

IPC CORPORATION LTD
(Company Registration No. 198501057M)
Full Year Financial Statement & Dividend Announcement

**PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3),
 HALF-YEAR AND FULL YEAR RESULTS**

- 1(a) An income statement and statement of comprehensive income or a statement of comprehensive income (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year.

**UNAUDITED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012**

	2012	Group 2011 Audited	Increase/ (decrease) %
	S\$'000	S\$'000	
Sales	17,065	43,813	(61.1)
Cost of sales	(9,311)	(34,061)	(72.7)
Gross profit	7,754	9,752	(20.5)
Other income	987	541	82.4
Other gains, net	6,106	6,383	(4.3)
Expenses			
Distribution and marketing	(131)	(194)	(32.5)
Administrative	(6,610)	(6,593)	0.3
Finance	(1,543)	(1,023)	50.8
Other	–	(2)	(100.0)
	(8,284)	(7,812)	6.0
Profit before income tax	6,563	8,864	(26.0)
Income tax expense	(1,317)	(3,524)	(62.6)
Total profit	5,246	5,340	(1.8)
Other comprehensive (loss)/ income, net of tax			
Financial assets, available-for-sale			
- Disposal	(84)	–	NA
- Fair value gain/(loss)	1,239	(594)	NM
Currency translation differences arising from consolidation	(7,189)	2,915	NM
Other comprehensive (loss)/income, net of tax	(6,034)	2,321	NM
Total comprehensive (loss)/income	(788)	7,661	NM
Profit attributable to:			
- Equity holders of the Company	4,770	3,648	30.8
- Non-controlling interests	476	1,692	(71.9)
	5,246	5,340	(1.8)
Total comprehensive (loss)/income attributable to:			
- Equity holders of the Company	(1,264)	5,969	NM
- Non-controlling interests	476	1,692	(71.9)
	(788)	7,661	NM

(i) Profit for the year is arrived at after charging/(crediting) the following:

	2012	Group 2011	Increase/ (decrease)
	S\$'000	Audited S\$'000	%
Amortisation of leasehold properties (Note 6)	71	105	(32.4)
Depreciation	281	269	4.5
Foreign exchange (gain)/loss, net (Note 7)	(4,922)	1,419	NM
Gain on disposal of financial assets, available-for-sale	(549)	–	NA
Fair value gain on asset revaluation (Note 8)	(741)	(8,049)	(90.8)
Loss on disposal of property, plant and equipment	–	39	(100.0)
Loss on disposal of non-current asset held-for-sale	–	77	(100.0)
Loss on liquidation of subsidiary companies	13	–	NA
Impairment of financial assets, available-for-sale	–	100	(100.0)
Impairment loss of land held for development	93	–	NA
Impairment loss of other asset	–	18	(100.0)
Write-down of property held for sale	–	13	(100.0)
Interest income (Note 2)	(419)	(66)	NM
Interest expenses (Note 4)	1,543	1,023	50.8
Dividend income (Note 2)	(262)	(103)	NM

Notes

1. Gross profit
The decrease in gross profit was in tandem with the decrease in sales.
2. Other income
The increase in other income was mainly due to the dividend income and interest income earned from financial assets, available-for-sale.
3. Distribution and marketing expenses
The decrease was related to lower distribution and marketing expenses incurred in China.
4. Finance expenses
The increase was mainly due to interest expenses incurred on increased borrowings for businesses in Japan.
5. Income tax expense
The decrease was related to lower income tax expenses incurred in China and Japan.
6. The decrease was related to amortisation expenses incurred in China.
7. The movement in the exchange rates of Japanese Yen against the Singapore Dollar resulted in foreign exchange gains. The gains were mainly unrealised, due to recorded monetary balances denominated in foreign currencies that were adjusted to reflect the Singapore dollars equivalent at the statements of financial position date.
8. The gain was due to the revaluation of investment properties in Japan.

NM: Not meaningful (change more than 100%)
NA: Not applicable

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

STATEMENTS OF FINANCIAL POSITION

	<u>Group</u>		<u>Company</u>	
	31 Dec 2012	31 Dec 2011 Audited	31 Dec 2012	31 Dec 2011 Audited
	S\$'000	S\$'000	S\$'000	S\$'000
ASSETS				
Current assets				
Cash and cash equivalents (i)	67,408	58,411	52,708	38,952
Trade and other receivables (ii)	6,115	1,519	277	113
Inventories (iii)	32	–	–	–
Tax recoverable (iv)	1,131	632	–	–
Properties held for sale (v)	–	2,683	–	–
Properties developed for sale (vi)	20,264	25,547	–	–
Properties under development (vii)	60,729	33,961	–	–
	<u>155,679</u>	<u>122,753</u>	<u>52,985</u>	<u>39,065</u>
Non-current assets				
Financial assets, available-for-sale (viii)	31,715	16,916	23,122	8,124
Other receivables	–	–	55,433	60,637
Prepayment (ix)	322	430	–	–
Other asset	156	150	–	–
Investment in associated companies	–	–	–	–
Investment in subsidiaries	–	–	89,608	59,786
Investment properties	65,288	68,904	–	–
Prepaid leasehold properties	3,896	4,176	–	–
Land held for development	6,422	6,515	6,422	6,515
Property, plant and equipment (x)	15,962	7,299	191	240
Deferred income tax assets (xi)	9	5	–	–
	<u>123,770</u>	<u>104,395</u>	<u>174,776</u>	<u>135,302</u>
Total assets	<u>279,449</u>	<u>227,148</u>	<u>227,761</u>	<u>174,367</u>
LIABILITIES				
Current liabilities				
Borrowings (xii)	55,692	25,250	45,367	23,631
Trade and other payables (xiii)	11,338	6,066	729	825
Current income tax liabilities (xiv)	353	758	–	–
	<u>67,383</u>	<u>32,074</u>	<u>46,096</u>	<u>24,456</u>
Non-current liabilities				
Borrowings (xii)	29,571	39,567	–	–
Deferred income tax liabilities	3,635	3,704	–	–
	<u>33,206</u>	<u>43,271</u>	<u>–</u>	<u>–</u>
Total liabilities	<u>100,589</u>	<u>75,345</u>	<u>46,096</u>	<u>24,456</u>
NET ASSETS	<u>178,860</u>	<u>151,803</u>	<u>181,665</u>	<u>149,911</u>
EQUITY				
Capital and reserves attributable to equity holders of the Company				
Share capital	169,658	140,038	169,658	140,038
Currency translation reserve	(10,562)	(3,373)	–	–
Fair value reserve	1,469	314	794	(291)
Retained earnings	15,506	11,352	11,213	10,164
	<u>176,071</u>	<u>148,331</u>	<u>181,665</u>	<u>149,911</u>
Non-controlling interests	2,789	3,472	–	–
Total equity	<u>178,860</u>	<u>151,803</u>	<u>181,665</u>	<u>149,911</u>

Notes

- (i) The increase was mainly contributed by the net proceeds from the issuance of shares pursuant to the Rights issue and partially offset by the purchase of financial assets, available-for-sale and properties in Japan.
- (ii) The increase was mainly due to prepayment in China.
- (iii) The increase was mainly due to purchase of inventories for the operation of the Kumamoto Hotel in Japan.
- (iv) The increase was due to tax recoverable in Japan.
- (v) The decrease was mainly due to the residential properties in USA have been fully sold.
- (vi) The decrease was due to the sales of condominium project in Tsukimino, Japan.
- (vii) The increase was due to the purchase of condominium projects in Oppama and Oiso, Japan.
- (viii) The increase was due to purchase of financial assets, available-for-sale.
- (ix) The decrease was mainly due to the amortisation of prepayment in China.
- (x) The increase was mainly due to the purchase of property, plant and equipment in Japan.
- (xi) The increase was mainly due to the deferred income tax assets in Japan.
- (xii) The increase was mainly due to additional loans taken for projects in Japan and China.
- (xiii) The increase was mainly due to accrual for construction cost in Japan.
- (xiv) The decrease was mainly due to the settlement of tax liabilities in China.

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

Amount repayable in one year or less, or on demand

<u>Group</u>		<u>Group</u>	
As at 31 Dec 2012		As at 31 Dec 2011	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
55,692	Nil	25,250	Nil

Amount repayable after one year

<u>Group</u>		<u>Group</u>	
As at 31 Dec 2012		As at 31 Dec 2011	
Secured	Unsecured	Secured	Unsecured
S\$'000	S\$'000	S\$'000	S\$'000
29,571	Nil	39,567	Nil

Details of any collateral

The Group's borrowings were secured by pledge of prepaid leasehold property, leasehold building and property under development in Zhuhai, China, certain investment properties in Japan, certain bank deposits and certain financial assets, available-for-sale,

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

CONSOLIDATED STATEMENT OF CASH FLOWS

	<u>Group</u>	
	2012	2011
	S\$'000	Audited S\$'000
Cash flows from operating activities		
Total profit	5,246	5,340
Adjustments for		
- Income tax expense	1,317	3,524
- Depreciation	281	269
- Amortisation of prepaid leasehold properties	71	105
- Unrealised currency translation gains	(4,359)	(160)
- Gain on disposal of financial assets, available-for-sale	(549)	-
- Loss on disposal of property, plant and equipment	-	39
- Fair value gain on asset revaluation	(741)	(8,049)
- Loss on disposal of non-current asset held-for-sale	-	77
- Loss on liquidation of subsidiary companies	13	-
- Impairment loss of other asset	-	18
- Impairment of financial assets, available-for-sale	-	100
- Impairment loss of land held for development	93	-
- Write-down of properties held for sale	-	13
- Interest income	(419)	(66)
- Interest expenses	1,543	1,023
- Dividend income	(262)	(103)
	2,234	2,130
Change in working capital		
- Inventories	(32)	-
- Other asset	(6)	-
- Properties	(19,143)	15,191
- Trade and other receivables	(4,894)	3,429
- Trade and other payables	5,313	(7,552)
Cash (used in)/ generated from operations	(16,528)	13,198
Interest received	292	66
Income tax paid, net	(1,167)	(1,068)
Net cash (used in)/ provided by operating activities (i)	(17,403)	12,196
Cash flows from investing activities		
Purchases of property, plant and equipment	(10,210)	(488)
Purchases of investment properties	(6,764)	(14,685)
Purchases of financial assets, available-for-sale	(20,766)	(13,323)
Proceeds from disposal of property, plant and equipment	-	160
Proceeds from disposal of financial assets, available-for-sale	7,402	4,740
Proceeds from disposal of non-current asset held-for-sale	-	2,415
Dividends received	262	103
Net cash used in investing activities (ii)	(30,076)	(21,078)
Cash flows from financing activities		
Bank deposit (pledged)	(20,506)	10,509
Interest paid	(1,533)	(1,023)
Proceeds from borrowings (iii)	39,998	27,432
Repayment of borrowings	(7,814)	(24,505)
Proceeds from issuance of shares (iv)	29,945	-
Share issue expenses	(325)	-
Proceeds from investment by non-controlling interests	-	52
Distribution to non-controlling interests	(353)	(2,936)
Dividends paid to equity holders of the Company	(1,422)	(1,322)
Net cash provided by financing activities	37,990	8,207
Net decrease in cash and cash equivalents	(9,489)	(675)
Cash and cash equivalents at beginning of financial year	38,710	38,507
Effects of currency translation on cash and cash equivalents	(2,020)	878
Cash and cash equivalents at end of financial year	27,201	38,710

Notes:

- (i) The deficit in cash from operations was mainly related to the purchase of properties in Japan.
- (ii) The deficit in cash from investing activities was mainly related to the purchase of financial assets, available-for-sale and property, plant and equipment.
- (iii) The borrowing was taken for the project in Japan and China.
- (iv) Refer to page 7 – 1(d)(ii).
- (v) For the purpose of the consolidated statement of cash flows, the consolidated cash and cash equivalents comprise the following:

	2012	2011
	S\$'000	Audited S\$'000
Cash and bank balances	67,408	58,411
Less: bank deposit pledged	(40,207)	(19,701)
Cash and cash equivalents per consolidated statement of cash flows	<u>27,201</u>	<u>38,710</u>

1(d)(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 – GROUP	Attributable to Equity Holders of the Company						
	Share capital S\$'000	Currency translation reserve S\$'000	Fair value reserve S\$'000	Retained earnings S\$'000	Total S\$'000	Non-controlling interests S\$'000	Total Equity S\$'000
2012							
As at 1 Jan	140,038	(3,373)	314	11,352	148,331	3,472	151,803
Issue of new shares	29,945	–	–	–	29,945	–	29,945
Share issue expenses	(325)	–	–	–	(325)	–	(325)
Total comprehensive (loss)/income for the year	–	(7,189)	1,155	4,770	(1,264)	476	(788)
Distribution to non-controlling interests	–	–	–	–	–	(353)	(353)
Dividends paid relating to 2011	–	–	–	(1,422)	(1,422)	–	(1,422)
Liquidation of subsidiary companies	–	–	–	806	806	(806)	–
As at 31 Dec	<u>169,658</u>	<u>(10,562)</u>	<u>1,469</u>	<u>15,506</u>	<u>176,071</u>	<u>2,789</u>	<u>178,860</u>

STATEMENT OF CHANGES IN EQUITY – GROUP	Attributable to Equity Holders of the Company						
	Share capital S\$'000	Currency translation reserve S\$'000	Fair value reserve S\$'000	Retained earnings S\$'000	Total S\$'000	Non-controlling interests S\$'000	Total Equity S\$'000
2011							
As at 1 Jan	140,038	(6,288)	908	9,026	143,684	4,761	148,445
Total comprehensive income/(loss) for the year	–	2,915	(594)	3,648	5,969	1,692	7,661
Investment by non-controlling interests	–	–	–	–	–	52	52
Distribution to non-controlling interests	–	–	–	–	–	(3,033)	(3,033)
Dividends paid relating to 2010	–	–	–	(1,322)	(1,322)	–	(1,322)
As at 31 Dec	<u>140,038</u>	<u>(3,373)</u>	<u>314</u>	<u>11,352</u>	<u>148,331</u>	<u>3,472</u>	<u>151,803</u>

STATEMENT OF CHANGES IN EQUITY – COMPANY

	Share capital S\$'000	Fair value reserve S\$'000	Retained earnings S\$'000	Total Equity S\$'000
2012				
As at 1 Jan	140,038	(291)	10,164	149,911
Issue of new shares	29,945	–	–	29,945
Share issue expenses	(325)	–	–	(325)
Total comprehensive income for the year	–	1,085	2,471	3,556
Dividends paid relating to 2011	–	–	(1,422)	(1,422)
As at 31 Dec	<u>169,658</u>	<u>794</u>	<u>11,213</u>	<u>181,665</u>

1(d)(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.
(continued)

STATEMENT OF CHANGES IN EQUITY – COMPANY	Share capital S\$'000	Fair value reserve S\$'000	Retained earnings S\$'000	Total Equity S\$'000
2011				
As at 1 Jan	140,038	(146)	11,374	151,266
Total comprehensive (loss) /income for the year	–	(145)	112	(33)
Dividends paid relating to 2010	–	–	(1,322)	(1,322)
As at 31 Dec	140,038	(291)	10,164	149,911

1(d)(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 well as the number of shares held as treasury shares, if any, against the total number of issued shares excluding treasury shares of the issuer, 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.

SHARE OPTIONS AS AT 31 Dec 2012

	Options as at 1 Jan 2012	Lapsed	Options as at 31 Dec 2012
ESOS Grant 2002	975,000	(975,000)	–
TOTAL	975,000	(975,000)	–

SHARE OPTIONS AS AT 31 Dec 2011

	Options as at 1 Jan 2011	Lapsed	Options as at 31 Dec 2011
ESOS Grant 2001	150,000	(150,000)	–
ESOS Grant 2002	975,000	–	975,000
TOTAL	1,125,000	(150,000)	975,000

SHARE CAPITAL

	<u>2012</u>		<u>2011</u>	
	Number of shares	S\$'000	Number of shares	S\$'000
As at 1 Jan	528,613,759	140,038	528,613,759	140,038
Issue of shares pursuant to placement ⁽¹⁾	40,000,000	7,200	–	–
Issue of shares pursuant to Rights issue ⁽²⁾	284,306,879	22,745	–	–
Share issue expenses ⁽³⁾	–	(325)	–	–
As at 31 Dec	852,920,638	169,658	528,613,759	140,038

(1) On 7 Mar 2012, a new share placement of 40,000,000 ordinary shares at a placement price of S\$0.18 for each ordinary share has been issued.

(2) On 27 July 2012, 284,306,879 new ordinary shares at an issue price of S\$0.08 for each ordinary share has been issued pursuant to the renounceable and non-underwritten Rights issue.

(3) The share issue expenses were incurred in relation to the renounceable and non-underwritten Rights issue.

1(d)(iii) To show 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.

The total number of issued shares as at 31 Dec 2012 was 852,920,638 (31 Dec 2011: 528,613,759). The Group and Company have no treasury share for both years.

1(d)(iv) 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.

The Group and Company have no treasury share.

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

The figures have not been audited or reviewed by the Company's auditor.

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

Not applicable.

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

The accounting policies and methods of computations applied by the Group are consistent with those used in its audited financial statements as at 31 December 2011, except for those as disclosed under item 5 below.

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.

On 1 January 2012, the Group adopted the Amendments to FRS 12 – Income Taxes. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective FRS.

The adoption of this amended FRS did not result in any material impact on the amounts reported for the current or prior financial years.

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.

	2012	Group 2011 (Restated)	2011 Audited
Earnings per ordinary share of the Group for the year, after deducting any provision for preference dividends:-			
(i) Based on the weighted average number of ordinary shares on issue (in cents)	0.66	0.61*	0.69
(ii) On a fully diluted basis (in cents)	0.66	0.61*	0.69

Note:

The basic and diluted earnings per share calculation for the above are based on the following weighted average number of shares:

	2012	Group 2011 (Restated)	2011 Audited
Weighted average number of shares	724,639,556	593,443,748*	528,613,759

*In July 2012, the Company issued and allotted 284,306,879 new ordinary shares in the capital of the Company pursuant to the renounceable and non-underwritten Rights Issue on the basis of one Rights Share for every two existing ordinary shares in the capital of the Company. The Rights Shares were offered at S\$0.08 per share and represented a discount to the fair value of existing shares. The number of shares used for prior period calculation of earnings per share was adjusted for the discounted Rights Issue in order to provide a comparable basis for the current year.

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

	Group		Company	
	31 Dec 2012	31 Dec 2011 Audited	31 Dec 2012	31 Dec 2011 Audited
Net asset value per ordinary share based on the total number of issued shares excluding treasury shares at the end of the financial period/year:-	20.64 cents	28.06 cents**	21.30 cents	28.36 cents**
Number of existing issued shares excluding treasury shares at end of the financial period/year:	852,920,638	528,613,759	852,920,638	528,613,759

** If the Rights Issue had been completed before 31 December 2011, the net asset value per share as at 31 December 2011 for the Group and Company would have been 21.34 cents and 21.53 cents instead of 28.06 cents and 28.36 cents per share respectively.

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.**

Group sales decreased by 61.1% to S\$17.065 million for the year ended 31 December 2012 when compared to S\$43.813 million recorded for the same period of previous year. The decrease was due to fewer completed units of condominium and Single Family Residential units in Japan and USA respectively available for sales in FY2012. The Group's two outstanding condominium projects under development (Oppama and Oiso) are scheduled for completion in FY2013.

Sales revenue was mainly derived from sales of Single Family Residential Units ("SFR") in the USA, income from six business hotels in Japan (Asagaya, Asakusa, Okayama, Matsuyama, Kumamoto and Sapporo) and the remaining units of the Tsukumino condominium project.

Despite a 61.1% fall in sales, gross profit decreased only by 20.5% to approximately S\$7.754 million as compared to S\$9.752 million of the previous year. This was primarily due to additional income arising from more business hotels which the Group has acquired during the period under review.

The Group's other gains of S\$6.106 million were mainly attributed to unrealised foreign exchange gains of S\$4.922 million resulting from the weakening of exchange rate of Japanese Yen against Singapore dollars, gains of S\$0.741 million from the revaluation of investment properties in Japan, gains on disposal of financial assets, available-for-sale of S\$0.549 million and net off other losses.

For the year ended 31 December 2012, the Group registered a profit before tax of S\$6.563 million and an after-tax profit of S\$5.246 million.

For the year under review, the Company has successfully completed a new share placement of 40,000,000 ordinary shares in the capital of the Company at a placement price of S\$0.18 for each ordinary share of the Company. Based on the placement price, the net proceeds from the placement to the Company after deducting for placement expense payable is approximately S\$7.16 million. The Company has also successfully completed the renounceable and non-underwritten Rights issue of 284,306,879 new ordinary shares in the capital of the Company at an issue price of S\$0.08 for each Rights share. The net proceeds from the Rights issue after deducting expenses payable is approximately S\$22.42 million. The Company has fully utilized the net proceeds of the placement and Rights issue to fund its property acquisitions in Japan.

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

No forecast or prospect statement has been previously disclosed to shareholders.

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.

For FY2012, the Group acquired its 5th and 6th business hotels, Kumamoto and Sapporo respectively, in Japan. This is in line with the Group's strategy to increase its portfolio of business hotels in order to generate a sustainable income stream. During the year, the Group has also acquired land at Oppama and Oiso in Japan to develop a 85-unit and 75-unit apartment respectively. Both development projects are scheduled to be completed in FY2013.

The Group has sold all the SFR units in the USA and the special purpose company previously set up to carry out the buy-sell activity of SFR units has been voluntarily liquidated in October 2012. The Group continues to monitor the USA property market and look for new opportunities for investment.

For the operations in China, the Group continues to seek opportunities for its Property Consulting and Investment ("PCI") activity in the 2nd tier cities.

11. Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on? Yes

Name of Dividend	First & Final (tax-exempt one tier)
Dividend type	Cash
Dividend Amount per Share (in cents)	0.25
Tax Rate	0

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year? Yes

Name of Dividend	First & Final (tax-exempt one tier)
Dividend type	Cash
Dividend Amount per Share (in cents)	0.25
Tax Rate	0

(c) Date payable

To be announced at a later date.

(d) Books closure date

To be announced at a later date.

12. If no dividend has been declared/recommended, a statement to that effect.

Not applicable.

13. If the Group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

The Company does not have any general mandate from shareholders pursuant to Rule 920.

PART II – ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT
(This part is not applicable to Q1, Q2, Q3 or Half Year Results)

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

	<u>Income Producing Assets</u>		<u>Properties</u>		<u>Other</u>	<u>Total</u>
	Asia Pacific	Asia Pacific	Americas	Asia Pacific		
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
<u>Group</u> 2012						
Revenue and other income						
- external sales	7,445	6,748	2,872	–	17,065	
- other income	26	207	–	754	987	
	<u>7,471</u>	<u>6,955</u>	<u>2,872</u>	<u>754</u>	<u>18,052</u>	
Cost of revenue and operating expenses	(3,922)	(7,928)	(2,893)	(2,852)	(17,595)	
Other gains/(losses), net	741	(92)	1,902	3,555	6,106	
Profit/(loss) before income tax	4,290	(1,065)	1,881	1,457	6,563	
Impairment loss of land held for development	–	–	–	93	93	
Total Assets	82,900	106,939	–	88,470	278,309	
Total assets includes:						
Additions to:						
- property, plant and equipment	10,208	2	–	–	10,210	
- investment properties	7,505	–	–	–	7,505	
2011						
Revenue and other income						
- external sales	4,250	36,010	3,553	–	43,813	
- other income	67	221	5	248	541	
	<u>4,317</u>	<u>36,231</u>	<u>3,558</u>	<u>248</u>	<u>44,354</u>	
Cost of revenue and operating expenses	(2,760)	(32,639)	(3,654)	(2,820)	(41,873)	
Other gains/(losses), net	8,049	(229)	(11)	(1,426)	6,383	
Profit/(loss) before income tax	9,606	3,363	(107)	(3,998)	8,864	
Write-down of property held for sale	–	–	13	–	13	
Impairment of financial assets, available-for-sale	–	–	–	100	100	
Impairment loss of other asset	–	–	–	18	18	
Total Assets	77,452	101,450	2,839	44,770	226,511	
Total assets includes:						
Additions to:						
- property, plant and equipment	–	–	–	488	488	
- investment properties	22,734	–	–	–	22,734	
				<u>Group</u>		
				2012	2011	
					Audited	
				S\$'000	S\$'000	
Segment assets for reportable segments				278,309	226,511	
Other segment assets						
Unallocated						
- tax recoverable				1,131	632	
- deferred income tax assets				9	5	
				<u>279,449</u>	<u>227,148</u>	
Revenue from major products and services						
Income producing assets				7,445	4,250	
Properties				9,620	39,563	
				<u>17,065</u>	<u>43,813</u>	

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

Geographical information

	<u>Sales</u>	
	2012	2011
	S\$'000	Audited S\$'000
China	31	356
Japan	14,162	39,904
United States of America	2,872	3,553
	<u>17,065</u>	<u>43,813</u>
	<u>Non-current Assets</u>	
	2012	2011
	S\$'000	Audited S\$'000
Singapore	30,427	15,531
China	18,839	19,955
Japan	74,504	68,909
	<u>123,770</u>	<u>104,395</u>

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

This has been explained in item 8 and item 10 above.

16. **A breakdown of sales.**

	Group		Increase/ (Decrease) %
	2012 S\$'000	2011 S\$'000	
Sales reported for the first half year	12,205	30,129	(59.5)
Operating profit after tax before deducting non-controlling interests for first half year	976	542	80.1
Sales reported for second half year	4,860	13,684	(64.5)
Operating profit after tax before deducting non-controlling interests for second half year	4,270	4,798	(11.0)

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

Tax-exempt one tier Dividend proposed by Board: S\$2.132 million (2011: S\$1.422 million)

18. Disclosure of person occupying a managerial position in the issuer of 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) in the format below. If there are no such persons, the issuer must make an appropriate negative statement.

Name	Age	Family relationship with any director and/or substantial shareholder	Current position and duties, and the the year the position was held	Details of changes in duties and position held, if any, during the year
Ngiam Mia Je Patrick	58	Please see notes below	Chairman and Chief Executive Officer. Responsible for the overall management of the Group. The positions were held since 1992.	No change
Ngiam Mia Kiat Benjamin	56	Please see notes below	Managing Director. Responsible for the operations of the Group. The position was held since 1992.	No change
Lauw Hui Kian	56	Please see notes below	Executive Director (Finance & Administration) Controlling the administration and finance activities of the Group. The position was held since 1985.	No change
Ngiam Mia Hai Bernard	52	Please see notes below	Executive Director (Marketing & Corporate Communications, Business Development) Managing the marketing activities and corporate communications of the Group and engaging in business development/investment activities. The position was held since 1985.	No change
Ngiam Mia Hong Alfred	49	Please see notes below	Executive Director (Business Development & IT Solutions) Responsible for all aspects of the IT solutions of the Group and engage in business development/investment activities. The position was held since 1991.	No change

Notes:

- Ms Lauw Hui Kian is the spouse of Mr Ngiam Mia Je Patrick.
- Messrs Ngiam Mia Je Patrick, Ngiam Mia Kiat Benjamin, Ngiam Mia Hai Bernard and Ngiam Mia Hong Alfred are brothers.
- Mr Ngiam Mia Je Patrick, Mr Ngiam Mia Kiat Benjamin and Ms Lauw Hui Kian are also substantial shareholders of the Company.

BY ORDER OF THE BOARD

Lauw Hui Kian
Director
29 January 2013