



UEM LAND HOLDINGS BERHAD  
(830144-W)  
Incorporated in Malaysia

**QUARTERLY REPORT ON CONSOLIDATED RESULTS FOR THE THIRD QUARTER ENDED 30 SEPTEMBER 2012**

**THE FIGURES HAVE NOT BEEN AUDITED**

**I (A) CONDENSED CONSOLIDATED INCOME STATEMENT**

	Note	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
		Current year quarter	Preceding year corresponding quarter	Nine months to	Nine months to
		30/9/2012	30/9/2011	30/9/2012	30/9/2011
		RM'000	RM'000	RM'000	RM'000
<b>Continuing operations</b>					
1. (a) Revenue		433,380	408,282	1,247,943	1,105,370
(b) Cost of sales		(273,437)	(289,541)	(814,774)	(760,861)
(c) Gross profit		159,943	118,741	433,169	344,509
(d) Other income		9,932	13,280	40,487	44,123
(e) Expenses		(70,125)	(66,095)	(185,418)	(174,247)
(f) Finance costs		(10,247)	(11,273)	(30,697)	(39,702)
(g) Share of results of associates		6,522	10,348	23,315	14,577
(h) Share of results of joint ventures		13,414	2,429	30,522	10,518
(i) Profit before income tax		109,439	67,430	311,378	199,778
(j) Income tax	13	(23,942)	(12,305)	(63,925)	(38,256)
(k) Profit for the period		85,497	55,125	247,453	161,522
Attributable to:					
(l) Owners of the Parent		85,326	54,610	247,084	161,150
(m) Non-controlling Interests		171	515	369	372
		85,497	55,125	247,453	161,522
<b>2. Earnings per share based on 1(l) above (Note 25):</b>					
(a) Basic earnings per share:		1.97 sen	1.31 sen	5.71 sen	3.91 sen
(b) Diluted earnings per share:		1.59 sen	1.01 sen	4.61 sen	3.17 sen

The condensed Consolidated Income Statement should be read in conjunction with the Annual Audited Financial Statements for the year ended 31 December 2011 and the accompanying explanatory notes attached to this quarterly announcement.



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**I (B) CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	Current year quarter <b>30/9/2012</b> RM'000	Preceding year corresponding quarter <b>30/9/2011</b> RM'000	Nine months to <b>30/9/2012</b> RM'000	Nine months to <b>30/9/2011</b> RM'000
<b>Profit for the period</b>	85,497	55,125	247,453	161,522
<b>Other comprehensive income for the period, net of tax</b>				
- Foreign currency translation differences for foreign operations	4,615	2,090	3,225	3,515
- Loss on fair value changes	-	-	(3)	(208)
- Share of other comprehensive income of associates	(65)	(5)	(71)	(86)
<b>Total comprehensive income for the period</b>	<b>90,047</b>	<b>57,210</b>	<b>250,604</b>	<b>164,743</b>
Attributable to:				
Owners of the Parent	89,876	56,695	250,235	164,371
Non-controlling Interests	171	515	369	372
	<b>90,047</b>	<b>57,210</b>	<b>250,604</b>	<b>164,743</b>

The condensed Consolidated Statement of Comprehensive Income should be read in conjunction with the Annual Audited Financial Statements for the year ended 31 December 2011 and the accompanying explanatory notes attached to this quarterly announcement.



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**I (C) REMARKS TO CONDENSED CONSOLIDATED INCOME STATEMENT:**

	<b>INDIVIDUAL QUARTER</b>		<b>CUMULATIVE QUARTER</b>	
	Current year quarter <b>30/9/2012</b> RM'000	Preceding year corresponding quarter <b>30/9/2011</b> RM'000	Nine months to <b>30/9/2012</b> RM'000	Nine months to <b>30/9/2011</b> RM'000
<b>Profit before income tax is arrived at after charging / (crediting) :</b>				
Interest income	(7,715)	(10,500)	(21,187)	(31,348)
Dividend income	(1,795)	(185)	(6,099)	(185)
Interest expense	10,247	11,273	30,697	39,702
Depreciation and amortization	4,475	4,403	13,091	9,249
Impairment for and write off of receivables	22	277	22	277
Loss/(gain) on disposal of quoted / unquoted investment or properties	49	-	2,348	(207)
Gain on disposal of an associate	-	-	(11,183)	-
Write-back of impairment of assets	(15)	-	(15)	-
Foreign exchange loss	27	-	162	-

Other than the above, there was no provision for and write-off of inventories, gain or loss on derivatives, exceptional items, write down of inventories and reversal of provisions for costs of restructuring.



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**II. CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

	Unaudited	Audited
	As at end of current quarter	As at preceding financial year end
	30/9/2012	31/12/2011
Note	RM'000	RM'000
<b>ASSETS</b>		
1. Non-current assets		
Property, plant and equipment	174,477	162,334
Investment properties	548,924	511,077
Land held for property development	2,817,604	2,751,590
Interest in associates	121,677	104,746
Interest in joint ventures	294,994	265,240
Amount due from a joint venture	32,844	29,696
Long term receivables	183,104	204,380
Goodwill	621,409	621,409
Non-current deposits	1,418	1,418
Deferred tax assets	25,925	26,705
	4,822,376	4,678,595
2. Current assets		
Property development costs	1,000,367	1,066,376
Inventories	103,405	124,494
Receivables	1,573,139	1,015,836
Amount due from associates	898	898
Amount due from joint ventures	9,458	3,228
Other investments	149,429	272,190
Cash, bank balances and deposits	575,456	632,140
	3,412,152	3,115,162
Total assets	<b>8,234,528</b>	<b>7,793,757</b>



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**II. CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONT'D)**

	<b>Unaudited</b> <b>As at end of</b> <b>current quarter</b> <b>30/9/2012</b> RM'000	<b>Audited</b> <b>As at preceding</b> <b>financial year end</b> <b>31/12/2011</b> RM'000
<b>EQUITY AND LIABILITIES</b>		
3. Equity attributable to Owners of the Parent		
Share capital	2,165,485	2,163,358
Reserves		
Share premium	1,907,125	1,898,306
Merger relief reserve	34,330	34,330
Equity component of redeemable convertible preference shares ("RCPS")	119,165	120,521
Other reserves	48,466	30,116
Retained profits	836,880	589,796
	5,111,451	4,836,427
4. Non-controlling interests	501,933	460,186
Total equity	5,613,384	5,296,613
5. Non-current liabilities		
Borrowings	1,242,876	1,123,291
Liability component of RCPS	403,176	388,414
Deferred tax liabilities	254,142	260,654
	1,900,194	1,772,359
6. Current liabilities		
Provisions	106,700	137,040
Payables	557,711	515,787
Borrowings	25,227	51,684
Tax payable	31,312	20,274
	720,950	724,785
Total liabilities	2,621,144	2,497,144
Total equity and liabilities	<b>8,234,528</b>	<b>7,793,757</b>
7. <b>Net assets per share attributable to Owners of the Parent</b>	<b>RM1.18</b>	<b>RM1.12</b>

The condensed Consolidated Statement of Financial Position should be read in conjunction with the Annual Audited Financial Statements for the year ended 31 December 2011 and the accompanying explanatory notes attached to this quarterly announcement.



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**III. CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**

	<b>Unaudited Nine months to 30/9/2012 RM'000</b>	<b>Unaudited Nine months to 30/9/2011 RM'000</b>
<b>Operating activities</b>		
Cash receipts from customers	916,719	1,032,862
Receipts from related parties	593	5,034
Cash payments to contractors	(836,373)	(686,589)
Cash payments for land and development related costs	(50,235)	(26,641)
Cash payments to related parties	(9,610)	(16,468)
Cash payments to employees and for expenses	(191,925)	(200,531)
Cash (used in)/generated from operations	(170,831)	107,667
Net income tax paid	(55,333)	(3,778)
Interest received	6,317	11,290
<b>Net cash (used in)/generated from operating activities</b>	<b>(219,847)</b>	<b>115,179</b>
<b>Investing activities</b>		
Dividend received from associates	2,850	2,700
Proceeds from disposal of		
- property, plant and equipment	79	554
- investment property	10,500	-
- associate	10,678	-
- short term investments	128,851	1,653
Cash receipts from liquidator for liquidation of an associate	39	-
Acquisition of a subsidiary, net of cash and cash equivalents acquired	-	163,952
Purchase of property, plant and equipment	(5,230)	(3,237)
Advance to associate	-	(16)
Advance to joint venture	(2,500)	(2,600)
Investment in land held for property development	(27,975)	(16,918)
Investment in short term investments	(8,869)	(120,730)
Investment in joint venture	-	(7,490)
<b>Net cash generated from investing activities</b>	<b>108,423</b>	<b>17,868</b>



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**III. CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (CONT'D)**

	Note	Unaudited Nine months to 30/9/2012 RM'000	Unaudited Nine months to 30/9/2011 RM'000
<b>Financing activities</b>			
Drawdown of borrowings		173,778	93,286
Drawdown of islamic medium term notes		-	100,000
Proceeds from conversion of RCPS		5,120	544,995
Proceeds from issuance of shares to non-controlling shareholders			
- ordinary shares		1,089	-
- preference shares		11,250	-
Advance to joint venture		(5,900)	-
Repayment of borrowings		(86,598)	(54,007)
Repayment of hire purchase		(42)	-
Repayment to immediate holding company		-	(75,219)
Interest paid		(41,100)	-
<b>Net cash generated from financing activities</b>		<b>57,597</b>	<b>609,055</b>
<b>Net change in cash and cash equivalents</b>		<b>(53,827)</b>	<b>742,102</b>
Effects of foreign exchange rate changes		(942)	5,828
Cash and cash equivalents at beginning of financial period		629,998	437,889
<b>Cash and cash equivalents at end of financial period</b>	(a)	<b>575,229</b>	<b>1,185,819</b>
 (a) <b>Cash and cash equivalents comprise the following amounts:</b>			
Current cash, bank balances and deposits			
Unrestricted		295,073	850,454
Restricted		280,383	336,573
		575,456	1,187,027
Bank overdrafts (included in short term borrowings)		(227)	(1,208)
<b>Cash and cash equivalents</b>		<b>575,229</b>	<b>1,185,819</b>

The condensed Consolidated Statement of Cash Flows should be read in conjunction with the Annual Audited Financial Statements for the year ended 31 December 2011 and the accompanying explanatory notes attached to this quarterly announcement.



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**IV. CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN TOTAL EQUITY**

	← Attributable to Owners of the Parent →						Non-controlling Interests <sup>#</sup>	Total Equity	
	← Non-distributable →								
	Share Capital	Share Premium	Merger Relief Reserve	Equity Component of RCPS	Other Reserves	Retained Profits	Total		
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Nine months to 30 September 2012 (Unaudited)</b>									
At 1 January 2012	2,163,358	1,898,306	34,330	120,521	30,116	589,796	4,836,427	460,186	5,296,613
Total comprehensive income for the period	-	-	-	-	3,151	247,084	250,235	369	250,604
Conversion of RCPS to ordinary shares	2,127	8,819	-	(1,356)	-	-	9,590	-	9,590
Issuance of shares by subsidiaries to non-controlling shareholders	-	-	-	-	-	-	-	12,339	12,339
Issuance of shares by a subsidiary to a non-controlling shareholder through capitalisation of advances	-	-	-	-	-	-	-	29,039	29,039
Share options granted under Employee Share Option Scheme	-	-	-	-	15,199	-	15,199	-	15,199
At 30 September 2012	<u>2,165,485</u>	<u>1,907,125</u>	<u>34,330</u>	<u>119,165</u>	<u>48,466</u>	<u>836,880</u>	<u>5,111,451</u>	<u>501,933</u>	<u>5,613,384</u>

<sup>#</sup> Included in the non-controlling interests is the Redeemable Convertible Preference Share of a subsidiary amounting to RM450 million, which is held by the immediate holding company, UEM Group Berhad.





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**IV. CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN TOTAL EQUITY (CONT'D)**

	← Attributable to Owners of the Parent Non-distributable →						Total	Non-controlling Interests <sup>#</sup>	Total Equity
	Share Capital	Share Premium	Merger Relief Reserve	Equity component of RCPS	Other Reserves	Retained Profits			
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
<b>Nine months to 30 September 2011 (Unaudited)</b>									
At 1 January 2011	1,822,681	513,124	34,330	-	29,275	288,084	2,687,494	454,456	3,141,950
Total comprehensive income for the period	-	-	-	-	3,221	161,150	164,371	372	164,743
Shares issued for acquisition of a subsidiary	130,939	548,941	-	-	-	-	679,880	-	679,880
Issuance of RCPS	-	-	-	241,715	-	-	241,715	-	241,715
Conversion of RCPS to ordinary shares	209,703	836,096	-	(121,172)	-	-	924,627	-	924,627
Acquisition of a subsidiary	-	-	-	-	-	-	-	4,500	4,500
At 30 September 2011	<u>2,163,323</u>	<u>1,898,161</u>	<u>34,330</u>	<u>120,543</u>	<u>32,496</u>	<u>449,234</u>	<u>4,698,087</u>	<u>459,328</u>	<u>5,157,415</u>

<sup>#</sup> Included in the non-controlling interests is the Redeemable Convertible Preference Share of a subsidiary amounting to RM450 million which is held by the immediate holding company, UEM Group Berhad.

The condensed Consolidated Statement of Changes in Total Equity should be read in conjunction with the Annual Audited Financial Statements for the year ended 31 December 2011 and the accompanying explanatory notes attached to this quarterly announcement.



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**V. NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

The notes to the condensed Financial Statements should be read in conjunction with the Annual Audited Financial Statements for the year ended 31 December 2011.

**1. Accounting policies and methods of computation**

The quarterly consolidated financial statements have been prepared by applying accounting policies and methods of computation consistent with those used in the preparation of the most recent audited financial statements of the Group and are in accordance with FRS 134, Interim Financial Reporting and Paragraph 9.22 of the Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), except for the adoption of the following new/revised Financial Reporting Standards (“FRSs”) which are applicable to the Group with effect from 1 January 2012 as disclosed below:

	Effective for the financial period beginning on or after
IC Interpretation 19 : Extinguishing Financial Liabilities with Equity Instruments	1 July 2011
Amendments to IC Interpretation 14 : Prepayments of a Minimum Funding Requirement	1 July 2011
FRS 124 : Related Party Disclosures (revised)	1 January 2012
Amendments to FRS 1 : Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters	1 January 2012
Amendments to FRS 7 : Disclosures – Transfer of Financial Assets	1 January 2012
Amendments to FRS 112 : Deferred Tax – Recovery of Underlying Assets	1 January 2012

The adoption of the above pronouncements does not have significant impact to the Group.

**Malaysian Financial Reporting Standards (MFRS Framework)**

On 19 November 2011, the Malaysian Accounting Standards Board (“MASB”) issued a new MASB approved accounting framework, the MFRS Framework.

The MFRS Framework is to be applied by all Entities Other Than Private Entities for annual periods beginning on or after 1 January 2012, with the exception of entities that are within the scope of MFRS 141 Agriculture (MFRS 141) and IC Interpretation 15 Agreements for Construction of Real Estate (IC 15), including its parent, significant investor and venturer (herein called ‘Transitioning Entities’).

Transitioning Entities are allowed to defer adoption of the new MFRS Framework for an additional two years. Consequently, adoption of the MFRS Framework by Transitioning Entities will be mandatory for annual periods beginning on or after 1 January 2014.

The Group falls within the scope of Transitioning Entities and has opted to defer adoption of the new MFRS Framework. Accordingly, the Group will be required to prepare financial statements using the MFRS Framework in its first MFRS financial statements for the year ending 31 December 2014.

**2. Audit report in respect of the 2011 financial statements**

The audit report on the Group’s financial statements for the financial year ended 31 December 2011 was not qualified.

**3. Seasonal or cyclical factors**

The Group’s operations are not subject to any significant seasonal or cyclical factors.



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4. **Unusual items due to their nature, size or incidence**

There were no items affecting assets, liabilities, equity, net income, or cash flows that were unusual because of their nature, size and incidence in the current period.

5. **Material changes in estimates used**

There were no changes in estimates of amounts reported in prior financial years that have a material effect in the current period.

6. **Debt and equity securities**

The Group did not undertake any other issuance and/or repayment of debt and equity securities, share buy-back, share cancellations, shares held as treasury shares and resale of treasury shares for the current financial period ended 30 September 2012 except as follows:-

The Group's issued and paid-up ordinary share capital increased from RM2,161,809,579 to RM2,163,935,936 during the current period as a result of issuance of 4,252,714 ordinary shares of RM0.50 each at an issue price of RM2.30 per share upon conversion of the RCPS issued in respect of the conditional take-over of Sunrise Berhad on 6 January 2011 as follows:

	Redeemable Convertible Preference Shares ("RCPS") of RM0.01 each (Number of shares)	Ordinary shares of RM0.50 each (Number of shares)
Issuance of debt and equity securities (RM2.10 per share) as considerations for the conditional take-over of Sunrise Berhad		
Balance as at 1 January 2012	417,381,692	-
Cash conversion by tendering 1 RCPS with cash subscription of RM1.30 per RCPS for 1 ordinary share	(3,910,582)	3,910,582
Non-cash conversion by tendering 2.3 RCPS for 1 ordinary share	(786,912)	342,132
<b>Total</b>	<b>412,684,198</b>	<b>4,252,714</b>

7. **Dividend**

The Directors do not recommend the payment of any dividend for the current financial period ended 30 September 2012 (2011 : Nil).

8. **Segment information for the current financial period**

There was no disclosure and presentation of segment information as the Group's activities are mainly involved in property development and related activities.

9. **Material events subsequent to the end of the current financial period**

In the opinion of the Directors, there are no items, transactions or events of a material and unusual nature which have arisen since 30 September 2012 to the date of this announcement which would substantially affect the financial results of the Group for the nine months ended 30 September 2012 that have not been reflected in the condensed financial statements.



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**10. Changes in the composition of the Group**

There were no significant changes in the composition of the Group for the current period including business combinations, acquisitions or disposal of subsidiaries and long term investments, restructuring or discontinued operations as at the date of this announcement since the preceding year ended 31 December 2011 except the following :

- a) On 21 March 2012, the Company acquired 2 ordinary shares of RM1.00 each representing the entire issued and paid-up share capital of Nusajaya Five O Sdn Bhd (“NFOSB”), a newly incorporated company, for a total cash consideration of RM2.00. Pursuant to the completion of the acquisition, NFOSB became a wholly-owned subsidiary of the Company.

On 28 March 2012, NFOSB increased its issued and paid-up share capital to 300,000 ordinary shares of RM1.00 each. Following the increase in share capital, the Company subscribed for an additional 239,998 ordinary shares of RM1.00 each, resulting in the Company’s equity interest in NFOSB being reduced from 100% to 80%.

- b) On 16 March 2012, the following wholly-owned inactive subsidiaries of the Company, which were held through its wholly-owned subsidiaries were dissolved via the Members’ Voluntary Liquidation upon the expiration of three (3) months after the lodging of the Return by the liquidator relating to the final meeting (Form 69) with the Registrar and the Official Receiver on 16 December 2011 pursuant to Section 272(5) of the Companies Act, 1965.

- i) Amra Resources Sdn Bhd
- ii) Cantuman Bahagia Sdn Bhd
- iii) Jaguh Mutiara Sdn Bhd
- iv) Nusajaya Group Sdn Bhd

- c) On 30 March 2012, the Company subscribed for 2 ordinary shares of RM1.00 each representing the entire issued and paid-up share capital of Nusajaya Premier Sdn Bhd (“NPSB”), a newly incorporated company, for a total cash consideration of RM2.00. Pursuant to the completion of the acquisition, NPSB became a wholly-owned subsidiary of the Company.

- d) Nusajaya Hotels Sdn Bhd, an inactive subsidiary of the Company, which was held through its wholly-owned subsidiary, UEM Land Berhad (“UEM Land”), was struck-off from the Schedule of the Registrar pursuant to Section 308(4) of the Companies Act, 1965 with effect from 7 May 2012.

- e) Perfect Portfolio Sdn Bhd, an associate of the Company, which was held through its wholly-owned subsidiary, Sunrise Berhad, was disposed via a Share Sale Agreement dated 26 March 2012 and completed on 18 April 2012.

- f) On 30 July 2012, the Company acquired 1 ordinary share of RM1.00 each, representing 50% of the equity interest in Desaru South Course Residences Sdn Bhd (“DSCR”), Desaru North Course Residences Sdn Bhd (“DNCR”) and Desaru South Course Land Sdn Bhd (“DSCL”). Subsequently on 30 July 2012, the Company subscribed additional ordinary shares in the aforesaid companies as follows:

- i) DSCR – 509,999 ordinary shares
- ii) DNCR – 509,999 ordinary shares
- iii) DSCL – 50,999 ordinary shares

resulting in DSCR, DNCR and DSCL becoming 51% owned subsidiaries of the Company.

- g) On 22 October 2012, UEM Land a wholly-owned subsidiary of the Company acquired 2 ordinary shares of RM1.00 each representing the entire issued and paid-up share capital of Suasana Prisma Sdn Bhd (“SPSB”), for a total cash consideration of RM2.00 resulting in SPSB becoming a wholly-owned subsidiary of the Company.



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**11. Contingent liabilities**

There are no changes in the contingent liabilities as at the date of this announcement since financial year ended 31 December 2011 except the following:

On 3 October 2011, Bandar Nusajaya Development Sdn Bhd (“BND”), a major subsidiary of the Company which was held through its wholly-owned subsidiary, UEM Land Berhad, received a notice of additional assessment from the Inland Revenue Board (“IRB”) for additional tax and penalty of RM50,921,871.28 and RM22,914,840.73 respectively in respect of the year of assessment 2006. BND has commenced the appeal process against the additional assessment and penalty.

Based on the advice received from the Company’s advisers, no provision for income tax and tax penalty have been made by the Company in respect of the above amount as the Company believes that the grounds for the appeal are valid. On 4 September 2012, the High Court ruled in favour of BND and declared that the IRB had no legal basis to raise the additional tax assessment.

**12. Capital commitments**

There are no material capital commitments except as disclosed below:

	<b>RM’mil</b>
Approved and contracted for	2.1
Approved but not contracted for	4.7

**13. Income tax**

	<b>INDIVIDUAL QUARTER</b>		<b>CUMULATIVE QUARTER</b>	
	Current year quarter	Preceding year corresponding quarter	Nine months to	Nine months to
	<b>30/9/2012</b>	<b>30/9/2011</b>	<b>30/9/2012</b>	<b>30/9/2011</b>
	RM’000	RM’000	RM’000	RM’000
Malaysian & foreign income tax:				
- current year	(27,209)	(24,684)	(68,314)	(69,027)
- under provision in prior years	(202)	5,106	(1,279)	3,833
Deferred tax	3,469	7,273	5,668	26,938
	(23,942)	(12,305)	(63,925)	(38,256)

The Group’s effective tax rate is lower compared to the statutory tax rate mainly due to the effect arising from the share of profits from associates and joint ventures are net of tax.

**14. Status of corporate proposals announced but not completed as at the date of this announcement**

All corporate proposals announced are completed as at the date of this announcement, except as disclosed below:

- a) A development agreement dated 16 June 2005 (“HHDSB Development Agreement”) between Nusajaya Greens Sdn Bhd (“NGSB”) and Horizon Hills Development Sdn Bhd (“HHDSB”), a 50:50 joint venture company between UEM Land and Gamuda Berhad, for the development of approximately 1,227 acres of land in Nusajaya into a mixed development and 18-hole golf course, clubhouse and facilities together with the appropriate primary and secondary infrastructure, and other types of complementary developments, which was announced on 16 June 2005 by UEM World Berhad (now known as Global Converge Sdn Bhd). As part of the HHDSB Development Agreement, the said land will be acquired by HHDSB for the development known as Horizon Hills, which is currently ongoing. As at 22 November 2012, 910 acres out of the total of 1,227 acres have been purchased and paid for by HHDSB.



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**14. Status of corporate proposals announced but not completed as at the date of this announcement (cont'd)**

- b) A development agreement and a supplemental development agreement dated 19 December 2007 and 4 November 2010, respectively, between UEM Land, Bandar Nusajaya Development Sdn Bhd ("BND") and Haute Property Sdn Bhd ("HPSB") for the development of a high end residential enclave over 111 acres held under H.S.(D) 453895, PTD 154910, Mukim Pulau, Daerah Johor Bahru, Johor Darul Ta'zim.
- c) A Facilities and Maintenance Agreement dated 13 April 2011 between Cahaya Jauhar Sdn Bhd, a 60:40 joint venture company between UEM Land and the Johor State Government, and State Secretary Johor (Incorporated) ("JSSI") for the provision of management and maintenance services for Phase 1 of Kota Iskandar ("FMMA"). The annual fee under the FMMA for the first year is RM10.47 million and will be increased in the third year to RM15.8 million. The FMMA covers a period of 30 years with a review every 3 years.
- d) A Shareholders' Agreement dated 9 June 2011 between the Company and Iskandar Harta Holdings Sdn Bhd ("IHH"), a wholly-owned subsidiary of Iskandar Investment Berhad ("IIB") for the development of 2 parcels of land measuring an aggregate of approximately 35 acres held under H. S. (D) 478904, PTD 170657 ("Lot A3A") and H. S. (D) 478905, PTD 170658 ("Lot A3B"), both situated in Mukim of Pulau, Johor Darul Ta'zim into a mixed development predominantly in the retail segment ("Retail Mall").

The Retail Mall is to be developed by Nusajaya Lifestyle Sdn Bhd ("NLSB"), held by the Company and IHH in the proportion of 55% and 45% respectively. On the same date, NLSB had entered into the Agreements to Lease with IHH, being the registered owner of Lot A3A and Lot A3B, for the 99-year lease of Lot A3A and Lot A3B. On 22 June 2011, all the conditions precedent pertaining to the Shareholders' Agreement and the Agreements to Lease have been fulfilled, and the payment for 10% of the Lease Consideration (equivalent to RM10.0 million) has been made by NLSB to IHH in accordance with the terms of the Agreements to Lease.

In accordance with the terms of the Agreement to Lease for Lot A3B, NLSB has also paid an additional RM13.5 million to IHH on 19 January 2012 pursuant to the approval from the relevant authorities for an additional 500,000 square feet of Gross Floor Area to be allocated to Lot A3B while the balance 90% Lease Consideration for Lot A3B amounting to RM51.03 million was paid to IHH on 8 March 2012.

- e) A sale and purchase agreement dated 9 April 2012 between Nusajaya Premier Sdn Bhd, a wholly-owned subsidiary of the Company, and Tanjung Bidara Ventures Sdn Bhd, a wholly-owned subsidiary of Khazanah Nasional Berhad, for the acquisition of an approximately 122.28-acre parcel of freehold land in Mukim Pulau, District of Johor Bahru, Johor Darul Ta'zim for a cash consideration of RM93,212,290.71 ("Proposed Acquisition"). The Proposed Acquisition was duly completed on 1 October 2012.
- f) On 6 January 2012, CIMB Investment Bank Berhad announced on behalf of the Company that the Company proposes to establish an employee share option scheme for the eligible employees and executive director(s) of the Group ("Eligible Employees") ("Proposed ESOS").

The total number of new ordinary shares of RM0.50 each in the Company which may be offered and issued under the Proposed ESOS ("ESOS Shares") shall not exceed 7.5% of the issued and paid-up ordinary share capital of the Company at any time during the duration of the Proposed ESOS.

On 2 February 2012, Bursa Malaysia Securities Berhad ("Bursa Securities") had granted its approval for the listing of and quotation for such number of ESOS Shares on the Main Market of Bursa Securities.

On 7 March 2012, the shareholders of the Company have approved in the Extraordinary General Meeting on the Proposed ESOS to the eligible employees and executive director(s) of the Group.

The ESOS has been granted on 9 April 2012 with the offer of options ("Options") for a total number of 151,670,000 ESOS Shares to the Eligible Employees.

On 9 October 2012, the Company granted the second Option totalling 10,894,800 ESOS Shares to Eligible Employees.



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14. **Status of corporate proposals announced but not completed as at the date of this announcement (cont'd)**

g) On 11 June 2012, the Company entered into 3 Shareholders' and Shares Subscription Agreements with wholly-owned subsidiaries of Desaru Development Holdings One Sdn Bhd (a subsidiary of Desaru Development Corporation Sdn Bhd) ("DDC Cos") (collectively referred to as the "SSAs") to establish the shareholding structure of 3 separate Development Companies ("Dev Cos") and to regulate the relationship amongst the Company and the DDC Cos for the development of land parcels to be acquired by the Dev Cos with an aggregate gross area of approximately 678.70 acres consisting of the following:

- (i) 11 parcels of land with an aggregate gross area of approximately 304.63 acres ("Residential Land 1");
- (ii) 13 parcels of land with an aggregate gross area of approximately 370.31 acres ("Residential Land 2"); and
- (iii) 1 parcel of land with a gross area of approximately 3.76 acres ("Beach Club Land"),

(collectively referred to as the "Desaru Lands").

The land will be developed into a high-end residential resort development surrounding two golf courses on the Desaru Lands in Desaru, Johor Darul Ta'zim and a beach club to cater to the residents of the high-end residential resort development, as follows:

SSA	Parties Signing the SSA			Desaru Lands to be developed
SSA 1	Company	Desaru South Course Sdn Bhd ("DDC Co 1")	Desaru South Course Residences Sdn Bhd ("Dev Co 1")	Residential Land 1
SSA 2	Company	Desaru North Course Sdn Bhd ("DDC Co 2")	Desaru North Course Residences Sdn Bhd ("Dev Co 2")	Residential Land 2
SSA 3	Company	DDC Co 1	Desaru South Course Land Sdn Bhd ("Dev Co 3")	Beach Club Land

The issued and paid-up capital of the Dev Cos will be held by the Company and the respective DDC Cos in the proportion of 51% and 49%, respectively.

Concurrent with the execution of the SSAs, the respective Dev Cos had entered into 3 separate Sale and Purchase Agreements (collectively referred to as the "SPAs") with the respective DDC Cos for the proposed acquisitions of the Desaru Lands as follows:

SPA	Vendor	Acquirer	Desaru Lands to be acquired	Purchase Consideration
				RM million
SPA 1	DDC Co 1	Dev Co 1	Residential Land 1	283.6
SPA 2	DDC Co 2	Dev Co 2	Residential Land 2	196.0
SPA 3	DDC Co 1	Dev Co 3	Beach Club Land	5.7
<b>Total</b>				<b>485.3</b>

The SSAs and the SPAs are not subject to any condition precedents. On 18 June 2012, 10% of the purchase consideration for each of the Desaru Lands was paid by the Dev Cos to the relevant DDC Cos. On 30 July 2012, the Company subscribed for cash 51% equity interest in the issued and paid-up share capital of the Dev Cos.





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14. **Status of corporate proposals announced but not completed as at the date of this announcement (cont'd)**

- h) On 23 October 2012, the Company announced that its wholly-owned subsidiary, UEM Land entered into a Master Agreement (“MA”) with Ascendas Land (Malaysia) Sdn Bhd (“Ascendas”) to undertake the development of an integrated tech park over approximately 519 acres of land in Gerbang Nusajaya (“Lands”), Nusajaya, Johor Darul Ta’ zim, Malaysia (“Proposed Development”).

The Proposed Development is broken down as follows:

- (i) Phase 1 Lands measuring approximately 205 acres and further broken down into two plots identified as Plot A with an estimated area of 120 acres (“Plot A”) and Plot B with an estimated area of 85 acres (“Plot B”) (collectively “Phase 1 Lands”) to be held by Company A;
- (ii) Phase 2 Lands measuring approximately 166 acres to be held by Company B (“Phase 2 Lands”); and
- (iii) Phase 3 Lands measuring approximately 148 acres to be held by Company C (“Phase 3 Lands”).

UEM Land and Ascendas shall enter into Subscription Agreements to regulate their initial share subscription into the companies and Shareholders’ Agreement to govern the parties’ relationship as shareholders of the companies. The equity ratio of the parties in the companies shall be 60% : 40% (Ascendas : UEM Land) unless otherwise agreed by the parties in accordance with the terms of the Shareholders’ Agreement.

Pursuant to the MA, UEM Land also agrees to:

- (i) Cause the transfer of Plot A to Company A; and
- (ii) Grant to Ascendas the options to:
  - Agree to Company A completing the purchase of Plot B; and
  - Purchase the Phase 2 Lands and Phase 3 Lands via Company B and Company C respectively, and for UEM Land and Ascendas to subscribe for the shares for Company B and/or Company C as per the terms provided in the MA.

The options are exercisable within the period of nine (9) years commencing from the date of the MA. The options shall automatically lapse if not exercised within the option period. The transactions are subject to various regulatory approvals and condition precedent, including but not limited to the approval for the transfer of the lands into the companies, the planning approvals and the approval for the conversion of the lands for industrial use.

15. **Borrowings and debt securities**

Details of Group borrowings and debt securities as at 30 September 2012 are as follows:

	Long term borrowings			Short term borrowings		
	Secured RM’000	Unsecured RM’000	Total RM’000	Secured RM’000	Unsecured RM’000	Total RM’000
Domestic						
- Islamic term financing	156,148	-	156,148	-	-	-
- Term & bridging loans	38,577	-	38,577	-	-	-
- Loan from immediate holding company	266,498	-	266,498	-	-	-
- Islamic Medium Term Notes	-	200,000	200,000	-	-	-
- Term loan	537,246	-	537,246	-	-	-
- Revolving credits	35,000	-	35,000	7,000	18,000	25,000
- Bank overdrafts	9,407	-	9,407	-	227	227
<b>TOTAL</b>	<b>1,042,876</b>	<b>200,000</b>	<b>1,242,876</b>	<b>7,000</b>	<b>18,227</b>	<b>25,227</b>

16. **Derivatives**

There are no derivatives as at the date of this announcement.





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17. **Fair value hierarchy**

There were no transfer between any levels of the fair value hierarchy took place during the current interim period and the comparative period. There were also no changes in the purpose of any financial asset that subsequently resulted in a different classification of that asset.

18. **Realised and unrealised profits/(losses)**

	<b>As at end of current quarter 30/9/2012 (RM'000)</b>	<b>As at preceding financial year end 31/12/2011 (RM'000)</b>
Total retained profits of the Company and its subsidiaries:		
- Realised	907,325	594,919
- Unrealised	47,780	28,880
	955,105	623,799
Total share of retained profits / (accumulated losses) of associates:		
- Realised	48,228	27,948
- Unrealised	(126)	(256)
Total shares of retained profits of joint ventures:		
- Realised	69,509	38,152
- Unrealised	1,625	499
	1,074,341	690,142
Less : Consolidated adjustments	(237,461)	(100,346)
Total group profits as per consolidated statement of financial position	836,880	589,796

19. **Material litigation**

**Legal action by Vulindlela Holdings (Pty) Limited and Vulindlela Investments (Pty) Limited against Renong Overseas Corporation Sdn Bhd**

Renong Overseas Corporation Sdn Bhd ("ROC"), a wholly-owned subsidiary of UEM Land Berhad ("UEM Land"), entered into an agreement ("Agreement") to dispose its entire interests in Renong Overseas Corporation S.A. (Proprietary) Limited ("ROCSA"), a foreign subsidiary of ROC, on 8 January 2007 with Bonatla Property Holdings Limited ("Bonatla"). The agreement was later novated to VLC Commercial & Industrial (Pty) Ltd ("VLC").

Vulindlela Holdings (Pty) Limited has jointly with Vulindlela Investments (Pty) Limited ("Applicants") filed interlocutory proceedings in the High Court of South Africa, Durban and Coast Local Division against ROC. The Applicants are companies incorporated in South Africa and hold direct and indirect interest in ROC-Union (Proprietary) Limited, a subsidiary of ROCSA, which in turn is a wholly-owned subsidiary of ROC. ROCSA and Vulindlela Investments (Pty) Limited respectively hold 80.4% and 19.6% equity interest in ROC-Union (Proprietary) Limited.

The Applicants requested for a relief to injunct ROC from completing its sale of shares in ROCSA to Bonatla Property Holdings Limited ("Bonatla") and/or its nominee, VLC Commercial & Industrial Pty Ltd ("VLC") pending the determination of the court case brought by the Applicants. The Applicants' main contention is that they have a tacit pre-emptive right at ROCSA level which they claimed was not granted to them. At the hearing of the matter on 17 October 2008, the Court granted an order which records that the application is adjourned pending Bonatla and/or VLC furnishing the Applicants with further documents.



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19. **Material litigation (cont'd)**

The sale of shares by ROC to VLC has been terminated by ROC on 16 November 2010 due to non-performance by VLC. In view thereof, an application to dispose the court's order for which there is no legal basis had been filed by ROC on 1.10.2012. The court has yet to set a date for hearing of the said application.

20. **Comparison between the current quarter and the immediate preceding quarter**

	Current quarter <b>30/9/2012</b> RM'000	Immediate preceding quarter <b>30/6/2012</b> RM'000
Revenue	433,380	510,846
Profit from operations	99,750	112,829
Finance costs	(10,247)	(10,314)
Share of results of associates/joint ventures	19,936	27,801
Profit before income tax	109,439	130,316

The Group recorded lower revenue in the current quarter as compared to the immediate preceding quarter. This is mainly due to lower contribution from strategic land sales.

The lower profit before income tax as compared to the immediate preceding quarter is in line with the lower revenue recorded as well as lower contribution from our associates and joint ventures.

21. **Detail analysis of the performance for the current quarter and year-to-date**

	Current year quarter <b>30/9/2012</b> RM'000	Preceding year corresponding quarter <b>30/9/2011</b> RM'000	Nine months to <b>30/9/2012</b> RM'000	Nine months to <b>30/9/2011</b> RM'000
Revenue	433,380	408,282	1,247,943	1,105,370
Profit from operations	99,750	65,926	288,238	214,385
Finance costs	(10,247)	(11,273)	(30,697)	(39,702)
Share of results of associates/joint ventures	19,936	12,777	53,837	25,095
Profit before income tax	109,439	67,430	311,378	199,778

The Group recorded higher revenue in the current quarter and period as compared to the preceding year's corresponding quarter and period. This is primarily due to increase in sales and construction progress contributed by the developments in East Ledang, Imperia, Nusa Bayu, Nusa Idaman, Symphony Hills, Summer Suites, MK28 and Quintet.

The higher profits before income tax for the current quarter and period as compared to the preceding year corresponding quarter and period is in line with higher revenue recorded as well as higher contribution from our associates and joint ventures.



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22. **Economic profit (“EP”) statement**

	Note	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
		Current year quarter	Preceding year corresponding quarter	Nine months to	Nine months to
		30/9/2012	30/9/2011	30/9/2012	30/9/2011
		RM'000	RM'000	RM'000	RM'000
<u>Net operating profit after tax (“NOPAT”) computation:</u>					
Earnings before interest and tax (“EBIT”)		89,818	52,646	247,751	170,262
Adjusted tax		(22,455)	(13,162)	(61,938)	(42,566)
<b>NOPAT</b>		<b>67,363</b>	<b>39,484</b>	<b>185,813</b>	<b>127,696</b>
<u>Economic charge computation:</u>					
Average invested capital	1	6,476,015	4,360,926	6,476,015	4,360,926
Weighted average cost of capital (“WACC”) (%)	2	12.4%	11.8%	12.4%	11.8%
<b>Economic charge</b>		<b>(200,757)</b>	<b>(128,647)</b>	<b>(602,269)</b>	<b>(385,942)</b>
<b>Economic loss</b>		<b>(133,394)</b>	<b>(89,163)</b>	<b>(416,456)</b>	<b>(258,246)</b>

The EP statement is as prescribed under the Government Linked Companies (“GLC”) Transformation program, and is disclosed on a voluntary basis. EP measures the value created by a business during a period reflecting how much return a business makes over its cost of capital.

The Group recorded higher economic loss for the current quarter as compared to the preceding year corresponding quarter mainly due to higher economic charge with the increase in average invested capital and weighted average cost of capital.

Note 1: Average invested capital consists of average operating working capital, average net property, plant and equipment and average net other operating assets.

Note 2: WACC is calculated as weighted average cost of debts and equity taking into account the market capitalisation of the Company as at end of the period.

23. **Prospects for the current financial year**

The Group launched several phases of residential units in Nusa Idaman, East Ledang and Nusa Bayu with a combined GDV of RM594m during the quarter under review. The Group has also recently launched Arcoris Serviced Residence in Mont’Kiara, Teega, a 35 storey condominium development in Puteri Harbour, Verdi Eco-dominiums at Cyberjaya and several more phases in Nusa Idaman, East Ledang and Nusa Bayu with a combined GDV of RM1.8 billion. These projects are in their early stages and are expected to contribute favourably to the Group’s financial performance in the near future. Other on-going projects are progressing well with MK 28 ready for vacant possession by end of the year.

The Group’s on-going projects have an unbilled sales of RM1.9 billion as at 30 September 2012. The Board is optimistic that the Group will be able to meet its profit target for the year.



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24. **Profit forecast**

No commentary is made on any variance between actual profits from forecast profit, as it does not apply to the Group.

25. **Earnings per share**

	INDIVIDUAL QUARTER		CUMULATIVE QUARTER	
	Current year quarter <b>30/9/2012</b> RM'000	Preceding year corresponding quarter <b>30/9/2011</b> RM'000	Nine months to <b>30/9/2012</b> RM'000	Nine months to <b>30/9/2011</b> RM'000
(a) Basic earnings per share				
Profit attributable to Owners of the Parent	85,326	54,610	247,084	161,150
Weighted average number of ordinary shares in issue ('000)	4,327,792	4,174,369	4,326,813	4,118,143
Basic earnings per share	<u>1.97 sen</u>	<u>1.31 sen</u>	<u>5.71 sen</u>	<u>3.91 sen</u>
(b) Diluted earnings per share				
Profit for the period attributable to Owners of the Parents	85,326	54,610	247,084	161,150
Profit of subsidiaries attributable to non-controlling interests arising from dilutive impact of convertible securities issued by a subsidiary	(8,463)	(7,594)	(24,500)	(14,756)
Diluted profit attributable to Owners of the Parent	<u>76,863</u>	<u>47,016</u>	<u>222,584</u>	<u>146,394</u>
Diluted weighted average number of ordinary shares in issue ('000)	4,825,593	4,676,942	4,824,615	4,620,716
Diluted earnings per share	<u>1.59 sen</u>	<u>1.01 sen</u>	<u>4.61 sen</u>	<u>3.17 sen</u>

**Kuala Lumpur**  
**28 November 2012**

**By Order of the Board**  
**TAN HWEE THIAN** (MIA 1904)  
**WONG MAY FUN** (MAICSA 7018697)  
Company Secretaries