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GUOCO GROUP LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 53)

OVERSEAS REGULATORY ANNOUNCEMENT

(This overseas regulatory announcement is issued pursuant to Rule 13.10(B) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.)

Please refer to the attached announcement on the next page.

The board of directors of Guoco Group Limited currently comprises Mr. Quek Leng Chan as Executive Chairman; Mr. Kwek Leng Hai as President, CEO; Mr. Tan Lim Heng as executive director; Mr. Kwek Leng San as non-executive director and Mr. Volker Stoeckel, Mr. Roderic N. A. Sage and Mr. David Michael Norman as independent non-executive directors.

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[Full Year Results](#) * Financial Statement And Related Announcement


* Asterisks denote mandatory information

Name of Announcer *	GUOCOLAND LIMITED
Company Registration No.	197600660W
Announcement submitted on behalf of	GUOCOLAND LIMITED
Announcement is submitted with respect to *	GUOCOLAND LIMITED
Announcement is submitted by *	DAWN PAMELA LUM
Designation *	GROUP COMPANY SECRETARY
Date & Time of Broadcast	29-Aug-2013 18:09:14
Announcement No.	00134

>> Announcement Details

The details of the announcement start here ...

For the Financial Period Ended *	30-06-2013
Description	

Attachments
 [SGX-Jun2013.pdf](#)
 Total size = **367K**
 (2048K size limit recommended)

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FULL YEAR FINANCIAL STATEMENT ANNOUNCEMENT FOR THE YEAR ENDED 30 JUNE 2013

- 1(a) **An income statement (for the Group) together with a comparative statement for the corresponding period of the immediately preceding financial year.**

	The Group Fourth Quarter Ended		Increase/ (Decrease) %	The Group Full Year Ended		Increase/ (Decrease) %
	30/06/2013 S\$'000	30/06/2012 S\$'000		30/06/2013 S\$'000	30/06/2012 S\$'000	
Revenue	168,557	319,731	(47)	677,442	678,496	-
Cost of sales	(93,318)	(203,344)	(54)	(533,433)	(475,312)	12
Gross profit	<u>75,239</u>	<u>116,387</u>	(35)	<u>144,009</u>	<u>203,184</u>	(29)
Other income	49,964	11,467	N/M	96,507	15,015	N/M
Administrative expenses	(18,938)	(19,521)	(3)	(61,521)	(61,076)	1
Other expenses	(2,578)	(1,675)	54	(9,933)	(13,140)	(24)
Finance costs	(38,872)	(25,576)	52	(87,553)	(56,478)	55
Share of profit of associates & jointly- controlled entities (net of tax)	967	4,817	(80)	17,007	9,147	86
Profit before tax	<u>65,782</u>	<u>85,899</u>	(23)	<u>98,516</u>	<u>96,652</u>	2
Tax expense	(33,486)	(19,814)	69	(55,046)	(32,196)	71
Profit for the period/year	<u>32,296</u>	<u>66,085</u>	(51)	<u>43,470</u>	<u>64,456</u>	(33)
Profit attributable to:						
Equity holders of the Company	32,218	62,993	(49)	40,490	63,191	(36)
Non-controlling interests	78	3,092	(97)	2,980	1,265	136
	<u>32,296</u>	<u>66,085</u>	(51)	<u>43,470</u>	<u>64,456</u>	(33)

N/M : Not meaningful.

1(a)(i) Breakdown and explanatory notes to the income statement:-

	The Group			The Group		
	Fourth Quarter Ended 30/06/2013 S\$'000	30/06/2012 S\$'000	Increase/ (Decrease) %	Full Year Ended 30/06/2013 S\$'000	30/06/2012 S\$'000	Increase/ (Decrease) %
Dividend income from equity securities	152	918	(83)	730	1,529	(52)
Interest income	3,237	1,983	63	5,722	4,841	18
Depreciation of property, plant and equipment	(2,891)	(2,712)	7	(8,922)	(9,042)	(1)
(Loss)/Gain on disposal of property, plant and equipment	(22)	(261)	(92)	61	(242)	N/M
Allowance for doubtful receivables	(1)	(208)	(100)	(2)	(82)	(98)
Writeback of allowance/ (Allowance) for foreseeable losses on development properties	7	6,929	(100)	(2,378)	9,546	N/M
Net fair value (loss)/ gain on derivative financial instruments	(2,794)	1,422	N/M	(708)	(2,555)	(72)
Net foreign exchange gain/(loss)	4,390	886	N/M	3,255	(4,088)	N/M
Net fair value gain from investment properties	562	3,924	(86)	32,323	3,924	N/M
(Loss)/Gain on disposal of equity securities	(2,764)	-	N/M	901	-	N/M
Gain on disposal of interests in associates	3,881	-	N/M	3,887	-	N/M
Gain on disposal of investment properties	-	-	N/M	77	-	N/M
Income from forfeiture of deposit	41,856	-	N/M	41,856	-	N/M

N/M : Not meaningful.

1(b)(i) A statement of financial position (for the issuer and Group), together with a comparative statement as at the end of the immediately preceding financial year.

	The Group		The Company	
	As At		As At	
	30/06/2013	30/06/2012	30/06/2013	30/06/2012
	S\$'000	S\$'000	S\$'000	S\$'000
Non-current assets				
Property, plant and equipment	398,849	396,619	-	-
Investment properties	2,056,102	1,874,750	-	-
Subsidiaries	-	-	2,527,676	2,454,958
Associates and jointly-controlled entities	492,365	492,400	-	7,982
Amounts due from non-controlling interests	1,931	1,874	-	-
Other investments	1,582	35,760	-	-
Deferred tax assets	62,310	42,480	-	-
	3,013,139	2,843,883	2,527,676	2,462,940
Current assets				
Inventories	4,826,747	4,972,047	-	-
Trade and other receivables	380,657	80,938	9,006	2,289
Cash and cash equivalents	934,340	861,973	7,138	1,036
	6,141,744	5,914,958	16,144	3,325
Total assets	9,154,883	8,758,841	2,543,820	2,466,265
Equity				
Share capital	1,926,053	1,926,053	1,926,053	1,926,053
Reserves	520,509	470,162	91,374	95,371
Equity attributable to ordinary equity holders of the Company	2,446,562	2,396,215	2,017,427	2,021,424
Perpetual securities	199,406	-	-	-
	2,645,968	2,396,215	2,017,427	2,021,424
Non-controlling interests	129,133	136,185	-	-
Total equity	2,775,101	2,532,400	2,017,427	2,021,424
Non-current liabilities				
Amounts due to non-controlling interests	131,356	118,412	-	-
Amounts due to subsidiaries	-	-	464,591	269,276
Loans and borrowings	3,868,331	3,615,455	-	-
Deferred tax liabilities	58,522	60,255	-	-
	4,058,209	3,794,122	464,591	269,276
Current liabilities				
Trade and other payables	736,345	611,343	738	1,065
Derivatives	11,135	10,427	-	-
Loans and borrowings	1,504,004	1,788,791	60,000	174,500
Current tax liabilities	70,089	21,758	1,064	-
	2,321,573	2,432,319	61,802	175,565
Total liabilities	6,379,782	6,226,441	526,393	444,841
Total equity and liabilities	9,154,883	8,758,841	2,543,820	2,466,265

1(b)(ii) Aggregate amount of Group's borrowings and debt securities.

Amount repayable in one year or less, or on demand

As at 30/06/2013 (S\$'000)		As at 30/06/2012 (S\$'000)	
Secured	Unsecured	Secured	Unsecured
617,808	886,196	682,363	1,106,428

Amount repayable after one year

As at 30/06/2013 (S\$'000)		As at 30/06/2012 (S\$'000)	
Secured	Unsecured	Secured	Unsecured
2,179,163	1,689,168	2,123,538	1,491,917

Details of any collateral

The Group's assets pledged/mortgaged to secure loan facilities granted to the Group are as follows:-

	The Group As At	
	30/06/2013 S\$'000	30/06/2012 S\$'000
At carrying amounts:-		
Property, plant and equipment	271,199	279,214
Investment properties	1,522,091	1,377,949
Inventories	2,447,628	2,722,868

1(c) **A cash flow statement (for the Group), together with a comparative statement for the corresponding period of the immediately preceding financial year.**

	The Group		The Group	
	Fourth Quarter Ended 30/06/2013 S\$'000	30/06/2012 S\$'000	Full Year Ended 30/06/2013 S\$'000	30/06/2012 S\$'000
Cash flows from operating activities				
Profit before tax	65,782	85,899	98,516	96,652
Adjustments for:-				
Amortisation of transaction costs of convertible bonds	-	51	-	434
Amortisation of transaction costs of loans and borrowings	4,265	-	4,265	-
Depreciation of property, plant and equipment	2,891	2,712	8,922	9,042
Dividend income from equity securities	(152)	(918)	(730)	(1,529)
Loss/(Gain) on disposal of property, plant and equipment	22	261	(61)	242
Net fair value gain from investment properties	(562)	(3,924)	(32,323)	(3,924)
Net fair value loss/(gain) on derivative financial instruments	2,794	(1,422)	708	2,555
Finance costs	38,872	25,576	87,553	56,478
Interest income	(3,237)	(1,983)	(5,722)	(4,841)
Allowance for doubtful receivables (Writeback of allowance)/Allowance for foreseeable losses on development properties	1 (7)	208 (6,929)	2 2,378	82 (9,546)
Loss/(Gain) on disposal of equity securities	2,764	-	(901)	-
Gain on disposal of interests in associates	(3,881)	-	(3,887)	-
Gain on disposal of investment properties	-	-	(77)	-
Share of profit of associates and jointly-controlled entities (net of tax)	(967)	(4,817)	(17,007)	(9,147)
Share-based payments/(Writeback of share-based payments)	12	(8,702)	(3,230)	(10,532)
	108,597	86,012	138,406	125,966
Changes in:-				
Inventories	(56,702)	(129,046)	(1,957)	(211,128)
Trade and other receivables	130	(97,127)	(3,213)	151,844
Trade and other payables	44,464	94,171	44,142	81,153
Balances with holding companies and related corporations	2,193	3,051	320	1,527
Cash generated from operating activities	98,682	(42,939)	177,698	149,362
Tax paid	(396)	(6,948)	(27,404)	(78,095)
Net cash from operating activities	98,286	(49,887)	150,294	71,267

	The Group Fourth Quarter Ended		The Group Full Year Ended	
	30/06/2013 S\$'000	30/06/2012 S\$'000	30/06/2013 S\$'000	30/06/2012 S\$'000
Cash flows from investing activities				
Acquisition of jointly-controlled entity	-	-	-	(301,832)
Acquisitions of subsidiaries, net of cash acquired	-	(11,359)	-	(11,359)
Additions to equity securities	-	-	(965)	(37,643)
Additions to investment properties	(24,407)	(26,025)	(74,995)	(39,353)
Additions to property, plant and equipment	(1,965)	(4,999)	(8,859)	(8,123)
Balances with associates and jointly-controlled entities	(547)	(35)	(854)	(7,313)
Dividends received from associates and jointly-controlled entities	-	7,518	15,639	10,212
Dividends received from equity securities	152	918	730	1,529
Proceeds from disposal of equity securities	5,467	-	42,759	-
Proceeds from disposal of interests in associates	6,000	-	6,394	-
Proceeds from disposal of investment properties	-	-	14,918	-
Proceeds from disposal of property, plant and equipment	6	58	97	110
Net cash from investing activities	(15,294)	(33,924)	(5,136)	(393,772)
Cash flows from financing activities				
Capital contributions from non-controlling interests of a subsidiary	-	-	453	-
Dividends paid	-	-	(55,488)	(88,781)
Dividends paid to non-controlling interests	-	-	(11,556)	(1,310)
Fixed deposits pledged	(19,860)	-	(19,860)	-
Interest paid	(39,600)	(54,734)	(175,969)	(149,459)
Interest received	306	2,033	10,510	5,030
Proceeds from issuance of perpetual securities	198,505	-	198,505	-
Proceeds from loans and borrowings	583,877	633,178	1,134,815	1,479,388
Proceeds from loans from non-controlling interests of subsidiaries	2,280	3,200	7,954	18,978
Redemption of convertible bonds	-	(386,633)	-	(386,633)
Repayment of loans and borrowings	(763,247)	(360,604)	(1,177,144)	(1,113,595)
Net cash from financing activities	(37,739)	(163,560)	(87,780)	(236,382)
Net increase/(decrease) in cash and cash equivalents	45,253	(247,371)	57,378	(558,887)
Cash and cash equivalents at beginning of the period/year	303,214	540,732	291,238	827,213
Exchange differences on translation of balances held in foreign currencies	4,658	(2,123)	4,509	22,912
Cash and cash equivalents at end of the period/year	353,125	291,238	353,125	291,238

For the purpose of the consolidated statement of cash flow, cash and cash equivalents are presented net of bank overdrafts repayable on demand, and exclude an amount of \$580.5 million pledged to financial institutions for bank loans in China as at 30 June 2013.

For the quarter ended 30 June 2013, net cash from operating activities was \$98.3 million as compared to a net cash outflow in the previous corresponding period. Net cash from investing activities for the year ended 30 June 2013 was mainly from dividends and disposal of investments.

1(d) Consolidated Statement of Comprehensive Income

	The Group			The Group		
	Fourth Quarter Ended	30/06/2012	Increase/	Full Year Ended	30/06/2012	Increase/
	30/06/2013	30/06/2012	(Decrease)	30/06/2013	30/06/2012	(Decrease)
	S\$'000	S\$'000	%	S\$'000	S\$'000	%
Profit for the period/year	32,296	66,085	(51)	43,470	64,456	(33)
Other comprehensive income						
<i>Items that are or may be reclassified subsequently to profit or loss:</i>						
Translation differences relating to financial statements of foreign subsidiaries and associates	43,092	(6,185)	N/M	60,858	82,344	(26)
Translation reserve of associates reclassified to profit or loss upon disposal	3,103	-	N/M	3,103	-	N/M
Net change in fair value of available-for-sale securities	221	(2,702)	N/M	5,536	(5,675)	N/M
Net change in fair value of available-for-sale securities reclassified to profit or loss upon disposal	3,195	-	N/M	1,050	-	N/M
Other comprehensive income for the period/year, net of tax	49,611	(8,887)	N/M	70,547	76,669	(8)
Total comprehensive income for the period/year, net of tax	81,907	57,198	43	114,017	141,125	(19)
Attributable to:						
Equity holders of the Company	81,020	56,959	42	109,862	142,015	(23)
Non-controlling interests	887	239	N/M	4,155	(890)	N/M
Total comprehensive income for the period/year, net of tax	81,907	57,198	43	114,017	141,125	(19)

N/M : Not meaningful.

1(e)(i) A statement (for the issuer and Group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

Statement of Changes in Equity for the Full Year ended 30 June 2013 and 30 June 2012

	← Attributable to ordinary equity holders of the Company →					Total S\$'000	Non- Controlling Interests S\$'000	Total Equity S\$'000
	Share Capital S\$'000	Other Reserves* S\$'000	Accumulated Profits S\$'000	Total Ordinary Equity S\$'000	Perpetual Securities S\$'000			
The Group								
At 1 July 2012	1,926,053	(228,591)	698,753	2,396,215	-	2,396,215	136,185	2,532,400
Profit for the year	-	-	40,490	40,490	-	40,490	2,980	43,470
Other comprehensive income								
Translation differences relating to financial statements of foreign subsidiaries and associates	-	61,801	-	61,801	-	61,801	(943)	60,858
Translation reserve of associates reclassified to profit or loss upon disposal	-	3,103	-	3,103	-	3,103	-	3,103
Net change in fair value of available-for-sale securities	-	3,755	-	3,755	-	3,755	1,781	5,536
Net change in fair value of available-for-sale securities reclassified to profit or loss upon disposal	-	713	-	713	-	713	337	1,050
Total other comprehensive income, net of tax	-	69,372	-	69,372	-	69,372	1,175	70,547
Total comprehensive income for the year, net of tax	-	69,372	40,490	109,862	-	109,862	4,155	114,017
Transactions with equity holders, recorded directly in equity								
Contributions by and distributions to equity holders								
Issue of perpetual securities	-	-	-	-	198,505	198,505	-	198,505
Accrued distribution for perpetual securities	-	-	(901)	(901)	901	-	-	-
Writeback of share-based payments (net)	-	(3,126)	-	(3,126)	-	(3,126)	(104)	(3,230)
Dividends	-	-	(55,488)	(55,488)	-	(55,488)	(11,556)	(67,044)
Capital contributions from non-controlling interests of a subsidiary	-	-	-	-	-	-	453	453
Total transactions with equity holders	-	(3,126)	(56,389)	(59,515)	199,406	139,891	(11,207)	128,684
At 30 June 2013	1,926,053	(162,345)	682,854	2,446,562	199,406	2,645,968	129,133	2,775,101

* Include reserve for own share, share option reserve, capital reserve, translation reserve, revaluation reserve, fair value reserve and merger reserve.

	← Attributable to ordinary equity holders of the Company →							
	Share Capital S\$'000	Other Reserves* S\$'000	Accumulated Profits S\$'000	Total Ordinary Equity S\$'000	Perpetual Securities S\$'000	Total S\$'000	Non- Controlling Interests S\$'000	Total Equity S\$'000
The Group								
At 1 July 2011	1,926,053	(252,153)	688,268	2,362,168	-	2,362,168	138,224	2,500,392
Profit for the year	-	-	63,191	63,191	-	63,191	1,265	64,456
Other comprehensive income								
Translation differences relating to financial statements of foreign subsidiaries and associates	-	82,683	-	82,683	-	82,683	(339)	82,344
Net change in fair value of available-for-sale securities	-	(3,859)	-	(3,859)	-	(3,859)	(1,816)	(5,675)
Total other comprehensive income, net of tax	-	78,824	-	78,824	-	78,824	(2,155)	76,669
Total comprehensive income for the year, net of tax	-	78,824	63,191	142,015	-	142,015	(890)	141,125
Transactions with equity holders, recorded directly in equity								
Contributions by and distributions to equity holders								
Writeback of share-based payments (net)	-	(10,693)	-	(10,693)	-	(10,693)	161	(10,532)
Redemption of convertible bonds	-	(36,075)	36,075	-	-	-	-	-
Dividends	-	-	(88,781)	(88,781)	-	(88,781)	(1,310)	(90,091)
Changes in ownership interests in subsidiaries								
Acquisition of subsidiaries under common control	-	(8,494)	-	(8,494)	-	(8,494)	-	(8,494)
Total transactions with equity holders	-	(55,262)	(52,706)	(107,968)	-	(107,968)	(1,149)	(109,117)
At 30 June 2012	1,926,053	(228,591)	698,753	2,396,215	-	2,396,215	136,185	2,532,400

* Include reserve for own share, share option reserve, capital reserve, translation reserve, revaluation reserve, fair value reserve and merger reserve.

	Share Capital S\$'000	Other Reserves* S\$'000	Accumulated Profits S\$'000	Total Equity S\$'000
The Company				
At 1 July 2012	1,926,053	(159,141)	254,512	2,021,424
Profit for the year	-	-	54,397	54,397
Total comprehensive income for the year	-	-	54,397	54,397
Transactions with equity holders, recorded directly in equity				
<i>Contributions by and distributions to equity holders</i>				
Writeback of share-based payments (net)	-	(2,906)	-	(2,906)
Dividends	-	-	(55,488)	(55,488)
Total transactions with equity holders	-	(2,906)	(55,488)	(58,394)
At 30 June 2013	1,926,053	(162,047)	253,421	2,017,427
At 1 July 2011	1,926,053	(112,033)	232,293	2,046,313
Profit for the year	-	-	74,925	74,925
Total comprehensive income for the year	-	-	74,925	74,925
Transactions with equity holders, recorded directly in equity				
<i>Contributions by and distributions to equity holders</i>				
Writeback of share-based payments (net)	-	(11,033)	-	(11,033)
Redemption of convertible bonds	-	(36,075)	36,075	-
Dividends	-	-	(88,781)	(88,781)
Total transactions with equity holders	-	(47,108)	(52,706)	(99,814)
At 30 June 2012	1,926,053	(159,141)	254,512	2,021,424

*Include reserve for own share, share option reserve and capital reserve.

Statement of Changes in Equity for the Fourth Quarter ended 30 June 2013 and 30 June 2012

	← Attributable to ordinary equity holders of the Company →					Total S\$'000	Non- Controlling Interests S\$'000	Total Equity S\$'000
	Share Capital S\$'000	Other Reserves* S\$'000	Accumulated Profits S\$'000	Total Ordinary Equity S\$'000	Perpetual Securities S\$'000			
The Group								
At 1 April 2013	1,926,053	(211,158)	651,537	2,366,432	-	2,366,432	128,245	2,494,677
Profit for the period	-	-	32,218	32,218	-	32,218	78	32,296
Other comprehensive income								
Translation differences relating to financial statements of foreign subsidiaries and associates	-	43,390	-	43,390	-	43,390	(298)	43,092
Translation reserve of associates reclassified to profit or loss upon disposal	-	3,103	-	3,103	-	3,103	-	3,103
Net change in fair value of available-for-sale securities	-	139	-	139	-	139	82	221
Net change in fair value of available-for-sale securities reclassified to profit or loss upon disposal	-	2,170	-	2,170	-	2,170	1,025	3,195
Total other comprehensive income, net of tax	-	48,802	-	48,802	-	48,802	809	49,611
Total comprehensive income for the period, net of tax	-	48,802	32,218	81,020	-	81,020	887	81,907
Transactions with equity holders, recorded directly in equity								
Contributions by and distributions to equity holders								
Issue of perpetual securities	-	-	-	-	198,505	198,505	-	198,505
Accrued distribution for perpetual securities	-	-	(901)	(901)	901	-	-	-
Share-based payments	-	11	-	11	-	11	1	12
Total transactions with equity holders	-	11	(901)	(890)	199,406	198,516	1	198,517
At 30 June 2013	1,926,053	(162,345)	682,854	2,446,562	199,406	2,645,968	129,133	2,775,101

* Include reserve for own share, share option reserve, capital reserve, translation reserve, revaluation reserve, fair value reserve and merger reserve.



	← Attributable to ordinary equity holders of the Company →							
	Share Capital S\$'000	Other Reserves* S\$'000	Accumulated Profits S\$'000	Total Ordinary Equity S\$'000	Perpetual Securities S\$'000	Total S\$'000	Non- Controlling Interests S\$'000	Total Equity S\$'000
The Group								
At 1 April 2012	1,926,053	(169,317)	599,685	2,356,421	-	2,356,421	135,977	2,492,398
Profit for the period	-	-	62,993	62,993	-	62,993	3,092	66,085
Other comprehensive income								
Translation differences relating to financial statements of foreign subsidiaries and associates	-	(4,192)	-	(4,192)	-	(4,192)	(1,993)	(6,185)
Change in fair value of available-for-sale securities	-	(1,842)	-	(1,842)	-	(1,842)	(860)	(2,702)
Total other comprehensive income, net of tax	-	(6,034)	-	(6,034)	-	(6,034)	(2,853)	(8,887)
Total comprehensive income for the period, net of tax	-	(6,034)	62,993	56,959	-	56,959	239	57,198
Transactions with equity holders, recorded directly in equity								
Contributions by and distributions to equity holders								
Writeback of share-based payments (net)	-	(8,671)	-	(8,671)	-	(8,671)	(31)	(8,702)
Redemption of convertible bonds	-	(36,075)	36,075	-	-	-	-	-
Changes in ownership interests in subsidiaries								
Acquisition of subsidiaries under common control	-	(8,494)	-	(8,494)	-	(8,494)	-	(8,494)
Total transactions with equity holders	-	(53,240)	36,075	(17,165)	-	(17,165)	(31)	(17,196)
At 30 June 2012	1,926,053	(228,591)	698,753	2,396,215	-	2,396,215	136,185	2,532,400

* Include reserve for own share, share option reserve, capital reserve, translation reserve, revaluation reserve, fair value reserve and merger reserve.

	Share Capital S\$'000	Other Reserves* S\$'000	Accumulated Profits S\$'000	Total Equity S\$'000
The Company				
At 1 April 2013	1,926,053	(162,047)	192,659	1,956,665
Profit for the period	-	-	60,762	60,762
Total comprehensive income for the period	-	-	60,762	60,762
Total transactions with equity holders	-	-	-	-
At 30 June 2013	<u>1,926,053</u>	<u>(162,047)</u>	<u>253,421</u>	<u>2,017,427</u>
At 1 April 2012	1,926,053	(114,465)	133,984	1,945,572
Profit for the period	-	-	84,453	84,453
Total comprehensive income for the period	-	-	84,453	84,453
Transactions with equity holders, recorded directly in equity				
<i>Contributions by and distributions to equity holders</i>				
Writeback of share-based payments (net)	-	(8,601)	-	(8,601)
Redemption of convertible bonds	-	(36,075)	36,075	-
Total transactions with equity holders	-	(44,676)	36,075	(8,601)
At 30 June 2012	<u>1,926,053</u>	<u>(159,141)</u>	<u>254,512</u>	<u>2,021,424</u>

*Include reserve for own share, share option reserve and capital reserve.



1(e)(ii) Details of any changes in the Company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year. A statement showing all sales, transfers, disposal, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

	As At	
	30/06/2013	
(a) Issued and fully paid ordinary shares (S\$'000):- At 1 April and 30 June 2013		1,926,053
(b) Executives' share options issued:- At 1 April and 30 June 2013		-
	30/06/2013	As At 30/06/2012
(c) No. of shares that would be issued on exercise of all share options and assumed conversion of convertible bonds outstanding at end of the period	-	6,148,475
Less : No. of shares that would be transferred by the Trust to eligible employees to satisfy the outstanding share options under the Executives' Share Option Scheme ("ESOS")	-	(6,148,475)
	-	-
	30/06/2013	As At 30/06/2012
(d) No. of issued ordinary shares	1,183,373,276	1,183,373,276
Less : No. of shares acquired by the Trust for ESOS	(73,604,933)	(73,604,933)
	1,109,768,343	1,109,768,343
		As At 30/06/2013
(e) No. of shares acquired by the Trust for ESOS:- At 1 July 2012 and 30 June 2013		73,604,933

2. Whether the figures have been audited or reviewed and in accordance with which auditing standard or practice.

The figures for the financial year ended 30 June 2013 have been audited by the Company's auditors.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).

The auditors' report with respect to the Group's financial statements for the year ended 30 June 2013 is attached.

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.

Except as disclosed in Item 5 below, the Group has applied the same accounting policies and methods of computation in the financial statements for the current financial period as those applied in the most recently audited financial statements of the Group for the financial year ended 30 June 2012.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.

The Group adopted various new/revised Financial Reporting Standards ("FRS") which took effect for financial year beginning 1 July 2012. The Group does not expect any significant financial impact on its financial position or performance from the adoption of these amendments to FRS.

6. Earnings per ordinary share of the Group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.

	The Group Fourth Quarter Ended		The Group Full Year Ended	
	30/06/2013	30/06/2012	30/06/2013	30/06/2012
Earnings per ordinary share for the period/year based on the Group's profit attributable to equity holders of the Company*:-				
a. Based on weighted average number of ordinary shares in issue after adjusting for the shares held by the Trust for ESOS (cents)	2.82	5.68	3.57	5.69
Weighted average number of ordinary shares ('000)	1,109,768	1,109,768	1,109,768	1,109,768
b. On a fully diluted basis (cents)	2.82	5.68	3.57	5.69
Weighted average number of ordinary shares ('000)	1,109,768	1,109,768	1,109,768	1,109,768

* After deducting accrued distribution for perpetual securities of \$901,000 for the current quarter and full year ended 30 June 2013.



7. **Net asset value (for the issuer and Group) per ordinary share based on issued share capital of the issuer at the end of the:-**
 (a) **current financial period reported on; and**
 (b) **immediately preceding financial year.**

	The Group		The Company	
	As At		As At	
	30/06/2013	30/06/2012	30/06/2013	30/06/2012
	S\$	S\$	S\$	S\$
Net asset value per ordinary share based on existing issued share capital after adjusting for the shares held by the Trust for ESOS	2.20	2.16	1.82	1.82

8. **A review of the performance of the Group, to the extent necessary for a reasonable understanding of the Group's business. It must include a discussion of the following:-**
 (a) **any significant factors that affected the turnover, costs and earnings of the Group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and**
 (b) **any material factors that affected the cash flow, working capital, assets or liabilities of the Group during the current financial period reported on.**

(i) **Income statement**

Fourth Quarter Ended 30 June 2013

The Group recorded profit before tax of \$65.8 million for the fourth quarter ended 30 June 2013, a drop of 23% as compared to previous corresponding quarter.

Revenue and gross profit for the current quarter fell by 47% and 35% respectively as compared to the previous corresponding quarter. This was mainly due to lower progressive recognition for Goodwood Residence. A buyer's deposit for the purchase of certain Goodwood Residence units under the deferred payment scheme was forfeited and recorded in other income. Goodwood Residence obtained its Temporary Occupation Permit in June 2013.

Finance costs increased by 52% due to higher borrowings and lower capitalisation of interest expenses during the quarter.

Full Year Ended 30 June 2013

The Group ended the financial year 30 June 2013 with a profit before tax of \$98.5 million on the back of a revenue of \$677.4 million.

Revenue achieved for current financial year was on par with last financial year but gross profit declined by 29%. Gross profit declined mainly due to additional construction cost for Goodwood Residence and Sophia Residence in the current year as a result of higher estimated completion cost arising from default by the main contractor which is under judicial management .

Other income increased by \$81.5 million in the current financial year as compared to the previous financial year. This was mainly due to the fair value gain recognised for the Group's investment properties and income recognised from a customer's deposit for the purchase of certain units in Goodwood Residence. Other expenses reduced by 24% mainly due to lower fair



value loss on interest rate hedges in current financial year. Foreign exchange gain of \$3.3 million was recorded in other income in current financial year.

Finance costs increased by 55% due to higher borrowings and lower capitalisation of interest expenses during the current financial year. Share of profit of associates and jointly-controlled entities increased by 86% mainly due to higher operating profit from these entities.

Tax expenses in current financial year was higher than previous year mainly because of withholding tax expenses arising from the Group's internal restructuring to streamline its equity holdings in China.

(ii) **Statement of financial position**

The Group's equity attributable to equity holders was \$2.65 billion as at 30 June 2013, an increase of 10% from 30 June 2012. The increase was mainly due to the issuance of S\$200 million in aggregate principal of 4.7% senior perpetual securities by the Group in May 2013.

Investment properties increased by 10% to \$2.06 billion as at 30 June 2013. The increase was mainly due to additions to the commercial component of Tanjong Pagar Centre and fair value gain recognised for investment properties during the year. Trade and other receivables increased by \$299.7 million mainly due to progress instalment receivables from buyers of Goodwood Residence.

Trade and other payables increased by 20% to \$736.3 million as at 30 June 2013. The increase was mainly due to increase in construction cost payable and sales proceeds received for sale of units in projects where revenue was yet to be recognised.

(iii) **Current developments**

As announced on 2 August 2013, the Group has entered into a sale and purchase agreement for the sale of all its interest in a subsidiary ("Sale") which has a project located in Nanjing, China. The Sale is for a total consideration of Rmb1,200 million (\$246 million) and is expected to be completed by 30 August 2013. Upon completion, the Group is expected to recognise a net gain of approximately \$81 million.

9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.

Nil.

10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the Group operates and any known factors or events that may affect the Group in the next reporting period and the next 12 months.

The business environment in the Group's key markets continue to be challenging. Sentiment for luxury residential properties in Singapore remains cautious. The series of government cooling measures since 2010, including the recent introduction of a total debt servicing ratio framework for all property loans, have dampened overall residential property sales.

In China, despite central government controls on the market and slowing of economic growth, the real estate sector showed strength and solid housing demand in the first half of 2013.

In view of the present uncertainties, the Group will continue to focus on strong execution of its current projects, remain vigilant on costs and be alert to opportunities to add value to its portfolio.

11. Dividend

(a) Current Financial Period Reported On

Name of Dividend	Proposed Ordinary (First and Final)
Dividend Type	Cash
Dividend Amount per Share (in cents)	5 cents per ordinary share (one-tier)

(b) Corresponding Period of the Immediately Preceding Financial Year

Details of dividends declared for the corresponding period of the immediately preceding financial year are as follows:-

Name of Dividend	Proposed Ordinary (First and Final)
Dividend Type	Cash
Dividend Amount per Share (in cents)	5 cents per ordinary share (one-tier)

(c) Date payable

The proposed dividend of 5 cents per ordinary share for the year ended 30 June 2013, if approved at the Annual General Meeting to be held on 25 October 2013, will be paid on 19 November 2013.

(d) Books closure date

Notice is hereby given that subject to shareholders approving the declaration of a First and Final tax-exempt (one-tier) ordinary dividend, the Transfer Books and Register of Members of the Company will be closed on 5 November 2013, for the preparation of dividend warrants. Duly completed transfers should reach the office of the Company's Registrar, B.A.C.S. Private Limited, 63 Cantonment Road, Singapore 089758, not later than 5.00 pm on 4 November 2013. In respect of shares in securities accounts with The Central Depository (Pte) Limited ("CDP"), the First and Final tax-exempt (one-tier) ordinary dividend will be paid by the Company to CDP which will in turn distribute the ordinary dividend entitlements to holders of ordinary shares in accordance with its practice.

12. Interested Person Transactions

The Company does not have a shareholders' mandate for interested person transactions.

13. Segmented revenue and results for business or geographical segments (of the Group) in the form presented in the issuer's most recently audited annual financial statements, with comparative information for the immediately preceding year.

Business Segment	GuocoLand Singapore S\$'000	GuocoLand China S\$'000	GuocoLand Malaysia S\$'000	GuocoLand Vietnam S\$'000	Sub-Total S\$'000	Others S\$'000	Total S\$'000
2013							
<u>Revenue</u>							
External revenue	526,642	52,896	70,431	27,455	677,424	18	677,442
<u>Results</u>							
Profit/(loss) from operating activities	159,613	(10,020)	1,565	18,231	169,389	(6,049)	163,340
Share of profit/(loss) of associates and jointly-controlled entities (net of tax)	(5)	(137)	17,211	-	17,069	(62)	17,007
Interest income	11	4,543	539	591	5,684	38	5,722
Finance costs	-	(35,301)	(11,740)	-	(47,041)	(40,512)	(87,553)
Profit/(loss) before tax	159,619	(40,915)	7,575	18,822	145,101	(46,585)	98,516
Tax (expense)/credit	(30,615)	(21,471)	904	(4,721)	(55,903)	857	(55,046)
Profit/(loss) for the year	129,004	(62,386)	8,479	14,101	89,198	(45,728)	43,470
2012							
<u>Revenue</u>							
External revenue	500,253	142,848	34,903	458	678,462	34	678,496
<u>Results</u>							
Profit/(loss) from operating activities	158,206	(10,391)	6,291	(1,124)	152,982	(13,840)	139,142
Share of profit/(loss) of associates and jointly-controlled entities (net of tax)	(101)	(530)	9,818	-	9,187	(40)	9,147
Interest income	8	3,178	1,302	227	4,715	126	4,841
Finance costs	-	(13,035)	(12,316)	-	(25,351)	(31,127)	(56,478)
Profit/(loss) before tax	158,113	(20,778)	5,095	(897)	141,533	(44,881)	96,652
Tax (expense)/credit	(27,344)	(3,056)	924	255	(29,221)	(2,975)	(32,196)
Profit/(loss) for the year	130,769	(23,834)	6,019	(642)	112,312	(47,856)	64,456

14. In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the business or geographical segments.

GuocoLand Singapore ("GLS") continues to be the main contributor of the Group's revenue and profit for the year ended 30 June 2013. Revenue and profit from operating activities of GLS has increased marginally by 5% and 1% respectively as compared to the previous financial year.

Revenue from GuocoLand China ("GLC") has decreased by 63% mainly due to fewer projects completed for the year ended 30 June 2013 as compared to the previous financial year. Finance cost for GLC increased by \$22.3 million due to lower capitalisation of interest expenses during the current financial year. Higher tax expenses were recorded for GLC due to the Group's internal restructuring to streamline its equity holdings.

15. A breakdown of sales.

	The Group Full Year Ended		Increase/ (Decrease) %
	30/06/2013 S\$'000	30/06/2012 S\$'000	
(a) Sales reported for first half year	416,454	254,302	64
(b) Operating profit/(loss) after tax but before deducting non-controlling interests reported for first half year	23,236	(668)	N/M
(c) Sales reported for second half year	260,988	424,194	(38)
(d) Operating profit after tax but before deducting non-controlling interests reported for second half year	20,234	65,124	(69)

N/M : Not meaningful.

16. A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year.

	The Group Full Year Ended	
	30/06/2013 S\$'000	30/06/2012 S\$'000
Ordinary dividends paid in respect of previous financial years	55,488	88,781

17. Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer.

Pursuant to Rule 704(13) of the Listing Manual of the Singapore Exchange Securities Trading Limited, GuocoLand Limited (the "Company") confirms that there is no person occupying a managerial position in the Company or in any of its principal subsidiaries who is a relative of the director, chief executive officer or substantial shareholder of the Company.

BY ORDER OF THE BOARD

Dawn Pamela Lum
Group Company Secretary
29 August 2013



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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 statements of financial position of the Group and the Company as at 30 June 2013, 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 14 to 80.

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 2013 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

KPMG LLP
Public Accountants and
Chartered Accountants

Singapore
29 August 2013