'000	Other financial liabilities $'000	Total carrying amount $'000	Fair value $'000
Group 2012							
Trade and other receivables#	13	-	78,468	-	-	78,468	78,468
Cash and cash equivalents	16	-	861,973	-	-	861,973	861,973
Other investments	9	-	-	35,760	-	35,760	35,760
		-	940,441	35,760	-	976,201	976,201
Trade and other payables*	21	-	-	-	400,286	400,286	400,286
Loans and borrowings	19	-	-	-	5,404,246	5,404,246	5,457,074
Derivative financial liabilities	22	10,427	-	-	-	10,427	10,427
		10,427	-	-	5,804,532	5,814,959	5,867,787

Excludes prepayments and derivative financial assets.

* Excludes progress billings and derivative financial liabilities.

34. FINANCIAL INSTRUMENTS (cont'd)

e. Accounting Classifications and Fair Values (cont'd)

The fair values of financial assets and liabilities, together with the carrying amounts shown in the balance sheets, are as follows:- (cont'd)

	Note	Fair value through profit & loss $'000	Loans and receivables $'000 Restated	Available-for-sale $'000	Other financial liabilities $'000	Total carrying amount $'000 Restated	Fair value $'000 Restated
Group 2011							
Trade and other receivables#	13	-	208,386	-	-	208,386	208,386
Cash and cash equivalents	16	-	1,188,342	-	-	1,188,342	1,188,342
Other investments	9	-	-	3,123	-	3,123	3,123
Derivative financial assets	15	295	-	-	-	295	295
		295	1,396,728	3,123	-	1,400,146	1,400,146
Trade and other payables*	21	-	-	-	313,276	313,276	313,276
Loans and borrowings	19	-	-	-	5,185,630	5,185,630	5,219,861
Derivative financial liabilities	22	8,160	-	-	-	8,160	8,160
		8,160	-	-	5,498,906	5,507,066	5,541,297

Excludes prepayments and derivative financial assets.

* Excludes progress billings and derivative financial liabilities.

34. FINANCIAL INSTRUMENTS (cont'd)

e. Accounting Classifications and Fair Values (cont'd)

The fair values of financial assets and liabilities, together with the carrying amounts shown in the balance sheets, are as follows:- (cont'd)

	Note	Fair value through profit & loss $'000	Loans and receivables $'000	Available-for-sale $'000	Other financial liabilities $'000	Total carrying amount $'000	Fair value $'000
Company 2012							
Trade and other receivables	13	**-**	**2,289**	**-**	**-**	**2,289**	**2,289**
Cash and cash equivalents	16	**-**	**1,036**	**-**	**-**	**1,036**	**1,036**
		-	**3,325**	**-**	**-**	**3,325**	**3,325**
Trade and other payables	21	**-**	**-**	**-**	**1,065**	**1,065**	**1,065**
Loans and borrowings	19	**-**	**-**	**-**	**174,500**	**174,500**	**174,891**
		-	**-**	**-**	**175,565**	**175,565**	**175,956**
2011							
Trade and other receivables#	13	-	6	-	-	6	6
Cash and cash equivalents	16	-	125,655	-	-	125,655	125,655
Derivative financial assets	15	295	-	-	-	295	295
		295	125,661	-	-	125,956	125,956
Trade and other payables	21	-	-	-	880	880	880
Loans and borrowings	19	-	-	-	613,705	613,705	615,253
		-	-	-	614,585	614,585	616,133

Excludes prepayments and derivative financial assets.

The carrying amounts of cash and cash equivalents, trade and other receivables and trade and other payables approximate their fair values due to the relatively short-term maturity of these financial assets and liabilities.

The fair value of derivatives financial instruments is determined using basis set out in 3(f)(iii).

The fair value of loans and borrowings is estimated using discounted cash flow analysis on the loan principal, including the interest due on the loans, based on current incremental lending rates for similar instruments at the balance sheet date.

34. FINANCIAL INSTRUMENTS (cont'd)

e. Accounting Classifications and Fair Values (cont'd)

Fair Value Hierarchy

The table below analyses financial instruments carried at fair value, by valuation method as at 30 June 2012. The different levels have been defined as follows:-

Level 1 : Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 : Inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 : Inputs for assets or liabilities that are not based on observable market data (unobservable inputs).

	Level 1 $'000	Level 2 $'000	Level 3 $'000	Total $'000
Group				
2012				
Available-for-sale securities	**35,760**	**-**	**-**	**35,760**
Derivative financial instruments (net)	**-**	**(10,427)**	**-**	**(10,427)**
	35,760	**(10,427)**	**-**	**25,333**
2011				
Available-for-sale securities	3,123	-	-	3,123
Derivative financial instruments (net)	-	(7,865)	-	(7,865)
	3,123	(7,865)	-	(4,742)

There were no transfers between the levels during the financial year.

35. COMMITMENTS

a. The future minimum lease rentals payable under non-cancellable operating leases as at balance sheet date are as follows:-

	Group	
	2012 $'000	**2011 $'000**
Within 1 year	**2,175**	1,905
Between 1 and 5 years	**1,236**	1,033
	3,411	2,938

The leases relate to offices and office equipment are generally for one to five years, with option to renew.

b. The commitment in respect of development expenditure contracted but not provided for in the financial statements by the Group was $1,914 million (2011 : $974 million).

35. COMMITMENTS (cont'd)

c. As at 30 June 2011, commitment in respect of land acquisition contracted but not provided for in the financial statements by the Group was $263 million.

d. As at the balance sheet date, the notional principal values of derivative financial instruments are as follows:-

	Group		Company	
	2012	2011	2012	2011
	$'000	$'000	$'000	$'000
Interest rate swaps	**240,000**	240,000	**-**	-
Forward exchange contracts	**392,839**	345,263	**-**	345,263
	632,839	585,263	**-**	345,263

The maturity dates of these financial instruments are as follows:-

	Group		Company	
	2012	2011	2012	2011
	$'000	$'000	$'000	$'000
Within 1 year	**392,839**	345,263	**-**	345,263
Between 1 and 5 years	**240,000**	240,000	**-**	-
	632,839	585,263	**-**	345,263

36. CONTINGENT LIABILITIES

The significant contingent liabilities of the Group and the Company are as follows:-

a. In November 2007, the Company's wholly-owned subsidiary, GuocoLand (China) Limited ("GLC"), completed its acquisition of a 100% interest in Hainan Jing Hao Asset Limited ("Hainan Co"), which in turn held a 90% stake in Beijing Cheng Jian Dong Hua Real Estate Development Company Limited ("DZM Project Co"), the company undertaking the Dongzhimen project in Beijing ("DZM Project"). An aggregate of Rmb3.22 billion of the purchase consideration of Rmb5.8 billion had been paid to the vendors of the DZM Project, Beijing Beida Jade Bird Company Limited ("BBJB") and its related corporations (collectively, the "DZM Vendors"). The balance Rmb2.58 billion had been withheld, pending resolution of disputes described below and, in respect of a loan of Rmb2 billion made by Agricultural Bank of China ("ABC") to Beijing Dong Hua Guang Chang Zhi Ye Co Ltd ("Zhiye"), a related corporation of BBJB, and guaranteed by BBJB, DZM Project Co and Hainan Co. The loan of Rmb2 billion with interest ("ABC Loan") had, in April 2011, been acquired from ABC by GuoSon Investment Company Limited ("GICL"), a wholly-owned subsidiary of the Company, together with all rights attaching thereto including enforcement rights against the borrower and guarantors, for a sum of Rmb3.048 billion. GICL's acquisition of the ABC Loan had been sanctioned by The Beijing Second Intermediate People's Court. PRC lawyers have advised that GLC has a good case to treat the sum paid by GICL to ABC as a set-off against any outstanding balance of the purchase consideration for the DZM Project.

Construction work on the DZM Project is in progress. Structural works have been completed for the residential, hotel, retail components, and two office blocks. The south retail mall is linked to the Dongzhimen subway station and the direct express rail link to Beijing Capital International Airport. The transportation hub component of the DZM Project was completed by GLC and handed over to the Beijing government in July 2008, before the Beijing 2008 Olympic Games.

36. CONTINGENT LIABILITIES (cont'd)

The significant contingent liabilities of the Group and the Company are as follows:- (cont'd)

(i) Alleged claims by Shenzhen Development Bank ("SDB")

SDB had claimed that a loan of Rmb1.5 billion was granted by SDB to certain borrowers (the "Alleged Loans"). Amongst the security allegedly obtained by SDB is a guarantee by Zhiye. SDB filed an earlier suit against Zhiye and DZM Project Co in The People's High Court of Beijing ("Beijing Court") but this was dismissed in December 2007. An appeal has been filed by SDB against Zhiye and DZM Project Co in respect of this dismissal ("SDB appeal").

SDB has also initiated another suit directly against DZM Project Co in connection with the recovery of its loan and interest under the Zhiye guarantee ("second SDB suit"). It made an interim application to the Beijing Court to restrict dealing in DZM Project Co's assets in the aggregate sum of its claims. GLC's PRC lawyers have advised that the interim application by SDB granted by the Beijing Court only restricts dealing in the assets of DZM Project Co pending final resolution of the SDB actions. The interim application will be expunged in the event the PRC courts dismiss the SDB actions.

Based on the information available to GLC, DZM Project Co is neither a guarantor nor borrower of the Alleged Loans granted by SDB to the third party borrowers which were unrelated to DZM Project Co. GLC has also been advised by its PRC lawyers that both the SDB appeal and second SDB suit have no merits.

Before the hearing of the SDB appeal and the second SDB suit, SDB and BBJB purportedly entered into a settlement agreement in May 2008 for DZM Project Co to pay, *inter alia*, Rmb1 billion of the Alleged Loans to SDB. In November 2008, this settlement agreement was purportedly mediated through the Supreme People's Court of The People's Republic of China ("Supreme Court") and was stated to have effect as a judgement upon signing by the relevant parties ("Alleged Civil Mediation Agreement"). GLC did not have conduct of the aforesaid proceedings and is not aware of whether the Alleged Civil Mediation Agreement has been signed by the parties, and has been advised by its PRC lawyers that the Alleged Civil Mediation Agreement is void and unenforceable. GLC has submitted an application for the rehearing of the Alleged Civil Mediation Agreement, which is pending before the Supreme Court.

(ii) Hainan Co and DZM Project Co

In the results announcement of the Company for the period ended 31 March 2008 released in April 2008, the Company had announced that GLC had received a notice issued by the Industrial and Commercial Administrative Bureau of Hainan Province purporting to revert registration of the shares in Hainan Co to its original shareholders, who are two of the DZM Vendors, allegedly on the ground, *inter alia*, that GLC had not paid the requisite consideration for Hainan Co.

GLC has challenged the basis for this notice as the full consideration for the transfer of Hainan Co to GLC has been paid to the DZM Vendors. GLC has taken legal advice on these matters and would strongly defend and protect its 90% interest in the DZM Project.

In March 2008, GLC filed a suit against the Industrial and Commercial Administration Bureau of Hainan Province on its reversion of the registration in Hainan Co to the original shareholders. In October 2008, GLC was notified that an administrative judgement by the Hainan Haikou Intermediate People's Court has ruled against GLC. GLC has since appealed to the Hainan High Court against such judgement. The case has been heard by the Hainan High Court and is pending judgement.

GLC group has also sought to protect its 90% interest in the DZM Project and is pursuing separate legal actions in Beijing which are now before the Beijing Intermediate Court, seeking, *inter alia*, for an order as rightful owner that the 90% interest in DZM Project Co be transferred to GLC or its nominee as, amongst other arguments, the development costs of the DZM Project have been funded by the Group. Pending judgement of the aforesaid legal actions, the Beijing Intermediate Court has granted GLC group's application for an asset preservation order in respect of the 90% shareholding in DZM Project Co held by Hainan Co.

36. CONTINGENT LIABILITIES (cont'd)

The significant contingent liabilities of the Group and the Company are as follows:- (cont'd)

b. The Company has given guarantees of $2,111 million (2011 : $1,467 million) to financial institutions in connection with banking facilities granted to a subsidiary. The period in which the financial guarantees expire are as follows:-

	Company	
	2012	**2011**
	$'000	**$'000**
Within 1 year	**622,732**	355,000
Between 1 and 5 years	**1,488,415**	1,112,414
	2,111,147	1,467,414

37. OPERATING SEGMENTS

Management has determined the operating segments based on the reports reviewed by the Group's Executive Officer ("CEO") that are used to make strategic decisions.

The Group's reportable operating segments are as follows:-

a. GuocoLand Singapore – development of residential properties and property investment (holding properties for rental income) in Singapore.

b. GuocoLand China – development of residential, commercial and integrated properties and management and operation of hotels in China.

c. GuocoLand Malaysia – development of residential, commercial and integrated properties, management and operations of hotels and operations of palm oil estates and sale of fresh fruit bunches in Malaysia.

d. GuocoLand Vietnam – development of residential, commercial and integrated properties in Vietnam.

e. Others – includes Corporate Office and Group Treasury.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit after income tax, as included in the internal management reports that are reviewed by the Group's CEO. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

Geographically, management reviews the performance of the businesses in Singapore, China, Malaysia, Vietnam and other Asia. In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. Non-current assets are based on the geographical location of the assets.

37. OPERATING SEGMENTS (cont'd)

2012	GuocoLand Singapore $'000	GuocoLand China $'000	GuocoLand Malaysia $'000	GuocoLand Vietnam $'000	Others $'000	Total $'000
Revenue						
External revenue	500,253	142,848	34,903	458	34	678,496
Results						
Profit/(loss) from operating activities	158,206	(10,391)	6,291	(1,124)	(13,840)	139,142
Share of profit/(loss) of associates and jointly-controlled entities (net of income tax)	(101)	(530)	9,818	-	(40)	9,147
Interest income	8	3,178	1,302	227	126	4,841
Finance costs	-	(13,035)	(12,316)	-	(31,127)	(56,478)
Reportable segments profit/(loss) before income tax	158,113	(20,778)	5,095	(897)	(44,881)	96,652
Tax credit/(expense)	(27,344)	(3,056)	924	255	(2,975)	(32,196)
Reportable segments profit/(loss) for the year	130,769	(23,834)	6,019	(642)	(47,856)	64,456
Segment assets	4,179,638	3,665,981	826,746	35,248	51,228	8,758,841
Segment liabilities	2,356,633	1,061,818	483,261	9,482	2,315,247	6,226,441
Other segment items:						
Associates and jointly-controlled entities	1,502	303,588	179,262	-	8,048	492,400
Depreciation	(185)	(5,514)	(2,642)	(85)	(616)	(9,042)
Fair value gain from investment properties	2,203	-	1,121	-	600	3,924
Capital expenditure	8,438	449	3,163	136	200	12,386

37. OPERATING SEGMENTS (cont'd)

2011 (Restated)	GuocoLand Singapore $'000	GuocoLand China $'000	GuocoLand Malaysia $'000	GuocoLand Vietnam $'000	Others $'000	Total $'000
Revenue						
External revenue	346,791	264,213	64,800	6,571	411	682,786
Results						
Profit/(loss) from operating activities	142,436	37,455	5,045	(472)	(7,664)	176,800
Share of profit/(loss) of associates and jointly-controlled entities (net of income tax)	6,289	-	12,470	-	(365)	18,394
Interest income	10	4,065	273	49	113	4,510
Finance costs	-	(3,660)	(10,568)	-	(20,840)	(35,068)
Reportable segments profit/(loss) before income tax	148,735	37,860	7,220	(423)	(28,756)	164,636
Tax expense	(11,452)	(22,238)	(803)	(273)	(4,365)	(39,131)
Reportable segments profit/(loss) for the year	137,283	15,622	6,417	(696)	(33,121)	125,505
Segment assets	4,060,951	3,381,576	741,775	27,767	164,546	8,376,615
Segment liabilities	2,387,960	988,125	382,223	5,326	2,112,589	5,876,223
Other segment items:						
Associates and jointly-controlled entities	1,685	-	183,270	-	7,909	192,864
Depreciation	(94)	(4,376)	(2,715)	(213)	(521)	(7,919)
Fair value gain from investment properties	56,700	-	-	-	2,100	58,800
Capital expenditure	165,167	4,156	1,538	31	600	171,492

37. OPERATING SEGMENTS (cont'd)

Geographical information

	External Revenue $'000	Non-Current Assets $'000
2012		
Singapore	**500,287**	**1,875,233**
China	**142,848**	**535,320**
Malaysia	**34,903**	**425,142**
Vietnam and others	**458**	**8,188**
	678,496	**2,843,883**
2011 (Restated)		
Singapore	347,202	1,634,728
China	264,213	196,903
Malaysia	64,800	389,518
Vietnam and others	6,571	7,998
	682,786	2,229,147

Major customers

There are no customers contributing more than 10 percent to the revenue of the Group.

38. NEW ACCOUNTING STANDARDS AND INTERPRETATIONS NOT YET ADOPTED

The Group has not applied the following accounting standards (including their consequential amendments) and interpretations that have been issued as of the balance sheet date but are not yet effective:-

- *Amendments to* FRS 1 *Presentation of Items of Other Comprehensive Income*
- *Amendments to* FRS 12 *Income Taxes : Deferred Tax Recovery of Underlying Assets*
- *Amendments to* FRS 32 *Offsetting Financial Assets and Liabilities*
- *Amendments to* FRS 107 *Disclosures Transfer of Financial Assets*
- FRS 19 *Employee Benefits*
- FRS 27 *Separate Financial Statements*
- FRS 28 *Investments in Associates and Joint Ventures*
- FRS 110 *Consolidated Financial Statements*
- FRS 111 *Joint Arrangements*
- FRS 112 *Disclosures of Interests in Other Entities*
- FRS 113 *Fair Value Measurements*

The Group is presently assessing impact of the adoption of these standards (including their consequential amendments). The Group has not considered the impact of accounting standards issued after the balance sheet date.

39. COMPARATIVE INFORMATION

Certain comparatives in the financial statements have been changed from prior year due to the change in accounting policy as described in note 2. Comparatives for cost of sales and administrative expenses have been reclassified for consistency of presentation.

1. DEVELOPMENT PROPERTIES

The details of the major development properties held by the Group are as follows:-

Property	Intended Use	Stage of Completion	Expected Temporary Occupation Permit ("TOP") Date	Site Area (sq m)	Gross Floor Area (sq m)	Group's Interest (%)
Singapore						
Goodwood Residence Situated at Bukit Timah Road	Residential	Substructure, Superstructure and architectural works in progress	12/2012	24,845	39,752	100.00
Sophia Residence Situated at 32 Adis Road	Residential	Substructure and superstructure works in progress	09/2013	15,435	32,413	100.00
Elliot at the East Coast Situated at Elliot Walk	Residential	TOP obtained in 02/2012	N/A	11,882	16,634	100.00
The Waterline Situated at Yio Chu Kang Road	Residential	Superstructure and architectural works in progress	01/2013	8,072	11,300	100.00
Leedon Residence Situated at Leedon Heights	Residential	Piling and substructure works in progress	11/2014	48,525	77,640	100.00
Site situated at Peck Seah Street / Choon Guan Street	Residential/ Commercial#/ Office#/ Hotel▲	Piling works in progress	*	15,023	157,738	80.00
Malaysia						
Emerald 1B Situated at Mukim of Rawang, Districts of Gombak and Ulu Selangor, Selangor Darul Ehsan	Residential	Planning	*	35,587	N/A	67.94
Changkat Kia Peng Situated at Lot 241 Seksyen 63, Bandar Kuala Lumpur	Residential	Planning	*	3,030	3,030	67.94

Other Information

1. DEVELOPMENT PROPERTIES (cont'd)

The details of the major development properties held by the Group are as follows:- (cont'd)

Property	Intended Use	Stage of Completion	Expected Temporary Occupation Permit ("TOP") Date	Site Area (sq m)	Gross Floor Area (sq m)	Group's Interest (%)
Malaysia (cont'd)						
Commerce One, Bedford Business Park Situated at Old Klang Road, Mukim of Petaling Jaya, Kuala Lumpur	Commercial	Phase 1: TOP obtained in 04/2010	N/A	4,634	39,636	67.94
		Phase 2: Building work-in-progress	12/2013			
Bukit Rahman Putra Situated at Mukim of Sg. Buloh, Selangor Darul Ehsan	Residential	Phase 6B: Main building works completed	12/2012	26,993	23,411	67.94
		Phases 5B, 6C, 6D, 8D, CL5 & CL11: Planning	*	93,195	65,341	67.94
Site situated at Lot 3059, Mukim of Hulu Kelang, District of Gombak, Selangor Darul Ehsan	Residential	Planning	*	30,351	30,351	67.94
Damansara City Situated at Damansara Town Centre, Kuala Lumpur	Residential/ Commercial#/ Office#/ Hotel▲	Basement works in progress	12/2014	32,450	214,794	67.94
Site situated at Geran No. 20438, Lot 36, Bandar Batu Ferringhi, Pulau Pinang	Residential	Planning	*	18,538	18,538	67.94
Amandarii Situated at Seksyen 9, Tempat Sungai Kantan, Daerah Hulu Langat, Selangor Darul Ehsan	Residential	Building works in progress	09/2013	35,450	16,591	67.94
The Cirrus Situated within Taman Mutiara Barat, Off Jalan Cheras, Kuala Lumpur	Residential	Phase 1: TOP obtained in 08/2010	N/A	53,179	N/A	67.94
		Phase 2: Planning	*			

1. **DEVELOPMENT PROPERTIES (cont'd)**

The details of the major development properties held by the Group are as follows:- (cont'd)

Property	Intended Use	Stage of Completion	Expected Temporary Occupation Permit ("TOP") Date	Site Area (sq m)	Gross Floor Area (sq m)	Group's Interest (%)
Malaysia (cont'd)						
The OVAL Situated at Seksyen 63, Jalan Binjai, Kuala Lumpur	Residential	TOP obtained in 09/2009	N/A	8,642	54,474	67.94
Site situated at Geran No. 18795-18799, 18803-18805, 18831, Lot 7585-7589, 7597-7599, 7600 Mukim Petaling and District of Kuala Lumpur	Residential	Planning	*	184,687	184,687	67.94
PJ City Corporate Hub Situated at Lot 13508, Seksyen 32, Bandar Petaling Jaya, Daerah Petaling	Commercial	Commencement of earthworks and piling works	03/2014	31,404	18,486	67.94
Site situated at 13507, Seksyen 32, Bandar Petaling Jaya, Daerah Petaling	Commercial	Planning	*	12,974	12,974	67.94
The People's Republic of China						
Gujiaying Site situated in Xuanwu District, Nanjing	Residential/ Commercial	Planning	*	296,002	504,420	99.00
Ascot Park Situated in Qixia District, Nanjing	Residential	Phase 1A: TOP obtained in 12/2009	N/A	89,709	232,505	94.93
		Phase 1B: TOP obtained in 12/2010	N/A			
	Commercial	Planning	*			

Other Information

1. DEVELOPMENT PROPERTIES (cont'd)

The details of the major development properties held by the Group are as follows:- (cont'd)

Property	Intended Use	Stage of Completion	Expected Temporary Occupation Permit ("TOP") Date	Site Area (sq m)	Gross Floor Area (sq m)	Group's Interest (%)
The People's Republic of China (cont'd)						
Guoson Centre Changfeng Situated in Putuo District, Shanghai	SOHO	Phase 1: TOP obtained in 11/2009	N/A	143,845	492,272	100.00
	Commercial#	TOP obtained in 07/2010	N/A			
	Office	TOP obtained in 09/2010	N/A			
	Hotel▲	TOP obtained in 06/2010	N/A			
	Serviced Apartment/ Commercial/ Office	Phase 2: Construction works in progress	04/2013 to 03/2015			
Seasons Park Situated in Nankai District, Tianjin	Residential	Construction works in progress	12/2012 to 03/2013	25,866	209,661	100.00
Guoson Centre Dongzhimen Situated in Dong Cheng District, Beijing	Residential/ Commercial/ Office/ Hotel	Construction works in progress	05/2013 to 11/2013	106,000	595,812	90.00
Vietnam						
The Canary Situated in Thuan An District, Binh Duong Province	Residential/ Commercial	Phase 1: TOP obtained in 12/2009	N/A	175,553	229,325	100.00
		Phase 2: Construction works in progress	04/2013			
		Phases 3 & 4: Planning	*			

* Not available as these developments have not commenced construction or have not been launched yet.

\# The carrying value is included in Investment Properties.

▲ The carrying value is included in Property, Plant and Equipment.

N/A : Not applicable.

2. INVESTMENT PROPERTIES

The details of the investment properties held by the Group are as follows:-

Property	Description	Tenure of Land
Singapore		
Tung Centre 20 Collyer Quay Singapore 049319	24-storey office building	999-year lease with effect from 5.11.1862
Lots 99951A, 99952K and 99953N Part of 61 Robinson Road Singapore 068893	Reversionary interests in freehold land	#
Site situated at Peck Seah Street / Choon Guan Street Singapore	Land under development	99-year lease with effect from 21.02.2011
Malaysia		
Wisma Megah (formerly known as Bangunan Hong Leong) No. 117 Jalan Tun H.S. Lee 50000 Kuala Lumpur	16-storey office building	Freehold
Menara Pandan C & D Persiaran MPAJ Jalan Pandan Utama Pandan Indah 55100 Kuala Lumpur	Two blocks of 10-storey office tower building	99-year lease with effect from 25.03.2002
Damansara City Lot 58303 Damansara Heights Jalan Damanlela 50490 Kuala Lumpur	Land under development	Freehold
The People's Republic of China		
Guoson Centre Changfeng No. 452 Daduhe Road Shanghai	4-storey commercial building (excluding one level of basement)	50-year land use rights with effect from 11.12.2005

The Group disposed of its interests in a 98-year lease (with effect from 19 March 1998) in the freehold land to a third party. Accordingly, the Group recognised its reversionary interests in the freehold land.

Other Information

3. UTILISATION OF RIGHTS ISSUE PROCEEDS

On 6 December 2010, the Company issued 295,843,319 new ordinary shares of the Company ("Rights Share"). Net proceeds of approximately $532 million were received. During the year, the remaining $314 million of net proceeds from the Rights Issue had been used towards payment of the purchase consideration in respect of the Group's 50% interest in a residential development on a land parcel known as Plot 9 in Changfeng, Shanghai. As at 30 June 2012, the net proceeds from the Rights Issue have been fully utilised.

Shareholding Statistics

As at 3 September 2012

ISSUED AND FULLY PAID-UP CAPITAL : 1,183,373,276 ORDINARY SHARES
VOTING RIGHTS : 1 VOTE PER SHARE

Size of Shareholdings	No. of Shareholders	No. of Ordinary Shares	% of Ordinary Shares
1 – 999	523	133,237	0.01
1,000 – 10,000	2,781	11,148,818	0.94
10,001 – 1,000,000	744	31,464,434	2.66
1,000,001 & Above	18	1,140,626,787	96.39
TOTAL	4,066	1,183,373,276	100.00

TWENTY LARGEST SHAREHOLDERS registered with The Central Depository (Pte) Limited

Name of Shareholders	No. of Ordinary Shares	% of Ordinary Shares
GUOCOLAND ASSETS PTE. LTD.	772,032,426	65.24
UOB KAY HIAN PTE LTD	98,533,109	8.33
HSBC (SINGAPORE) NOMINEES PTE LTD	50,922,577	4.30
HL BANK NOMINEES (S) PTE LTD	42,299,288	3.57
DBSN SERVICES PTE LTD	42,102,342	3.56
DBS NOMINEES PTE LTD	35,412,627	2.99
KWEK LENG HAI	35,290,914	2.98
CITIBANK NOMINEES S'PORE PTE LTD	33,679,395	2.85
CIMB SECURITIES (S'PORE) PTE LTD	7,666,709	0.65
UNITED OVERSEAS BANK NOMINEES PTE LTD	7,374,539	0.62
RAFFLES NOMINEES (PTE) LTD	3,802,441	0.32
BANK OF S'PORE NOMINEES PTE LTD	2,948,497	0.25
DB NOMINEES (S) PTE LTD	2,308,131	0.20
MORGAN STANLEY ASIA (S'PORE) SECURITIES PTE LTD	1,607,000	0.14
PHILLIP SECURITIES PTE LTD	1,454,157	0.12
MAYBANK KIM ENG SECURITIES PTE LTD	1,132,683	0.10
ANG JWEE HERNG	1,047,500	0.09
OCBC NOMINEES SINGAPORE PTE LTD	1,012,452	0.09
DBS VICKERS SECURITIES (S) PTE LTD	944,586	0.08
MERRILL LYNCH (S'PORE) PTE LTD	709,868	0.06
TOTAL	1,142,281,241	96.54

SHAREHOLDING IN THE HANDS OF THE PUBLIC AS AT 3 SEPTEMBER 2012

The percentage of shareholding in the hands of the public was approximately 16.87% of the total number of the issued and fully paid-up ordinary shares of the Company. Accordingly, Rule 723 of the Listing Manual of the Singapore Exchange Securities Trading Limited has been complied with.

Shareholding Statistics

As at 3 September 2012

SUBSTANTIAL SHAREHOLDERS AS PER REGISTER OF SUBSTANTIAL SHAREHOLDERS AS AT 3 SEPTEMBER 2012

Substantial Shareholders		Direct Interest No. of Shares	Deemed Interest No. of Shares
1.	GuocoLand Assets Pte. Ltd.	772,032,426	-
2.	Fairbury Pte Ltd#	73,604,933	-
3.	Guoco Group Limited	-	772,032,426[1]
4.	GuoLine Overseas Limited	-	772,032,426[1]
5.	GuoLine Capital Assets Limited	-	772,032,426[1]
6.	Hong Leong Company (Malaysia) Berhad	-	772,032,426[1]
7.	HL Holdings Sdn Bhd	-	804,093,744[2]
8.	Hong Leong Investment Holdings Pte Ltd	-	804,093,744[2]
9.	Quek Leng Chan	13,333,333	817,911,030[3]

Trust established in respect of GuocoLand Limited Executives' Share Option Scheme.

1 deemed interest arising through GuocoLand Assets Pte. Ltd. by virtue of the operation of Section 7 of the Companies Act, Cap 50.

2 deemed interest arising through GuocoLand Assets Pte. Ltd. and a company in which the substantial shareholder has interest by virtue of the operation of Section 7 of the Companies Act, Cap 50.

3 deemed interest arising through GuocoLand Assets Pte. Ltd. and companies in which the substantial shareholder has interest by virtue of the operation of Section 7 of the Companies Act, Cap 50.

Interested Person Transactions

In addition to the transactions set out in Notes 27, 30 and 32 to the financial statements, the aggregate value of Interested Person Transactions (excluding transactions less than S$100,000) entered into during the financial year is as follows:

Name of interested person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S$100,000)
Hong Leong Group Malaysia	S$7,781,490	N.A.

GuocoLand Limited
Company Registration Number: 197600660W
(Incorporated in the Republic of Singapore)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 36th Annual General Meeting of GuocoLand Limited will be held at 80 Raffles Place #25-01 UOB Plaza 1, Singapore 048624 on Friday, 12 October 2012 at 2.30 pm for the following purposes:-

As Ordinary Business

1. To lay before the Meeting the Directors' Report and Audited Accounts of the Company for the financial year ended 30 June 2012.

2. To declare a First and Final Tax-Exempt (One-Tier) Dividend of 5 cents per ordinary share for the financial year ended 30 June 2012. — Resolution 1

3. To approve Directors' fees of S$452,000 for the financial year ended 30 June 2012. — Resolution 2

4. To re-elect the following Directors retiring in accordance with the Company's Articles of Association:-

   Mr Timothy Teo; — Resolution 3

   (Mr Teo will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and the Nominating Committee. Mr Teo is considered as an Independent Director by the Nominating Committee.)

   Mr Abdullah Bin Tarmugi - who was appointed during the year. — Resolution 4

   (Mr Abdullah is considered as an Independent Director by the Nominating Committee.)

5. To re-appoint Mr Reggie Thein, who retires pursuant to Section 153(6) of the Companies Act, Cap. 50, as Director of the Company to hold such office until the next Annual General Meeting of the Company. — Resolution 5

   (Mr Thein will, upon re-appointment as a Director of the Company, remain as Chairman of the Audit Committee and a member of the Remuneration Committee. Mr Thein is considered as an Independent Director by the Nominating Committee.)

6. To re-appoint Messrs KPMG LLP as auditors of the Company and to authorise the Directors to fix their remuneration. — Resolution 6

As Special Business

7. To consider and if thought fit, to pass the following Ordinary Resolutions:-

   Authority to Issue Shares

   (a) "That approval be and is hereby given to the Directors to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options in accordance with the terms and provisions of the GuocoLand Limited Executives' Share Option Scheme 2008." — Resolution 7(a)

   (b) "That notwithstanding Resolution 7(a), approval be and is hereby given to the Directors, pursuant to Section 161 of the Companies Act, Cap. 50, to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per cent (10%) of the issued share capital of the Company for the time being." — Resolution 7(b)

8. To transact any other business of an Annual General Meeting of which due notice shall have been given.

Notice of Annual General Meeting

Note to Item 4:

In relation to the retirement of Directors by rotation at the 36th Annual General Meeting, Mr Sat Pal Khattar is also due to retire by rotation but has given notice to the Company that he does not wish to offer himself for re-election as Director of the Company.

Mr Khattar will accordingly, relinquish his appointments as Chairman of the Board, Chairman of the Nominating Committee, Chairman of the Remuneration Committee and member of the ESOS Committee.

By Order of the Board

Dawn Pamela Lum
Group Company Secretary

26 September 2012
Singapore

Notes:
A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or two proxies to attend and vote instead of him/her. A proxy need not be a member of the Company. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 20 Collyer Quay #20-01 Tung Centre, Singapore 049319 not less than 48 hours before the time set for holding the Meeting.

Notes to Special Business:

Resolution 7(a) is to empower the Directors to issue shares pursuant to the GuocoLand Limited Executives' Share Option Scheme 2008 which was approved at the Extraordinary General Meeting of the Company held on 17 October 2008.

Resolution 7(b) is to empower the Directors to issue shares in the Company up to an amount not exceeding ten per cent (10%) of the issued share capital of the Company for the time being. This approval will expire at the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting of the Company is required to be held, whichever is earlier. The Directors would only issue shares under the resolution where they consider it appropriate and in the interests of the Company to do so.

GuocoLand Limited

Company Registration Number: 197600660W
(Incorporated in the Republic of Singapore)

IMPORTANT

1. For CPF Investors who have used their CPF monies to buy shares of GuocoLand Limited, this Annual Report is forwarded to them at the request of their nominee banks, being nominee banks approved by CPF ("CPF Approved Nominees") and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF Investors who wish to attend the AGM as OBSERVERS have to submit their requests through their respective CPF Approved Nominee so that their CPF Approved Nominee may register with the Company Secretary of GuocoLand Limited.

PROXY FORM - ANNUAL GENERAL MEETING

*I/We _____

of _____

being a *member/members of GuocoLand Limited (the "Company"), hereby appoint:

Name	Address	NRIC/ Passport Number	Proportion of Shareholdings (%)

*and/or

or, failing *him/her, the Chairman of the 36th Annual General Meeting ("AGM") of the Company as *my/our *proxy/proxies to vote for *me/us on *my/our behalf at the AGM to be held on Friday, 12 October 2012 at 2.30 pm and at any adjournment thereof. *I/We direct *my/our *proxy/proxies to vote for or against the Resolutions to be proposed at the AGM as indicated hereunder. If no specific indication as to voting is given, the *proxy/proxies may vote or abstain from voting at *his/her discretion, as *he/she will on any other matter arising at the AGM. If no person is named in the space above, the Chairman of the Meeting shall be *my/our *proxy/proxies to vote, for or against the Resolutions to be proposed at the AGM, as indicated below, for *me/us and on *my/our behalf at the AGM and at any adjournment thereof.

Please indicate with a tick (√) in the spaces provided whether you wish your vote(s) to be cast "For" or "Against" the Resolutions as set out in the Notice of the AGM. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit.

AS ORDINARY BUSINESS			
No.	Resolution	For	Against
1	To declare a First and Final Tax-Exempt (One-Tier) Dividend		
2	To approve Directors' fees		
3	To re-elect Mr Timothy Teo as a Director		
4	To re-elect Mr Abdullah Bin Tarmugi as a Director		
5	To re-appoint Mr Reggie Thein as a Director		
6	To re-appoint Messrs KPMG LLP as auditors of the Company and to authorise the Directors to fix their remuneration		
AS SPECIAL BUSINESS			
No.	Resolution	For	Against
7(a)	To authorise the Directors to allot and issue shares pursuant to the exercise of options in accordance with the provisions of the GuocoLand Limited Executives' Share Option Scheme 2008		
7(b)	To authorise the Directors to issue shares in the Company		

Signed this _____ day of _____ 2012

Total Number of Ordinary Shares Held	

_____

Signature(s) of member(s)/common seal

*** delete as appropriate**

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AFFIX
STAMP
HERE

Company Secretary
GuocoLand Limited
20 Collyer Quay
#20-01 Tung Centre
Singapore 049319

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NOTES TO PROXY FORM

1. Please insert in the box at the bottom right hand corner on the reverse of this form, the number of shares held by you. If you have shares entered against your name in the Depository Register maintained by The Central Depository (Pte) Limited ("CDP") in respect of shares in your Securities Account with CDP, you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the capital of the Company registered in your name(s).
2. A member entitled to attend and vote at a Meeting of the Company is entitled to appoint one or two proxies to attend and vote instead of him.
3. The instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at 20 Collyer Quay #20-01 Tung Centre, Singapore 049319 not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. Where a member appoints two proxies, the percentage of the shareholding represented by each such appointee should be specified. If no percentage is specified, the first named appointee shall be deemed to represent 100% of the shareholding and any second named appointee shall be deemed to be an alternate to the first named.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Chapter 50. A copy of the said resolution, certified as true by an authorised officer of the Corporation, shall be affixed to the instrument of proxy.
7. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of members whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register 48 hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.

This annual report is printed on environmentally-friendly paper using soy-based ink.

GuocoLand Limited
20 Collyer Quay #20-01 Tung Centre Singapore 049319
www.guocoland.com.sg