



UNITED OVERSEAS AUSTRALIA LTD

ACN 009 245 890

Suite 1, 467 Scarborough Beach Road, OSBORNE PARK WA 6017

P.O. Box 1788, Osborne Park DC, W.A. 6017

Tel: (+618) 9217 9800 • Fax: (+618) 9217 9899

27 March 2014

Company Announcements Manager
Australian Securities Exchange Limited
4th Floor
20 Bridge Street
SYDNEY NSW 2000

Company Announcements Manager
Singapore Stock Exchange
2 Shenton Way
#19 SGX Centre
SINGAPORE 068804

'Transmitted Electronically'

Dear Sirs,

Re: 2013 Annual Report and Financial Statements

Please find attached the Company's Annual Report and Financial Statements together with Notice of Meeting and Proxy Form for year ended 31 December 2013.

Yours faithfully,

ALAN C WINDUSS
COMPANY SECRETARY

MALAYSIAN OFFICE:

Wisma UOA Bangsar South

Tower 1, Avenue 3, The Horizon, Bangsar South

No. 8, Jalan Kerinchi, 59200. KUALA LUMPUR

Tel: (+603) 2245 9188 • Fax: (+603) 2245 9168



United Overseas Australia Ltd

ANNUAL REPORT 2013





Aerial view of Bangsar South



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CORPORATE DIRECTORY

A.C.N 009 245 890

DIRECTORS

Mr Chong Soon Kong
(Chairman and Chief Executive Officer)
Mr Pak Lim Kong
Mr Alan Charles Winduss
Mr Chee Seng Teo
Ms May Chee Kong
(alternate for C.S. Kong)

COMPANY SECRETARY

Alan Charles Winduss

ASX Code

UOS

REGISTERED OFFICE

Suite1, 467 Scarborough Beach Road
Osborne Park, Perth
Western Australia 6017
Telephone +618 9217 9800
Facsimile +618 9217 9899
Email alan_winduss@winduss.com.au

PRINCIPAL PLACE OF MANAGEMENT

Wisma UOA Bangsar South
Tower 1, Avenue 3
The Horizon, Bangsar South City
No. 8, Jalan Kerinchi
59200 Kuala Lumpur
Malaysia

SHARE REGISTRY

Advanced Share Registry Services
150 Stirling Highway
Nedlands, Perth
Western Australia 6009

AUDITORS

Grant Thornton Audit Pty Ltd
Level One
10 Kings Park Road
West Perth
Western Australia 6005

SOLICITORS

Steinepreis Paganin
Level 4
Read Building
16 Milligan Street
Perth
Western Australia 6000



CHAIRMAN'S MESSAGE

Dear Fellow Shareholder

As you will have seen from postings on the Australian Stock Exchange and Singapore Stock Exchange announcement platforms and as contained in this report your company and its two majority controlled listed subsidiaries have again produced a solid profit result.

The Company and members of its economic entity (primarily UOA Development Bhd and UOA Real Estate Investment Trust both listed on Bursa Malaysia) has recorded a pre tax profit of \$219 million.

After minority interest and taxation \$97.81 million is attributable to members of the Company. This is an 19.3% increase over the 2012 result of \$81.98 million.

The Board has unanimously agreed to recommended payment of a final dividend of 2c (two cents) per ordinary share payable in June this year.

Whilst economic conditions both in Malaysia and worldwide are varied and can be unpredictable both myself and other members of the Board are confident the Group will continue to perform in a positive way, but we are also very cognisant of the fact that economic vagaries can affect our financial results.

Without the dedication and continued hard work of my fellow Directors, Senior Management and all the staff these results would not have been achieved and to them I say a very big thank you.

C.S. Kong
Chairman & Chief Executive Officer

EXECUTIVE DIRECTOR'S REVIEW OF OPERATIONS



As evidenced in this report, 2013 has been a year of consolidation and profitable operations for the Group.

In order that our shareholders may have a complete understanding of our Group, the following are extracts from the Annual Reports of UOA Development Bhd (68.23% owned) and UOA Real Estate Investment Trust (46.25% owned) results, each of which are consolidated into the Group accounts.

A full set of the financial statements at reports for UOA Development Bhd can be downloaded www.uoadev.com.my.

REVIEW OF OPERATIONS

In a year of fluctuating economic conditions UOA Development Bhd and its subsidiaries comprising the Group has achieved a record gross revenue of approximately \$410 million and a profit attributable to stakeholders of \$119.4 million.

We have again had strong support from purchasers for our projects and this indicates our belief in quality and location at a fair price is justified.

As you will see from details following there are exciting developments planned and others coming to completion in 2014.

In the year ended 31 December 2013, the company was granted the prestigious awards Frost & Sullivan Asia Pacific Builder's Growth Excellence Leadership Award 2013 & The Edge Malaysia Top Property Developments Award 2013 as a recognition to our success in the industry.

We are confident of the coming year again being successful but are also mindful of the fact that economic conditions in Malaysia and worldwide can influence our results.

COMPLETED DEVELOPMENTS

Three projects were completed in year 2013. The first serviced apartment in Bangsar South, Camellia Serviced Suites, was completed in the third quarter. A part of Camellia Serviced Suites will be managed by renowned hospitality operator Frasers Hospitality as Capri by Fraser hotel residences; it is expected that the fully equipped apartments will be accepting guests in the second quarter of 2014.

Nexus in Bangsar South, which was completed in the fourth quarter of the year, enhances the value of Bangsar South as an integrated development by providing amenities such as ballrooms, functions rooms, auditorium, gymnasium, child care centre, restaurants and other retail outlets.

Also completed was One @ Bukit Ceylon which is located in the heart of the city comprising 356 hotel suites and is expected to commence operations in the second half of 2014.



EXECUTIVE DIRECTOR'S REVIEW OF OPERATIONS

EXTRACTS FROM UOA DEVELOPMENT BHD'S ANNUAL REPORT

*(cont'd)***CURRENT DEVELOPMENTS**

Le Yuan Residence, Vertical Office Suites Phase 1, Desa Eight and Kencana Square with a collective estimated gross development value ("GDV") of over \$757.2 million were projects previously launched that have had a very positive response from the market. Apart from the continued sales and construction of these projects, the Group has launched other new developments in the year as delineated below.

During the year, Vertical Offices Suites Phase 2 was launched. Similar to Phase 1, this is a strata title office project within Bangsar South. The two phases combined are estimated to have a completion GDV of approximately \$230.4 million and they are expected to be completed in the second half of 2015.

Scenaria @ North Kiara Hills and Desa Green in Taman Desa were officially launched in 2013. The two residential projects have a total estimated GDV of approximately \$395 million. Scenaria @ North Kiara Hills is expected to be completed in year 2015 and Desa Green in 2016.

Following the initial phase consisting of 26 units of retail shops which was launched in 2012, the Group continued to market strata offices in Kencana square. This is a 14-storey office tower comprising of 168 units of strata title units. The entire Kencana Square development, including the boutique and corporate office towers, is scheduled to be completed in December 2017.

South View Serviced Apartments comprising approximately 1,200 units was launched in the fourth quarter of 2013. It is located in close vicinity to Bangsar South. The project has an estimated GDV of \$197.5 million and completion is expected in late 2017.



Desa Eight



Le Yuan Residence



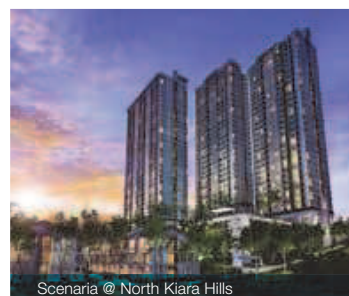
South View Serviced Apartments



Kencana Square



Vertical Office Suites



Scenaria @ North Kiara Hills



Desa Green



Future Development in Kepong

FUTURE DEVELOPMENTS

The Group has multiple new development project launches planned for 2014. The projects planned to be launched in 2014 have an estimated combined GDV of over \$658.4 million.

These upcoming projects are located at various strategic locations in Kuala Lumpur such as Sentul, Jalan Ipoh, Old Klang Road and Kepong.

Kuala Lumpur remains the geographical focus of the company in the short to medium term and the Group will continue to seek strategic development sites for future acquisition and expansion.



SouthBank Residence at Old Klang Road



Future Development in Jalan Ipoh



Sentul Village at Sentul

EXECUTIVE DIRECTOR'S REVIEW OF OPERATIONS

EXTRACTS FROM UOA DEVELOPMENT BHD'S ANNUAL REPORT

(cont'd)

**UOA DEVELOPMENT BHD
GROUP FINANCIAL SUMMARY**

Group Year Under Review Summary Year Ended 31 December (\$'000)	2013	2012	2011	2010
Revenue	410,015	249,674	193,028	118,041
Profit before tax	190,247	129,399	151,566	104,575
Profit after tax	133,549	101,709	126,749	87,969
Profit attributable to shareholders	119,443	94,133	121,054	85,721
Paid-up capital	22,919	20,007	18,565	13,586
Shareholders' equity	836,463	658,297	560,721	211,417
Total assets employed	1,060,403	814,040	664,693	400,575
Total net tangible assets	869,894	676,673	572,929	217,955
Basic earnings per share (\$)	0.09	0.08	0.11	1.96
Net tangible assets per share (\$)	0.60	0.52	0.48	4.89
Share price – High (\$)	0.90	0.61	0.82	NA
Share price – Low (\$)	0.55	0.43	0.36	NA

Note: The comparative figures for the year ended 31 December 2010 has been prepared under the merger method of accounting, where the results of entities or businesses under common control are accounted for as if the acquisition had occurred at the date that common control was established.

The year under review again has produced a satisfactory result in a climate of a very competitive rental markets in Malaysia, particularly Kuala Lumpur.

Following are extracts from the REIT'S Annual Report which shows the results achieved, assets owned and activities carried out during the year.

MANAGER'S REPORT AND FINANCIAL HIGHLIGHTS

FINANCIAL HIGHLIGHTS

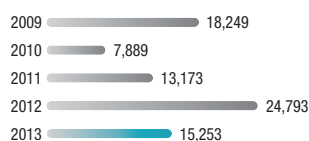
	Year ended 31 December 2013	Year ended 31 December 2012	Year ended 31 December 2011	Year ended 31 December 2010	Year ended 31 December 2009
Total gross income (\$'000)	28,455	27,288	25,085	13,466	14,042
Income before tax (\$'000)	15,253	24,793	13,173	7,889	18,249
Income after tax (\$'000)					
- Realised	15,143	14,877	13,077	7,870	9,078
- Unrealised	(386)	8,905	96	1,764	7,425
Total	14,757	23,782	13,173	9,634	16,503
Earnings per unit (cents)					
- Realised	3.58	3.52	3.29	3.20	3.69
- Unrealised	(0.10)	2.11	0.03	0.72	3.02
Total	3.48	5.63	3.32	3.92	6.71
Distribution per unit (cents)	3.51	3.27	3.09	3.14	3.62
Total asset value (\$'000)	365,071	335,398	321,581	174,759	161,254
Net asset value (\$'000)	216,559	199,410	186,761	115,480	113,542
Net asset value per unit (\$)	0.51	0.47	0.44	0.47	0.46
Market price per unit (\$)	0.50	0.43	0.44	0.47	0.40
Distribution yield	7.36%	7.65%	7.02%	6.65%	8.98%
Annual total returns (\$'000) ⁽¹⁾	15,143	14,877	13,077	7,870	9,078
Average total returns ⁽²⁾					
- for one year	9.66%	10.00%	8.73%	10.14%	11.69%
- for three years	9.47%	9.62%	10.19%	10.68%	10.17%
- for five years	10.05%	10.15%	9.87%	9.72%	-

⁽¹⁾ Annual total returns is defined as realised income after tax.

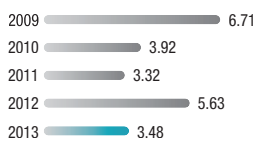
⁽²⁾ Average total returns are computed based on annual total returns for the respective financial years divided by unitholders' capital for the respective financial years.

Note: Past performance is not necessarily indicative of future performance. Unit prices and investment returns may fluctuate in line with economic conditions and trust performance.

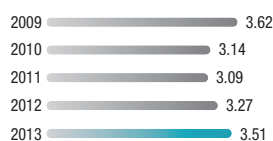
INCOME BEFORE TAX (\$'000)



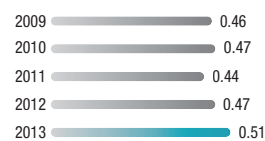
EARNINGS PER UNIT (cents)



DISTRIBUTION PER UNIT (cents)



NET ASSET VALUE PER UNIT (\$)

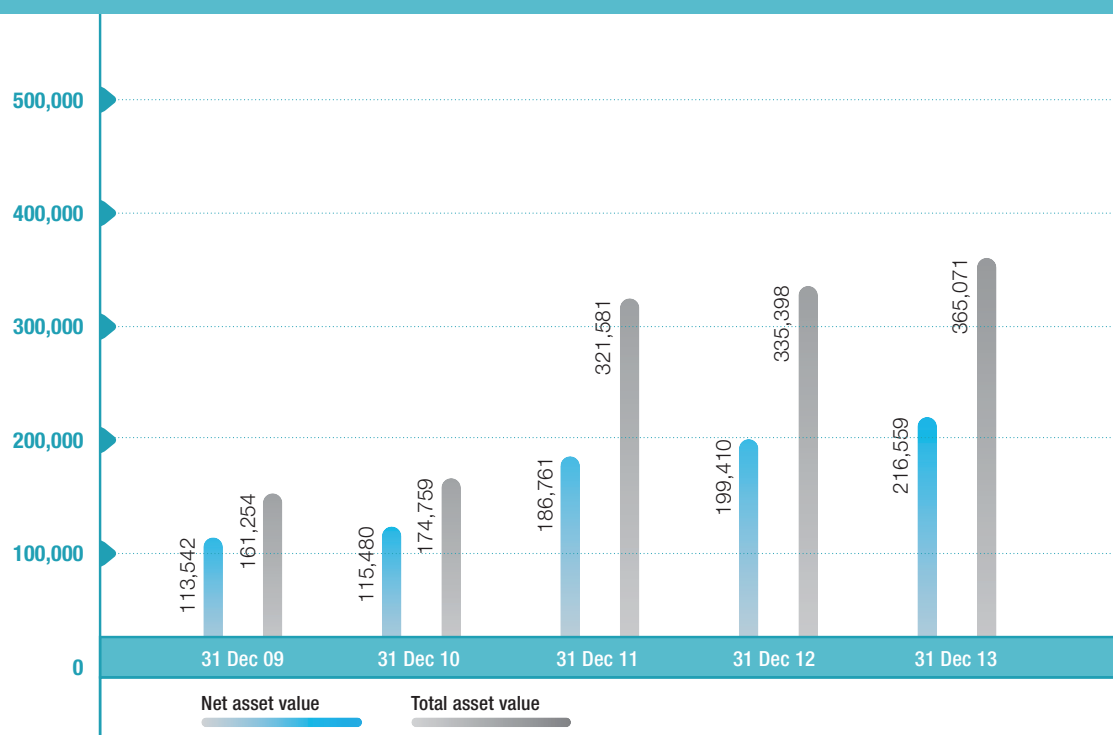


EXECUTIVE DIRECTOR'S REVIEW OF OPERATIONS

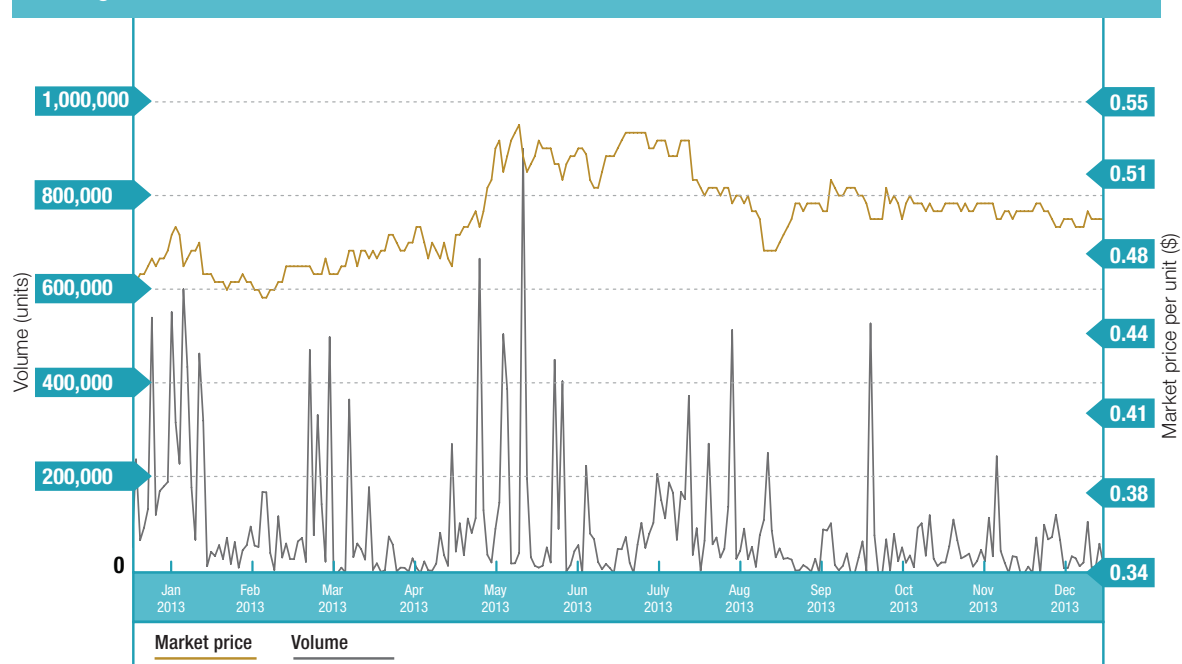
EXTRACTS FROM UOA REAL ESTATE INVESTMENT TRUST'S ANNUAL REPORT

(cont'd)

Total Asset Value and Net Asset Value (\$'000)



Trading Performance and Market Price Per Unit



MANAGER'S REPORT

UOA Asset Management Sdn Bhd, the Manager of UOA Real Estate Investment Trust ("UOA REIT"), has pleasure in presenting the Manager's Report on UOA REIT together with the audited financial statements of UOA REIT for the year ended 31 December 2013 ("financial year").

PRINCIPAL ACTIVITY OF THE MANAGER

The Manager, a company incorporated in Malaysia, is a subsidiary company of UOA Corporation Bhd (an effectively 60% owned subsidiary company of UOA Holdings Sdn Bhd which in turn, is a wholly owned subsidiary company of United Overseas Australia Ltd, a company incorporated in Australia and listed on the Australian Stock Exchange and Stock Exchange of Singapore). The principal activity of the Manager is the management of real estate investment trusts. There has been no significant change in the nature of this activity during the financial year.

PRINCIPAL ACTIVITIES AND INVESTMENT OBJECTIVE OF THE TRUST

UOA REIT is a Malaysia-domiciled real property trust fund constituted under a Deed dated 28 November 2005 ("Deed") by UOA Asset Management Sdn Bhd ("Manager") and RHB Trustees Berhad (formerly known as OSK Trustees Berhad).

UOA REIT commenced operations on 1 December 2005 and was listed on the Main Market of Bursa Malaysia Securities Berhad on 30 December 2005. The principal activity of UOA REIT is to invest in diversified portfolio of real estate and real estate-related assets used, or predominantly used, for commercial purposes, whether directly or indirectly through the ownership of single-purpose companies who wholly own real estate with the objective of achieving a stable return from rental income and long term capital growth. There has been no significant change in the nature of this activity during the financial year.

UOA REIT will continue its operations until such time as determined by the Trustee and the Manager as provided under Clause 26 of the Deed.

INVESTMENT STRATEGIES

During the financial year, the Manager continued to adopt the following strategies in achieving UOA REIT's investment objective:

(I) Operating Strategy

UOA REIT's operating strategy is to continue to enhance the performance of the Properties by increasing yields and returns from the Properties through a combination of retaining existing tenants, reducing vacancy levels, adding and/or optimising retail/office space at the Properties and minimising interruptions in rental income and operational costs. The Manager expects to apply the following key operating and management principles via the following:

- (a) to optimise rental rates via active management of tenancies, renewals and new tenancies;
- (b) maintaining a close relationship with tenants to optimise tenant retentions;
- (c) actively working with the Property Manager to pursue new tenancy opportunities;
- (d) to optimise tenant mix and space configuration;
- (e) continuous review of tenant mix and if practicable, reconfigure lettable space; and
- (f) continually maintaining the quality of the Properties.

EXECUTIVE DIRECTOR'S REVIEW OF OPERATIONS**EXTRACTS FROM UOA REAL ESTATE INVESTMENT TRUST'S ANNUAL REPORT***(cont'd)***(II) Acquisition Strategy**

The Manager seeks to increase cash flow and enhance unit value through selective acquisitions. The acquisition strategy takes into consideration:

- (a) location;
- (b) occupancy and tenant mix;
- (c) building and facilities specifications;
- (d) opportunities; and
- (e) yield thresholds.

The Manager has access to a network of and good relationships with leading participants in the real estate industry which may assist UOA REIT in identifying (a) acquisition opportunities that have favourable returns on invested capital and growth in cash flow; and (b) under-performing assets. The Manager believes that these deal-sourcing capabilities will be an important competitive advantage of UOA REIT.

The Manager intends to capitalise on the relationship with UOA Holdings Group, which is one of Malaysia's leading property development, property investment, property management services and construction group of companies. This relationship is expected to accord UOA REIT competitive advantages and benefits towards achieving its long term objectives.

The Manager intends to hold the Properties on a long term basis. In the future where the Manager considers that any property has reached a stage that offers only limited scope for growth, they may consider selling the property and using the proceeds for alternative investments in properties that meet their investment criteria.

(III) Capital Management Strategy

The Manager aims to optimise UOA REIT's capital structure and cost of capital within the borrowing limits prescribed by the Securities Commission's Guidelines on Real Estate Investment Trusts ("REIT Guidelines") and intends to use a combination of debt and equity funding for future acquisitions and improvement works at the Properties. Our capital management strategies involve:

- (a) adopting and maintaining an optimal gearing level; and
- (b) adopting an active interest rate management strategy to manage risks associated with changes in interest rates

while maintaining flexibility in UOA REIT's capital structure to meet future investment and/or capital requirements.

INVESTMENT POLICIES

(I) Portfolio Composition

UOA REIT's investments may be allocated in the following manner, as prescribed by the REIT Guidelines:

- (a) at least 75% of UOA REIT's total assets shall be invested in real estate, single-purpose companies, real estate-related assets or liquid assets;
- (b) at least 50% of UOA REIT's total assets must be invested in real estate or single-purpose companies; and
- (c) the remaining 25% of UOA REIT's total assets may be invested in other assets (i.e. real estate-related assets, non-real estate-related assets or asset-backed securities).

(II) Diversification

UOA REIT will seek to diversify its real estate portfolio by property and location type. UOA REIT will focus on investing in real estate that is primarily used for office, retail and/or residential purposes and will continue to look for opportunities in these types of properties. In addition, it may also look into other properties that will provide attractive risk-adjusted returns.

(III) Leverage

UOA REIT will be able to leverage on its borrowings to make the permitted investments. Leveraging on its borrowings will increase the returns to unitholders. UOA REIT is permitted to procure borrowings of up to 50% of its total asset value.

DISTRIBUTION POLICY

At least 90% of the distributable income of UOA REIT will be distributed semi-annually or at such other intervals as determined by the Manager, in arrears.

EXECUTIVE DIRECTOR'S REVIEW OF OPERATIONS**EXTRACTS FROM UOA REAL ESTATE INVESTMENT TRUST'S ANNUAL REPORT***(cont'd)*

The details of the real estate properties as at 31 December 2013 are as follows:

1. UOA Centre Parcels**Address/Location**

Within UOA Centre at No. 19, Jalan Pinang, 50450 Kuala Lumpur.

Title details

Master title: Geran 46212, Lot No. 1312, Section 57, Town and District of Kuala Lumpur, State of Wilayah Persekutuan KL.

Strata title: Pending transfer to the Trustee.

Property type

Office parcels

Description

Parcels within the 33 storey office building known as UOA Centre inclusive of 6 levels of car park space.

Net lettable area

123,950 sq ft

Age

Approximately 19 years

Existing use	Commercial
Status of holding	Freehold
Major tenants (based on monthly rental receivable)	a) Bank Kerjasama Rakyat Malaysia Bhd b) Dats Management Sdn Bhd c) Saipem Asia Sdn Bhd
Occupancy rate (based on secured tenancies)	92.7%
Rental received	\$2,186,949
Maintenance costs and capital expenditure	Maintenance costs amount to \$1,104,192. Capital expenditure of \$2,106 was incurred during the financial year to enhance the property.
Encumbrances	Pledged to a financial institution as security for revolving credit facilities.
Date of acquisition	29 November 2005
Cost of acquisition	\$2,186,949
Last valuation	\$27,028,876
Date of last valuation	31 December 2012
Basis of valuation	Investment and Comparison Method
Independent valuer	PPC International Sdn Bhd
Net book value	\$27,031,065

2. UOA II Parcels



Address/Location

Within UOA II at No. 21, Jalan Pinang, 50450 Kuala Lumpur.

Title details

Master title: Geran 46212, Lot No. 1312, Section 57, Town and District of Kuala Lumpur, State of Wilayah Persekutuan KL.

Strata title: Pending transfer to the Trustee.

Property type

Office parcels

Description

Parcels within the 39 storey office building known as UOA II inclusive of 5 levels of car park space.

Net lettable area

428,194 sq ft

Age

Approximately 15 years

Existing use	Commercial
Status of holding	Freehold
Major tenants (based on monthly rental receivable)	a) Dats Management Sdn Bhd b) Infinity Supercorridor Sdn Bhd c) Aimia Proprietary Loyalty Sdn Bhd
Occupancy rate (based on secured tenancies)	90.8%
Rental received	\$6,691,373
Maintenance costs and capital expenditure	Maintenance costs amount to \$1,482,657. Capital expenditure of \$125,235 was incurred during the financial year to enhance the property.
Encumbrances	Pledged to a financial institution as security for revolving credit facilities (There are no encumbrances on Level 17, UOA II).
Date of acquisition	29 November 2005 (Excluding Level 17, UOA II) 22 March 2010 (Level 17, UOA II)
Cost of acquisition	\$66,546,565
Last valuation	\$89,469,002
Date of last valuation	31 December 2012
Basis of valuation	Investment and Comparison Method
Independent valuer	PPC International Sdn Bhd
Net book value	\$89,599,160

EXECUTIVE DIRECTOR'S REVIEW OF OPERATIONS

EXTRACTS FROM UOA REAL ESTATE INVESTMENT TRUST'S ANNUAL REPORT

(cont'd)

3. UOA Damansara Parcels

**Address/Location**

Within UOA Damansara at No. 50, Jalan Dungun, Damansara Heights, 50490 Kuala Lumpur.

Title details

Master title: Geran 67371, Lot 55917, Mukim and District of Kuala Lumpur, State of Wilayah Persekutuan KL.

Strata title: Pending transfer to the Trustee.

Property type

Office parcels

Description

Parcels within the 13 storey office building known as UOA Damansara inclusive of 4 levels of basement car park space.

Net lettable area

186,882 sq ft

Age

Approximately 16 years

Existing use	Commercial
Status of holding	Freehold
Major tenants (based on monthly rental receivable)	a) Skrine b) Dats Management Sdn Bhd c) Kerajaan Malaysia (Kementerian Perumahan dan Kerajaan Tempatan)
Occupancy rate (based on secured tenancies)	87.3%
Rental received	\$2,891,392
Maintenance costs and capital expenditure	Maintenance costs amount to \$825,686. Capital expenditure of \$8,811 was incurred during the financial year to enhance the property.
Encumbrances	Pledged to a financial institution as security for revolving credit facilities.
Date of acquisition	29 November 2005
Cost of acquisition	\$24,633,913
Last valuation	\$36,950,869
Date of last valuation	31 December 2012
Basis of valuation	Investment and Comparison Method
Independent valuer	PPC International Sdn Bhd
Net book value	\$36,960,027

4. Wisma UOA Pantai



Address/Location

No.11, Jalan Pantai Jaya, 59200 Kuala Lumpur.

Title details

Lot No. 57687, Geran 68832 (formerly PT 7525 H.S.(D) 112996), Bandar Kuala Lumpur, Daerah Kuala Lumpur, State of Wilayah Persekutuan KL.

Property type

Commercial building

Description

A 5 storey office building with 2 mezzanine floors and 3 levels of basement car park space.

Net lettable area

157,083 sq ft

Age

Approximately 6 years

Existing use	Commercial
Status of holding	Freehold
Major tenants (based on monthly rental receivable)	a) Kerajaan Malaysia (Kementerian Perumahan dan Kerajaan Tempatan) b) Tenaga Nasional Berhad c) Dats Management Sdn Bhd
Occupancy rate (based on secured tenancies)	97.3%
Rental received	\$2,918,861
Maintenance costs and capital expenditure	Maintenance costs amount to \$548,085. No major capital expenditure incurred during the financial year.
Encumbrances	Nil.
Date of acquisition	2 April 2008
Cost of acquisition	\$29,423,840
Last valuation	\$32,297,797
Date of last valuation	31 December 2012
Basis of valuation	Investment and Comparison Method
Independent valuer	PPC International Sdn Bhd
Net book value	\$32,297,797

EXECUTIVE DIRECTOR'S REVIEW OF OPERATIONS

EXTRACTS FROM UOA REAL ESTATE INVESTMENT TRUST'S ANNUAL REPORT

(cont'd)

5. Wisma UOA Damansara II

**Address/Location**

No.6, Changkat Semantan, Damansara Heights, 50490 Kuala Lumpur.

Title details

Lot No. 38415, Geran 6837, Mukim Kuala Lumpur, Daerah Kuala Lumpur, State of Wilayah Persekutuan KL.

Property type

Commercial building

Description

A 16 storey office building with 3 levels of elevated car park space and 5 levels of basement car park space.

Net lettable area

297,315.97 sq ft

Age

Approximately 6 years

Existing use	Commercial
Status of holding	Freehold
Major tenants (based on monthly rental receivable)	a) NSA Solutions Sdn Bhd b) Realmild (M) Sdn Bhd c) Securities Commission Malaysia
Occupancy rate (based on secured tenancies)	95.8%
Rental received	\$5,657,993
Maintenance costs and capital expenditure	Maintenance costs amount to \$996,491. Capital expenditure of \$696,498 was incurred during the financial year to enhance the property.
Encumbrances	Charged to a financial institution as security for revolving credit facilities.
Date of acquisition	17 January 2011
Cost of acquisition	\$72,191,050
Last valuation	\$75,270,289
Date of last valuation	31 December 2012
Basis of valuation	Investment and Comparison Method
Independent valuer	PPC International Sdn Bhd
Net book value	\$75,994,168

6. Parcel B – Menara UOA Bangsar



Address/Location

Within Menara UOA Bangsar at No.5, Jalan Bangsar Utama 1, 59000 Kuala Lumpur.

Title details

Master Title: Pajakan Negeri (WP) 43411, Lot No. 421, Seksyen 96, Bandar Kuala Lumpur, Daerah Kuala Lumpur, State of Wilayah Persekutuan KL.

Strata Title: Pending transfer to the Trustee.

Property type

Commercial building

Description

A tower block, namely Tower B comprising 15 levels of office space, 3 levels of retail podium, 6 levels of elevated car park and 4 levels of basement car park (which forms part of a development known as Menara UOA Bangsar).

Net lettable area

310,367 sq ft

Age

Approximately 5 years

Existing use	Commercial
Status of holding	99 years leasehold expiring in 2106 (unexpired term of approximately 93 years)
Major tenants (based on monthly rental receivable)	a) Perbadanan Harta Intelek Malaysia b) Syarikat Prasarana Negara Bhd c) Dats Management Sdn Bhd
Occupancy rate (based on secured tenancies)	98.5%
Rental received	\$8,018,956
Maintenance costs and capital expenditure	Maintenance costs amount to \$1,667,572. No major capital expenditure incurred during the financial year.
Encumbrances	Pledged to a financial institution as security for revolving credit facilities.
Date of acquisition	17 January 2011
Cost of acquisition	\$98,877,788
Last valuation	\$101,272,752
Date of last valuation	31 December 2012
Basis of valuation	Investment and Comparison Method
Independent valuer	PPC International Sdn Bhd
Net book value	\$101,272,752

These extracts are part of the complete Annual Reports which can be downloaded from www.uoadev.com.my or www.uoareit.com.my

DIRECTORS' REPORT

The Directors present their report together with the Financial Report of United Overseas Australia Ltd (the Company) and of the Economic Entity, being the Company, its subsidiaries and the Group's interest in any jointly controlled entities for the financial year ended 31 December 2013 together with the report of the Company's Auditors.

Name	Current Occupation/Position
Chong Soon Kong	Executive Chairman/Chief Executive Officer
Pak Lim Kong	Executive Director
Alan Charles Winduss	Non-Executive Director
Chee Seng Teo	Independent Director
May Chee Kong	Alternate Director to Chong Soon Kong

Information on the areas of prime responsibility, the business and working experience of the Directors is set out below

Chong Soon Kong (Executive Chairman/Chief Executive Officer)

Chong Soon Kong is responsible for overall group management and strategy development. He has extensive and long experience in the construction and property development industry.

In 1987 he co-founded UOA and spearheaded its rapid growth in Malaysia. Over the last 23 years the Group has successfully completed numerous residential, industrial and commercial developments in Kuala Lumpur. Apart from Malaysia, Mr Kong has served in various capacities in public listed companies in Singapore.

He graduated with an Associateship in Civil Engineering from the then Perth Technical College (now known as Curtin University) in 1964 and is a member of the Chartered Engineers of Australia.

Mr C. S. Kong is a Director of:

UOA Development Bhd

Bursa Malaysia Securities Berhad Listed

Pak Lim Kong (Executive Director)

Pak Lim Kong oversees the planning and design of our commercial and residential projects and is also responsible for the identification and negotiations of all new land acquisitions.

He has over 22 years experience in the construction and property development sectors in both Malaysia and Australia. He has previously worked extensively in various senior engineering capacities in Australia.

He co-founded UOA with Mr Chong Soon Kong and played an integral part in spearheading both the Parent and the Group's rapid growth.

He graduated with Bachelor of Engineering degree with Honours from the University of Western Australia in 1975. He is a member of the Institute of Engineering Australia, the Institute of Engineers Malaysia and the Association of Professional Engineers Malaysia.

Mr Kong is a Director of:

UOA Development Bhd

Bursa Malaysia Securities Berhad Listed

Alan Charles Winduss (Non-Independent Non-Executive Director, Company Secretary)

Alan Charles Winduss is Chairman of the Company's Audit Committee and Nomination and Remuneration Committee and also serves as Company Secretary. He is a Director of Winduss & Associates Pty Ltd, Chartered Accountants. He has been involved in professional accounting and business advisory services for over 25 years, specialising in matters relating to corporate management, restructuring, corporate finance and corporate secretarial matters including ASX and ASIC compliance.

Mr Winduss graduated from Perth Technical College (now known as Curtin University) with a Diploma in Accounting in 1963. He is a member of various professional bodies including the Institute of Chartered Accountants in Australia and the Certified Public Accountants Australia. In addition, he is an Associate Fellow of the Australian Institute of Management, a Fellow of the Taxation Institute of Australia, a Fellow of the Australian Institute of Company Directors and is a registered Australian Company Auditor.

Mr Winduss is a Director of:

Advanced Share Registry Limited	ASX Listed
UOA REIT	Bursa Malaysia Securities Berhad Listed
UOA Development Bhd	Bursa Malaysia Securities Berhad Listed
Rescue Radio Corporation Limited	Unlisted

Chee Seng Teo (Independent Director)

Mr Teo Chee Seng holds a Bachelor of Law (Hons) degree from the University of Singapore and has been a lawyer in Singapore private practice for over 30 years. He is also a Notary Public.

Mr Teo acts as the legal consultant to Tzu Chi Foundation, Taiwan's biggest charity organisation which is also an United Nations NGO.

Mr Teo is a Director of:

Lasseters International Holdings Limited	SGX-ST Listed
Etika International Holdings Limited	SGX-ST Listed
Soilbuild Group Holdings Ltd	SGX-ST Listed
UOA Development Bhd	Bursa Malaysia Securities Berhad Listed

May Chee Kong (Alternate Director to C.S. Kong)

May Chee Kong is the alternate Director for Chong Soon Kong.

Save for May Chee Kong who is the daughter of Chong Soon Kong, none of the Directors are related to each other or to substantial shareholders.

DIRECTORS' REPORT*(cont'd)***Company Secretary****Alan Charles Winduss**

Alan Winduss as well as acting as Non-Executive Director is Company Secretary for the Group.

Director	Director's Meetings		Audit	
	Held	Attended	Held	Attended
C S Kong	5	5	-	-
P L Kong	5	5	-	-
A C Winduss	5	5	4	4
C S Teo	5	4	4	4

Corporate Governance Statement

Since the introduction of the ASX Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations ("ASX Guidelines" or the "Recommendations"), United Overseas Australia Ltd ("Company") has made it a priority to adopt systems of control and accountability as the basis for the administration of Corporate Governance. Some of these policies and procedures are summarised in this report. Commensurate with the spirit of the ASX Guidelines, the Company has followed each Recommendation to be an appropriate benchmark for corporate governance practices, taking into account factors such as the size of the Company, the Board, resources available and activities of the Company. Where, after due consideration, the Company's corporate governance practices depart from the Recommendations, the Board has offered full disclosure, and the reason for, the adoption of its own practice.

The Company has adopted systems of control and accountability as the basis for the administration of corporate governance. The Board of the Company is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

Further information about the Company's corporate governance policies can be found on the Company's website.

Taking into account the size of the Companies it endeavours to comply with the Corporate Governance Principles and the corresponding Best Practice Recommendations as published by the ASX Corporate Governance Council ("Corporate Governance Principles and Recommendations") and has adopted the revised Principles and Recommendations. Significant policies and details of any significant deviations from the principles are specified below.

Role of the Board of Directors

The Board has a responsibility for protecting the rights and interests of shareholders and is responsible for the overall direction, monitoring and governance of the Company. Responsibility for managing the business on a day-to-day basis has been delegated to the Chief Executive Officer and the senior management team.

The Board is responsible for the overall corporate governance of the Company and its subsidiaries. Responsibilities and Functions of the Board are set out under the Board Charter and include:

- (i) Setting the strategic direction and objectives of the Company, establishing goals to ensure that these strategic objectives are met and monitoring the performance of management against these goals and objectives;
- (ii) Ensuring that there are adequate resources available to meet the Company's objectives;

- (iii) Appointing the Chief Executive Officer and evaluating the performance and determining the remuneration of senior executives, and ensuring that appropriate policies and procedures are in place for recruitment, training, remuneration and succession planning;
- (iv) Evaluating the performance of the Board and its Directors on an annual basis;
- (v) Determining the remuneration level of Directors;
- (vi) Approving and monitoring financial reporting and capital management;
- (vii) Approving and monitoring the progress of business objectives;
- (viii) Ensuring that any necessary statutory licences are held and compliance measures are maintained to ensure compliance with the law and licence(s);
- (ix) Ensuring that adequate risk management procedures exist and are being used;
- (x) Ensuring that the Company has appropriate corporate governance structures in place, including standards of ethical behaviour and a culture of corporate and social responsibility;
- (xi) Ensuring that the Board is and remains appropriately skilled to meet the changing needs of the Company; and
- (xii) Ensuring procedures are in place for ensuring the Company's compliance with the law, and financial and audit responsibilities, including the appointment of an external auditor and reviewing the Company's financial statements, accounting policies and management processes.

Board Processes

An agenda for the meetings has been determined to ensure certain standing information is addressed and other items which are relevant to reporting deadlines and regular review are scheduled when appropriate. The agenda is regularly reviewed by the Chairman, Chief Executive Officer and the Company Secretary.

Board Composition

The relevant provisions in the Constitution and the Corporations Act determine the terms and conditions relating to the appointment and termination of Directors. All Directors are subject to re-election by rotation every three years.

The Board does not have a separate Nomination Committee comprising of a majority of Independent Directors and as such does not comply with Recommendation 2.4 of the Corporate Governance Council. The Board believes that given the size of the Company and the stage of its development a separate nomination committee is not warranted at this time. Any changes to the Directorships will, for the foreseeable future, be considered by the full Board subject to any applicable laws. Identification of potential Board candidates includes consideration of skills, personal attributes and capability to devote the necessary time and commitment to the role.

The Board consists of Mr C S Kong (Chairman), Mr P L Kong, Mr A C Winduss and Mr C S Teo.

The Constitution requires a minimum number of three Directors. The maximum number of Directors is fixed by the Board and may not be more than 9 unless the members of the Company, in general meeting, resolve otherwise. The skills, experience and expertise of the Directors is set out in the Director's section in the Annual Report.

Directors are expected to bring independent views and judgement to the Board's deliberations, and it has been determined that all of the Company's Directors satisfy the criteria for independence as outlined in Recommendation 2.1 of the ASX Corporate Governance Principles.

The Board considers that given the size and scope of the Company's operations at present, and the relevant experience in the development, construction and property industry it is appropriately structured to discharge its duties in a manner that is in the best interests of the Company and its shareholders from both a long term strategic and operational perspective.

DIRECTORS' REPORT*(cont'd)***Evaluation of Board Performance**

The Company does not have a formal process for the evaluation of the performance of the Board and as such does not comply with the Recommendation 2.5 of the Corporate Governance Council. The Board is of the opinion that the competitive environment in which the Company operates will effectively provide a measure of the performance of the Directors. In addition, the Chairman assesses the performance of the Board, individual directors and key directors on an informal basis.

Education

All Directors are encouraged to attend professional education courses relevant to their roles.

Independent Professional Advice and Access to Information

Each Director has the right to access all relevant information in respect of the Company and to make appropriate enquiries of senior management. Each Director has the right to seek independent professional advice at the Company's expense, subject to the prior approval of the Chairman, which shall not be unreasonably withheld.

Code of Conduct

The Board has adopted a Code of Conduct that applies to all Employees, Executives and Directors of the Company, and as such complies with Recommendation 3.1 of the Corporate Governance Council. This Code addresses expectations for conduct in accordance with legal requirements and agreed ethical standards. A copy of the Code is available on the Company's website.

Security Trading Policy

The Board has committed to ensuring that the Company, its Directors and Executives comply with their legal obligations as well as conducting their business in a transparent and ethical manner. The Board has adopted a policy and procedure on dealing with the Company's securities by Directors, officers and employees which prohibits in dealing in the Company's securities when those persons possess inside information, and as such complies with Recommendation 3.2 of the Corporate Governance Council. The Company's current Security Trading Policy was lodged with the Australian Securities Exchange on 16 December 2010.

Diversity Policy

The Company has formed a committee of three directors, an Executive Director, an Independent Director and a Non Executive Non Independent Director to establish and monitor its diversity policy as required under ASX Corporate Governance Principles.

At the date of the report the Company together with members of its economic entity.

Total female employees: 294 representing 41% of all employees

Total Female Executives: 108

Total Female Board Members: Nil

Audit Committee

The Company has an Audit Committee. The Audit Committee will also act as a Remuneration Committee in concert with the Executive Chairman and appropriate Senior Management. The Committee Members are:

Mr A C Winduss

Mr C S Teo

Chairman

The Company is in the process of appointing a third member to the Committee.

The Audit Committee met 4 times during the year ended December 2013.

Financial Reporting

The Board relies on Senior Management to monitor the internal controls within the Company. Financial performance is monitored on a regular basis by the Chief Executive Officer who reports to the Board at the scheduled Board meetings.

The Audit Committee reviews the performance of the external auditors on an annual basis and meets with them during the year to review findings and assist with Board recommendations.

Continuous Disclosure

The Board places high priority on communication with shareholders and is aware of the obligations it has, under the Corporations Act and ASX Listing Rules, to keep the market fully informed of the information which is not generally available and which may have a material effect on the price or value on the Company's securities.

The Company has adopted policies which establish procedures to ensure the Directors and Management are aware of and fulfil their obligations in relation to the timely disclosure of material price sensitive information. A copy of the Company's Disclosure Policy can be found on the Company's website.

Continuous disclosure is discussed at all regular Board meetings and on an ongoing basis, the Board ensures that all activities are reviewed with a view as to the necessity for disclosure to security holders.

In accordance with ASX Listing Rules, the Company Secretary has been appointed as the Company's Disclosure Officer.

Communications

The Board fully supports security holder participation at general meetings as well as ensuring that communications with security holders are effective and clear. This has been incorporated into a formal shareholder communication strategy, in accordance with Recommendation 6.1 of the Corporate Governance Council. A copy of the Company's Shareholder Communication Policy is available on the Company's website.

In addition to electronic communication via the ASX website, the Company publishes all significant announcements together with half yearly reports. These documents are available in both hardcopy on request and on the Company's website www.uoa.com.my

Shareholders are able to pose questions on the audit process and financial statements directly to the Company's Independent Auditor who attends the Company Annual General Meeting for the purpose of dealing with such enquiries.

DIRECTORS' REPORT*(cont'd)***Risk Management Policy**

The Board has adopted a Risk Management Policy that sets out the framework for a system of risk management, internal compliance and control whereby the Board delegates day-to-day management of risk to the Chief Executive Officer therefore complying with Recommendation 7.1 of the Corporate Governance Council. The Board is responsible for supervising the management framework of control and accountability systems to enable risk to be assessed and managed. A copy of the Company's Risk Management Policy can be found on the Company's website.

The Company is committed to ensuring that sound environmental management and safety practices are maintained for the development activities. A copy of the Company's Environmental Policy is available on the Company's website. A copy of the Company's Occupational Health and Safety Policy is available on the Company's website.

The Company's risk management strategy is evolving and will be an ongoing process and it is recognised that the level and extent of the strategy will develop with the growth and change in the Company's activities.

Risk Reporting

As the Board has responsibility for the monitoring of risk management, it has not required a formal report regarding the material risks and whether those risks are managed effectively therefore not complying with Recommendation 7.2 of the Corporate Governance Council. The Board believes that the Company is currently effectively communicating its significant and material risks to the Board and its affairs are not of sufficient complexity to justify the implementation of a more formal system for identifying, assessing, monitoring and managing the risk in the Company.

Chief Executive Officer and Company Secretary Written Statement

The Board requires that the Chief Executive Officer and the Company Secretary provide a written statement that the financial statements of the Company present a true and fair view in all material aspects, of the financial position and operational results and have been prepared in accordance with Australian Accounting Standards and the Corporations Act. The Board also requires that the Chief Executive Officer and Company Secretary provide sufficient assurance that the declaration is founded on a sound system of risk management and internal control, and that the system is working effectively.

The declarations have been received by the Board, in accordance with Recommendation 7.3 of the Corporate Governance Council.

Remuneration Committee

The Board has not created a separate Remuneration Committee and as such does not comply with Recommendation 8.1 of the Corporate Governance Council. The Board considers that the Company is not of a size, nor are its affairs of such a complexity to justify a separate Remuneration Committee. Executive remuneration is determined by the Audit Committee of the Company in conjunction with the Executive Chairman.

The Chief Executive Officer and Senior Executives receive salary packages which may include performance based components designed to reward and motivate. Non-Executive Directors receive fees agreed on an annual basis by the Board.

The Full Board determines all compensation arrangements for Directors. It is also responsible for setting performance criteria, performance monitors, share option schemes, incentive performance schemes, superannuation entitlements and professional indemnity and liability insurance cover.

The Board ensures that all matters of remuneration will continue to be in accordance with the Corporations Act requirements.

CORPORATE CODE OF CONDUCT

The Corporate Code of Conduct ("Code") sets out the standards to which the Directors, Officers, Managers, Employees and Consultants (together "Personnel") of United Overseas Australia Ltd and its subsidiaries ("Company") are expected to comply in relation to the affairs of the Company's businesses and when dealing with each other, shareholders and the broader community.

The Board approves and endorses the Code.

The Company undertakes to make the Code known and accessible to all personnel. Management will strive to ensure that the Code is observed in word and spirit by all who represent the Company.

Compliance

1. All Personnel must comply with all applicable laws, rules and regulations.
2. Where necessary, Personnel must, after consultation with the Chief Executive Officer, seek appropriate legal advice.

Conflicts

1. Conflicts of interest are to be avoided and any actual or potential conflict is to be reported to the Chief Executive Officer. Personnel must not exploit their position with the Company for personal gain. Personnel must declare to the Chief Executive Officer a significant owner interest in any enterprise which may compromise loyalty to the Company.
2. Personnel have a duty to bring business opportunities identified through the use of Company property and information gained by position in the company to the attention of the Company.

Fair dealing

All dealings with customers, suppliers, competitors, employees and other stakeholders of the Company are to be conducted with honesty, integrity and objectivity, striving at all times to enhance the reputation and performance of the Company.

Company Assets and Property

All assets of the Company are to be properly used in the interest of the Company and must be safeguarded from loss and misuse.

Knowledge and Information

1. The accuracy, use and handling of information is critical to the Company's integrity and reputation.
2. Personnel must ensure that the information recorded by them is honest and accurate and is made known to their relevant supervisor so as to enable the Company to meet its obligation to keep the market fully informed about its activities.
3. Personnel must never make improper use of knowledge, information, documents or other company resources obtained in the course of employment with the Company. Personnel must respect the confidentiality and observe the privacy of information about the Company, its customers and fellow Personnel. The security and proper use of Company information is mandatory.
4. Personnel must use their computer facilities appropriately. Unauthorised use, manipulation or other interference will be treated seriously. For example, private passwords to computer files should be kept confidential and unauthorised access to confidential information is prohibited.

DIRECTORS' REPORT*(cont'd)***Confidential Information**

Confidential or commercially sensitive information must not be disclosed without proper authorisation.

Disclosure and Securities Trading Prohibited

1. Continuous disclosure obligations are to be met in accordance with the Company's Continuous Disclosure Policy. All Personnel must familiarise themselves with the Company's Continuous Disclosure Policy.
2. Securities Trading must be conducted in compliance with the Securities Trading Policy. All Personnel must familiarise themselves with the Company's Securities Trading Policy.

Health, Safety and Environment

1. The Company is committed to protecting the health and safety of its Personnel.
2. The Company is committed to protecting the environment in the conduct of its operations.
3. All health and safety obligations and good practices are to be recognised, respected and adhered to.

Employment Practices

The Company subscribes to good employment practices, specifically:

- a) All employment practices are fair and non-discriminatory;
- b) A safe system of work is to be maintained;
- c) All forms of discrimination and harassment are prohibited; and
- d) All privacy rights of the individuals associated with the Company are to be respected.

Gifts and Entertainment

All business entertainment received or provided is to be reasonable and properly authorised. Only gifts that are not in cash or equivalent, are of small value and are appropriate to the business relationship may be accepted. Personnel must not under any circumstances make offers of, or receive bribes or other improper payments.

Reporting

1. Any matter which Personnel believe to be a breach of law or this Code should be brought to the attention of the Chief Executive Officer or Company Secretary for guidance.
2. Any person reporting such breaches will be protected from retribution.

OCCUPATIONAL HEALTH AND SAFETY POLICY

The Company recognises it has a duty of care to ensure that all work activities are undertaken with a high standard of Occupational Health and Safety procedures (OHS) for all employees, contractors and visitors. All employees have a reciprocal Duty of Care to ensure they assist management in achieving an injury free workplace.

We are committed to achieving this through:

- The provision of adequate funding and resources;
- Gaining the total involvement and commitment of all the Company employees to achieve an accident free and healthy workplace;

- Proactively seek to eliminate unacceptable risks through a systematic risk identification and assessment process that is an integrated part of day-to-day operations;
- Providing a level of leadership and training to ensure that all work is managed to achieve a safe, efficient and productive outcome;
- Complying with all applicable legislation, acts, regulations, codes of practice and standards; and
- Ensuring this Health and Safety Policy is available to all Company employees, contractors, visitors and interested parties, and that they are informed of, and understand their obligations with respect to this Policy.

CONTINUOUS DISCLOSURE POLICY

In accordance with the ASX Listing Rules, the Company will immediately notify the Australian Securities Exchange (ASX) of information:

1. Concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities; and
2. that would, or likely to influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.

The only exception to this is where the ASX Listing Rules do not require such information to be disclosed.

Upon confirmation of receipt from the ASX, the Company will post all information disclosed in accordance with this policy on the Company's website in an area accessible by the public.

Internal Notification and Decision Making Concerning the Disclosure Information

The Board has designated the Company Secretary as the person responsible for overseeing and co-ordinating the disclosure of information to the ASX as well as communicating with the ASX. The Chief Executive Officer and Company Secretary will be responsible for ensuring that Company announcements are made in a timely manner, and will establish a vetting procedure to ensure that announcements are factual and do not omit any material information. The Chief Executive Officer and the Company Secretary will also ensure that announcements are expressed in a clear and objective manner that allows investors to assess the impact of information when making investment decisions.

Measure for Seeking to Avoid the Emergence of a False Market in the Company's Securities

The Company recognises that a false market in the Company's securities may result if the Company provides incomplete information to the ASX or if the Company fails to respond to the market and media speculation that may, or may be likely to, have an impact on the price of the Company's securities.

While the company does not, in general, respond to market speculation or rumours unless required to do so by law or the ASX, the Company is committed to disclosing as much information as possible, without harming the Company, to a wide audience of investors through media releases of important milestones, including information which may not be strictly required under continuous disclosure requirements. Information given to the ASX for market release will also be provided through media releases. Such media releases will be posted on the Company's website.

Where appropriate, the Company will request a trading halt from the ASX to prevent trading in the Company's securities by an inefficient and uninformed market until the Company can make an announcement to the market.

DIRECTORS' REPORT*(cont'd)***Media Contact and Comment**

The Board has designated the Chairman to speak to the press on matters associated with the Company. In speaking to the press, the Chairman will not comment on price sensitive information that has not already been disclosed to the ASX, however, he may clarify previously released information.

There will be times when the Directors and employees will be approached by the media for public comment. On such occasions, the Director(s) or employee(s) should comply with the following:

1. Refer the person to the Chairman for appropriate comment;
2. Refrain from disclosing any information, documents or any other forms of data to the person without prior consent of the Chairman;
3. Report the person who contacted the Director/employee, the reason (explicit or inferred) for the contact and a summary of any other relevant information as soon as possible to the Chairman.

External Communications including Analyst Briefings and Responses to Shareholder Questions

The Company discloses its financial and operational results to the market each half year as well as informing the market of other events throughout the year as they occur. Half yearly financial reports, media releases and AGM speeches are lodged with the ASX and subsequently posted to the Company's website. As all financial information is disclosed through the ASX announcement platform, the Company will only comment on factual errors in information and underlying assumptions when commenting on the projections themselves.

In addition to the above disclosures, the Company does not conduct briefings and discussions with the investing community. Price sensitive information will not be discussed unless that particular information has been formally disclosed to the market via an ASX announcement. Similarly, when answering shareholder questions, price sensitive information will not be discussed unless that particular information has been disclosed to the market via an ASX announcement.

Where a question can only be answered by disclosing price sensitive information, the Company will decline to answer it or take it on notice and announce the information to the ASX prior to responding.

If any new price sensitive information is to be used in briefing media, institutional investors and analysts or in answering shareholder queries, written materials containing such information will be lodged to the ASX prior to the briefing commencing. These briefing materials may also include information that may not be strictly required under continuous disclosure requirements. The briefing material will be posted to the Company's website as soon as the ASX confirms the information has been received.

RISK MANAGEMENT POLICY

The Company through the Board delegates day-to-day management of risk to the Chief Executive Officer. The Chief Executive Officer, with the assistance of senior management as required, has responsibility for identifying, assessing, treating and monitoring risks and reporting to the Board on risk management.

Risk Management Policy

The Company has appointed the Chief Executive Officer as being responsible for risk management policy which covers organisational, financial and operational aspects of the Company's affairs.

Business Risk Management

The Chief Executive Officer has identified key business risks for United Overseas Australia Ltd.

The Company manages its activities within budgets and operational and strategic plans. The Chief Executive Officer together with the Operational Management work to safeguard assets and to ensure business risks are identified and appropriately managed.

Internal Controls

The Board is responsible for the overall internal controls within the organisation, but recognises no internal cost effective control system will or can preclude all errors and irregularities. The Board examines the adequacy of the nature, extent and effectiveness of the internal control processes of the Company and relies on a review by the external auditors and the declarations made by Senior Executives.

Financial Reporting

Directors approve an annual budget for United Overseas Australia Ltd. Monthly actual results are reported against budget. Revised forecasts are prepared regularly.

Operations Review

Members of the Board regularly visit the Company's development areas to review all practices, including the environmental and safety aspects of the operations.

Investment Appraisal

The Board has defined guidelines for capital expenditure. These include levels of authority, appraisal procedures and due diligence requirements on potential acquisitions or divestments.

Environment and Safety

The Company is committed to ensuring that sound environmental management and safety practices are carried out in its operations, in compliance with relevant statutory requirements relating to environmental matters, workplace health and safety and community relationships.

Continuous Improvement

The Company's risk management is evolving. This is an ongoing process and it is recognised that the level and extent of risk management will evolve commensurate with the evolution and growth of the Company.

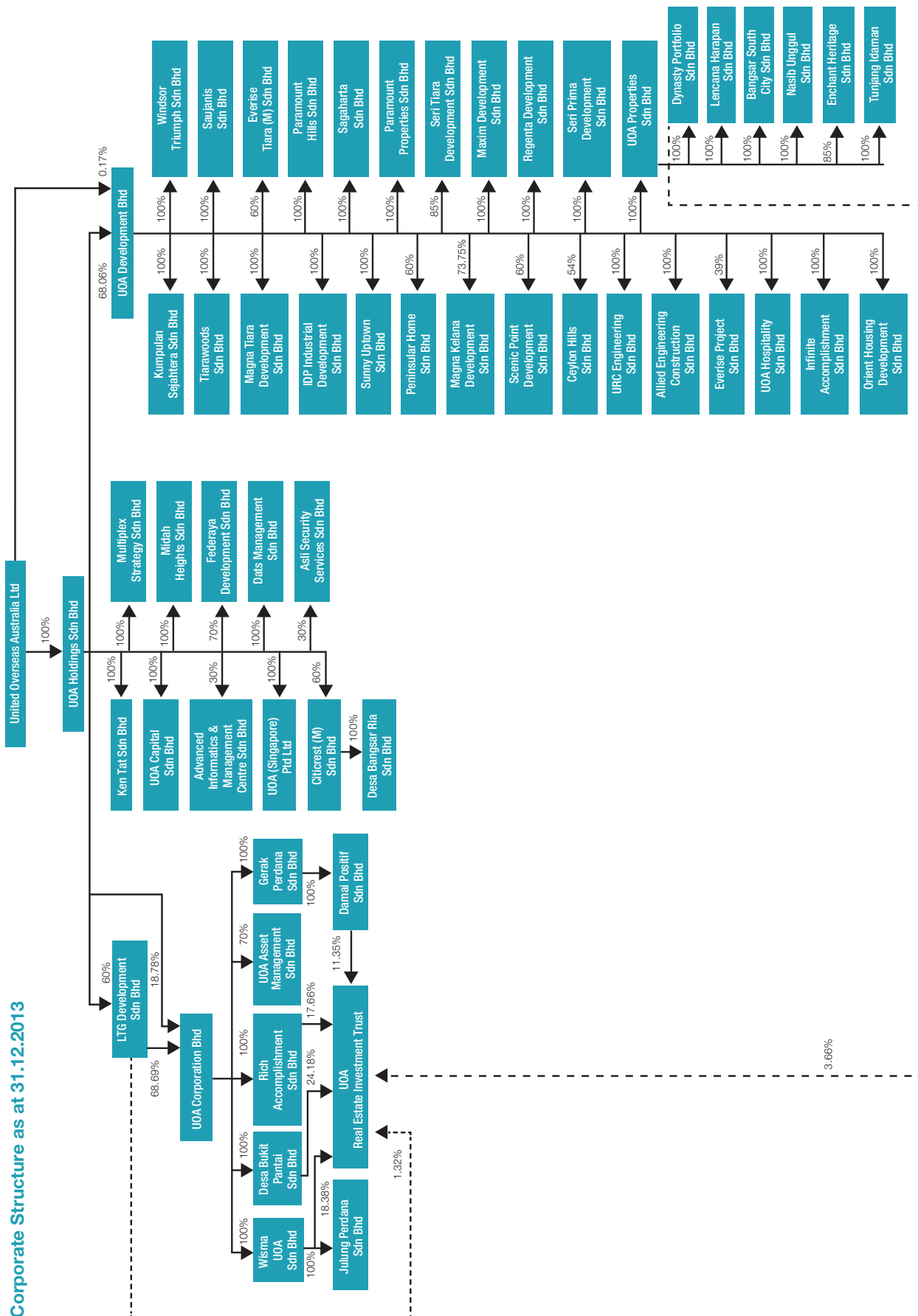
DIRECTORS' REPORT*(cont'd)***Interest in the Shares and Options of the Company and Related Bodies Corporate**

As at the date of this report, the interests of the Directors in the shares of United Overseas Australia Ltd were:

	Ordinary Shares
C S Kong	776,361,138
P L Kong	596,265,136
A C Winduss	1,682,933
C S Teo	128,750
M C Kong	362,928

DIVIDENDS	CENTS
Final dividend recommended	
• On ordinary shares	2.0
Dividends paid in the year	
Interim for the year	
• On ordinary shares	0.5
Final for 2012 shown as recommended in the 2012 report	
• On ordinary shares	2.0

Corporate Structure as at 31.12.2013



DIRECTORS' REPORT*(cont'd)***Nature of Operations and Principal Activities**

The principal activities during the year of the members of the consolidated entities were:

- Development and resale of land and buildings
- Investment in the form of rental properties
- Investment in the UOA Real Estate Investment Trust

There have been no significant changes in the nature of activities during the year.

Employees

The consolidated entity employed 711 Malaysian employees and 418 Asian workers as at 31 December 2013 (2012: 568 Malaysian employees and 294 Asian workers).

Review and Results of Operations**Group Overview**

The Company was incorporated in Western Australia in 1987 as United Overseas Securities Limited and a prospectus issued to facilitate a listing on the 'Second Board' of the Australian Stock Exchange-Perth; the Company transferred to the Main Board of the Australian Stock Exchange on January 1st 1992.

UOA Development Bhd

On the 8th June 2011 the Company's majority owned subsidiary UOA Development Bhd listed on the Malaysian Stock Exchange (Bursa Malaysia).

At the date of this report United Overseas Australia Ltd has a direct equity interest of 0.17% and an indirect interest of 68.06% (via UOA Holdings Sdn Bhd) in UOA Development Bhd.

UOA Real Estate Investment Trust

As at 31 December 2013, the Group has an effective equity holding of 46% in the Trust.

	2013 Revenue (\$000)	2013 Results (\$000)	2012 Revenue (\$000)	2012 Results (\$000)
Summarised Operating Results are as follows:				
Operating Segments				
Land Development and Sale	643,452	135,184	396,736	81,291
Investment	191,906	1,073	152,372	49,675
Other	7,934	3,135	4,760	2,074
	843,292	139,392	553,868	133,040
Consolidated adjustments	(334,974)	-	(215,879)	-
Non-segment unallocated revenue	-	-	-	-
	508,318	139,392	337,989	133,040

Shareholder Returns

The Board of Directors approved a 0.5 (half of one) cent dividend, which was paid on 4 November 2013. After consideration of the final profit for the year ended 31 December 2013, the Board proposed the payment of the final dividend of 2.0 cents, making a total for the year of 2.5 cents. The final dividend will be eligible for participation in the Company's Dividend Re-investment Plan.

	2013	2012	2011	2010
Basic earnings per share (cents)	8.93	7.86	9.23	9.87
Return on assets (%)	31.98	23.75	19.30	20.47
Return on equity (%)	26.51	24.55	23.85	28.02
Net debt/equity ratio (%)	16.94	19.14	18.69	22.99

Cash Flows from Operations

The cash flow from operations of the Group has increased over the year in review. It is expected that the Group's future cash flow from operations will be sufficient to meet its funding requirements. It is the Group's intention to repay debt with any cash surpluses that may be generated from operations. Cash surpluses will also be used to internally fund the construction of on-going development projects as the Group does not intend to increase its levels of gearing.

Liquidity and Funding

The Group relies in part from its bankers to support some acquisitions of property. There are adequate facilities and securities available to meet any unforeseen expenditure. However, it is the Director's policy to use the internally generated funds wherever possible.

Risk Management

The Directors of the parent Company and members of the Board of Group Companies are actively committed to risk management criteria as outlined in the Company's Corporate Governance Statement.

Significant Event after the Reporting Date

After the reporting date, the Board has proposed the payment of a final dividend of 2.0 cents, making a total for the year of 2.5 cents per share. Apart from the proposed dividend and matters noted in the Group's overview, at the date of this report, no other matter or circumstance has arisen since 31 December 2013 that has significantly affected or may significantly affect the operations of the consolidated entity constituted by United Overseas Australia Ltd and the entities it controls from time to time and the results projected to be realised from these.

Likely Development and Results

The Directors believe that the likely developments in the operations of the consolidated entity and the expected results of these operations have been adequately disclosed in the review of the Group's activities.

Share Capital

During the year, 54,443,848 shares were issued under the Company's Dividend Re-investment Plan.

DIRECTORS' REPORT*(cont'd)***Insurance of Officers**

There has been no premium paid or indemnification given to any person who is a Director or Officer of the Company.

Rounding of Amounts

The amounts contained in this report and the Company's financial report have been rounded to the nearest \$1,000.00 (where rounding is applicable) under the option available to the Company under ASIC Class Order 98/0100. The Company is an entity to which the Class Order applies.

Environmental Regulations and Performance

The Group is subject to environmental issues arising from Malaysian regulations and at all times the Companies and their Officers act in the best code of conduct in respect of environmental issues. The Group is not subject to any significant Australian environmental regulations.

There has been no breach of regulations.

Remuneration Report (Audited)

The Remuneration Report outlines the Director and Executive Remuneration Agreements of the Company and the Group in accordance with the requirements of the Corporations Act 2001 and its Regulations. It also provides the remuneration disclosures required by paragraphs Aus25.4 to Aus25.7.2 of AASB 124 Related Party Disclosures, which have been transferred to the Remuneration report in accordance with Corporations Regulation 2M.604. For the purposes of this report, Key Management Personnel (KMP) of the Group are defined by those persons having authority and responsibility for planning, directing and controlling the major activities of the Company and the Group, directly or indirectly, including any Director (whether executive or otherwise) of the parent Company, and includes five executives in the Parent and Group receiving the highest remuneration.

For the purposes of this Report, the term "Executive" encompasses the Chief Executive, Senior Executives, General Managers and Secretaries of the parent Group.

The Audit Committee of the Company and Executive Chairman are responsible for determining and reviewing remuneration agreements for the Directors and Executives.

The Audit Committee and Executive Chairman assess the appropriateness of the nature and amount of remuneration of executives on a periodic basis by reference to relevant employment market conditions, with the overall objective of ensuring maximum stakeholder benefit from the retention of high quality, high performing Director and Executive Team.

Remuneration Philosophy

The performance of the Company depends upon the quality of its Directors and executives. To prosper, the Company must attract, motivate and retain highly skilled Directors and Executives.

To this end, the Company embodies the following principles in its remuneration framework:

- Provide competitive rewards to attract high calibre executives;
- Link executive rewards to shareholder value;
- Have a portion of executive remuneration 'at risk'; and
- Establish appropriate, demanding performance hurdles for variable executive remuneration.

Remuneration Structure

In accordance with best practice Corporate Governance, the structure of the non-executive director and executive remuneration is separate and distinct.

Non-Executive Director Remuneration

Objective

The Board seeks to set aggregate remuneration at a level that provides the Company with the ability to attract and retain directors of the highest calibre, whilst incurring a cost that is acceptable to its Shareholders.

Structure

The Constitution and the ASX Listing Rules specify that the aggregate remuneration of non-executive directors shall be determined from time to time by a general meeting. The latest determination was at the general meeting held on 12 November 2007 where Shareholders approved the maximum aggregate remuneration of \$250,000 per year.

The amount of aggregate remuneration is to be approved by Shareholders and its fee structure is reviewed annually. The Board considers advice from external consultants as well as the fees paid to non-executive directors of comparable companies when undertaking the annual review process.

Each Non-Executive Director receives a base fee of \$20,000 for being a Director of the Group.

The Remuneration of Non-Executive Directors for the year ended 31 December 2013 and 31 December 2012 is detailed in Table 1 and 2 respectively.

Executive Remuneration

Objective

The Group aims to reward executives with a mix of remuneration commensurate with their position and responsibilities within the Group so as to:

- Reward executives for Group, business unit and individual performance against targets set by reference to appropriate benchmarks;
- Align the interests of executives with those of shareholders; and
- Ensure total remuneration is competitive by market standards.

DIRECTORS' REPORT*(cont'd)***Fixed Remuneration****Objective**

Fixed remuneration is reviewed annually by the Audit Committee and the Executive Chairman. The process consists of a review of a company, business unit and individual performance, relevant comparative remuneration externally and internally and where appropriate, external advice on policies and practices. As noted above, the Committee has access to external advice independent of management.

Structure

Executives are being given the opportunity to receive their fixed (primary) remuneration in a variety of forms including cash and fringe benefits such as motor vehicles. It is intended that the manner of payment chosen will be optimal for the recipient without creating undue cost for the Company.

The fixed remuneration component of Executives is detailed in Table 1.

Variable Remuneration**Objective**

The objective of the short term incentive (STI) program is to link the achievement of the Groups operational targets with the remuneration received by executives charged with meeting those targets. The total potential STI available is set to a level so as to provide sufficient incentive to the executive to achieve the operational targets and such that the cost to the Group is reasonable to the circumstances.

Structure

To assist in achieving these objectives, the Board of Directors links the nature and amount of Officers' emoluments to the Company's financial and operational performance in particular the achievement of annual corporate profitability measures.

Remuneration of Key Management Personnel

Table 1: Remuneration for the Year Ended 31 December 2013

	Base fee	Bonus	Consultancy	Superannuation	Equivalent Fund	Monetary Benefits	Others	Total	Performance Related (%)
	\$	\$	\$	\$	\$	\$	\$	\$	
Non-Executive Directors									
A C Winduss	55,305	-	-	-	-	-	1,913	57,218	-
C S Teo	39,504	-	-	-	-	-	-	39,504	-
M C Kong	21,632	3,938	-	4,100	-	-	-	29,670	13
Sub Total Non-Executive Directors	116,441	3,938	-	4,100	-	-	1,913	126,392	
Executive Directors									
C S Kong	335,781	1,007,341	-	158,804	-	26,293	-	1,528,219	66
P L Kong	335,781	1,007,341	-	158,804	-	25,801	-	1,527,727	66
Other Key Management Personnel ("KMP")									
E P Tong	158,014	150,640	-	71,195	-	18,155	879	398,883	38
C Chan	102,709	29,364	-	20	-	9,875	-	141,968	21
K I Ang	158,014	142,213	-	36,464	-	7,204	912	344,807	41
E C J Lee	122,461	101,557	-	27,343	-	5,037	-	256,398	40
J Tee	195,543	7,407	-	24,558	-	6,024	-	233,532	3
Sub Total Executive KMP	1,408,303	2,445,863	-	477,188	-	98,389	1,791	4,431,534	
TOTAL	1,524,744	2,449,801	-	481,288	-	98,389	3,704	4,557,926	

DIRECTORS' REPORT
 (cont'd)

Table 2: Remuneration for the Year Ended 31 December 2012

	Base fee	Bonus	Consultancy	Superannuation	Equivalent	Non-Monetary	Others	Total	Performance Related (%)
	\$	\$	\$	Fund	\$	Benefits	\$	\$	
Non-Executive Directors									
A C Winduss	52,486	-	-	-	-	-	1,809	54,295	-
A C K Tan *	24,037	-	-	-	-	-	-	24,037	-
C S Teo	19,350	-	-	-	-	-	-	19,350	-
M C Kong	19,495	5,028	-	3,924	-	-	-	28,447	18
Sub Total Non-Executive Directors	115,368	5,028	-	3,924	-	-	1,809	126,129	
Executive Directors									
C S Kong	243,689	624,844	-	101,975	-	7,685	966	979,159	64
P L Kong	243,689	624,844	-	101,975	-	4,998	402	975,908	64
Other Key Management Personnel ("KMP")									
E P Tong	131,967	99,975	-	28,027	-	9,732	2,052	271,753	37
C Chan	83,604	13,309	-	19	-	9,279	-	106,211	13
S B Khor	89,642	69,233	-	19,379	-	3,749	620	182,623	38
K I Ang	134,966	113,409	-	29,999	-	4,998	835	284,207	40
E C J Lee	101,225	75,450	-	21,395	-	2,749	-	200,819	38
Sub Total Executive KMP	1,028,782	1,621,064	-	302,769	-	43,190	4,875	3,000,680	
TOTAL	1,144,150	1,626,092	-	306,693	-	43,190	6,684	3,126,809	

- Resigned on 20th August 2012

Non-Audit Services

The Board of Directors, in accordance with advice from the Audit Committee, is satisfied with the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The Directors are satisfied that the services disclosed below did not compromise the external auditor's independence for the following reason:

- All non-audit services are reviewed and approved by the Audit Committee prior to the commencement to ensure they do not adversely affect the integrity and objectivity of the auditors.
- The nature of the services provided do not compromise the general principles relating to the auditor independence as set out in the Institute of Chartered Accountants in Australia and CPA Australia Professional Statement APES 110: Professional and Independence.

Auditors Independence Declaration

The Lead Auditor's Independence Declaration for the year ended 31 December 2013 has been received and can be found on page 48 of the Directors' Report.

Signed in accordance with a Resolution of the Directors



Alan Charles Winduss
Director

Perth, March 26 2014



Grant Thornton Audit Pty Ltd
ACN 130 913 594

Level 1
10 Kings Park Road
West Perth WA 6005

Correspondence to:
PO Box 570
West Perth WA 6872

T +61 8 9480 2000
F +61 8 9322 7787
E info.wa@au.gt.com
W www.grantthornton.com.au

Auditor's Independence Declaration To the Directors of United Overseas Australia Ltd

In accordance with the requirements of section 307C of the Corporations Act 2001, as lead auditor for the audit of United Overseas Australia Ltd for the year ended 31 December 2013, I declare that, to the best of my knowledge and belief, there have been:

- a no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- b no contraventions of any applicable code of professional conduct in relation to the audit.

GRANT THORNTON AUDIT PTY LTD
Chartered Accountants

J W Vibert
Partner - Audit & Assurance

Perth, 27 March 2014

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A photograph of a modern glass skyscraper at dusk, with a large, artistic fountain in the foreground featuring several tall, vertical water jets. The scene is illuminated by the warm lights of the setting or rising sun, creating a blue and gold color palette.

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STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2013

	Notes	CONSOLIDATED	
		2013 \$'000	2012 \$'000
Sales revenue	2	410,015	249,674
Cost of sales	3	(216,429)	(128,799)
Gross profit		193,586	120,875
Other revenues from ordinary activities	2	98,303	88,315
General and administrative expenses	3	(72,499)	(42,567)
Foreign exchange gain		4,607	3,435
Profit from ordinary activities before tax and finance costs		223,997	170,058
Finance costs	3	(6,973)	(6,381)
Share of results of associates		2,129	251
Profit before income tax		219,153	163,928
Income tax expense	4	(61,403)	(30,522)
Profit for the year		157,750	133,406
Other comprehensive income, net of tax			
Items that may be subsequently reclassified to the profit or loss			
Available for sale financial assets			
- current year gain		873	546
- reclassification to profit or loss		(224)	-
Exchange differences on translating foreign operations		57,279	8,229
Other comprehensive income for the year		57,928	8,775
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		215,678	142,181
Profit attributable to:			
Owners of the parent		97,814	81,977
Non-controlling interest		59,936	51,429
		157,750	133,406
Total comprehensive income attributable to:			
Owners of the parent		155,682	90,535
Non-controlling interest		59,996	51,646
		215,678	142,181
Earnings per share (cents per share)			
- basic for profit for the year	5	8.93	7.86
- diluted for profit for the year	5	8.93	7.86
- unfranked dividends per share (cents per share)	6	2.5	2.5

The accompanying notes form part of these financial statements.

STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2013

		Notes	CONSOLIDATED	
			2013	2012
			\$'000	\$'000
ASSETS				
Current Assets				
Cash and cash equivalents	10		435,783	264,532
Trade and other receivables	11		158,798	211,788
Inventories	12		309,802	264,427
Current tax assets			6,838	166
Total Current Assets			911,221	740,913
Non-Current Assets				
Property, plant and equipment	14		22,564	25,363
Investment properties	15		648,844	480,075
Land held for property development	12		24,364	57,977
Investment in associates	16		8,218	6,428
Amount owing by associate			1,174	1,029
Available for sale financial assets	17		3,614	5,087
Deferred tax assets	18		6,981	7,356
Total Non-Current Assets			715,759	583,315
TOTAL ASSETS			1,626,980	1,324,228
LIABILITIES				
Current Liabilities				
Trade and other payables	19		166,167	112,504
Financial liabilities	20		134,865	126,839
Current tax liabilities			6,870	-
Total Current Liabilities			307,902	239,343
Non-Current Liabilities				
Other payables	19		19,163	23,047
Financial liabilities	20		8,273	5,743
Deferred tax liabilities	18		9,376	4,826
Total Non-Current Liabilities			36,812	33,616
TOTAL LIABILITIES			344,714	272,959
NET ASSETS			1,282,266	1,051,269
EQUITY				
Parent entity interest				
Share capital	21		55,974	32,292
Reserves	22		24,055	(33,813)
Retained profits			764,813	694,350
Total parent entity interest in equity			844,842	692,829
Total non-controlling interest			437,424	358,440
TOTAL EQUITY			1,282,266	1,051,269

The accompanying notes form part of these financial statements.

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2013

	CONSOLIDATED	
	2013 \$'000	2012 \$'000
Cash flows from operating activities		
Profit before income tax	219,153	163,928
Adjustments for :		
Bad and doubtful debts expense	213	130
Depreciation of property, plant and equipment	3,619	2,995
Dividend income	(155)	(195)
Unrealised gain on investment properties	(21,711)	(12,102)
Realised gain on investment properties	-	(30,071)
Gain on disposal of investment properties	(20)	(1,318)
Gain on disposal of available for sale financial assets	(282)	(2)
Gain on disposal of property, plant and equipment	(15,947)	(113)
Property, plant and equipment written off	8	10
Listing expenses	47	133
Finance costs	6,973	6,381
Interest income	(11,260)	(6,698)
Foreign currency gain	(4,096)	(3,813)
Share of results of associates	(2,129)	(251)
Unrealised profit from associate	943	70
Operating profit before working capital changes	175,356	119,084
Increase in inventories	(15,040)	(19,734)
Increase in receivables	(42,075)	(26,563)
Increase in payables	34,658	39,586
Cash from operations	152,899	112,373
Interest paid	(5,882)	(5,356)
Interest received	10,409	5,951
Income taxes paid	(56,249)	(35,914)
Net cash flows generated from operating activities	101,177	77,054

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2013
(cont'd)

	NOTES	CONSOLIDATED	
		2013 \$'000	2012 \$'000
Cash flows from investing activities			
Payment for purchase of available for sale financial assets		(3)	(5)
Payment for purchase of investment properties		(69,375)	(21,938)
Payment for purchase of property, plant and equipment		(3,177)	(2,506)
Payment for purchase of land held for property development		(4,445)	(29,507)
Proceeds from sale of available for sale financial assets		2,676	2
Proceeds from sale of investment properties		110,714	18,050
Proceeds from sale of property, plant and equipment		23,799	124
Proceeds from part disposal of shares in a subsidiary		45	-
Acquisition of additional shares in existing subsidiary		-	(1,012)
Acquisition of shares in an associate company		(1)	-
Advances from other entities		1,242	4,344
Dividend received		155	195
Net cash flows generated from/(used in) investing activities		61,630	(32,253)
Cash flows from financing activities			
Proceeds from borrowings		28,082	28,645
Repayment of borrowings		(30,554)	(26,782)
Listing expenses		(69)	(196)
Share buyback		(1,923)	(5)
Dividends paid to non-controlling shareholders of subsidiary companies		(27,150)	(19,731)
Dividends paid to owner of the Company		(1,359)	(1,048)
Payment of hire purchase and finance lease liabilities		(1,790)	(1,378)
Issue of shares of a subsidiary to non-controlling shareholders		12,876	7,361
Capital repayment		-	(81,376)
Net cash flows used in financing activities		(21,887)	(94,510)
Net increase/(decrease) in cash and cash equivalents		140,920	(49,709)
Cash and cash equivalents at beginning of year		264,532	308,717
Net foreign exchange differences		30,331	5,524
Cash and cash equivalents at end of year	10	435,783	264,532

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2013

CONSOLIDATED	Share capital \$'000	Retained earnings \$'000	Foreign exchange reserves \$'000	Other reserve \$'000	Total \$'000	Non-Controlling Interest \$'000	Total equity \$'000
At 1 January 2012	94,174	632,515	(42,471)	100	684,318	315,892	1,000,210
Dividends paid	-	(20,542)	-	-	(20,542)	(19,731)	(40,273)
Shares issued during the year	19,494	-	-	-	19,494	-	19,494
- dividend re-investment plan	(81,376)	-	-	-	(81,376)	-	(81,376)
Capital repayment during the year	-	-	-	-	-	4,752	4,752
Other changes in non-controlling interest	-	400	-	-	400	5,881	6,281
Change in stake	-	-	-	-	-	-	-
Transaction with owners	32,292	612,373	(42,471)	100	602,294	306,794	909,088
Profit for the year	-	81,977	-	-	81,977	51,429	133,406
Other comprehensive income :							
Available for sale financial assets	-	-	-	329	329	217	546
- current year gain	-	-	-	-	-	-	-
- reclassification to profit or loss	-	-	-	-	-	-	-
Exchange differences on translation of foreign operations	-	-	8,229	-	8,229	-	8,229
Total comprehensive income for the year	-	81,977	8,229	329	90,535	51,646	142,181
At 31 December 2012	32,292	694,350	(34,242)	429	692,829	358,440	1,051,269

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2013
(cont'd)

CONSOLIDATED						
	Share capital \$'000	Retained earnings \$'000	Foreign exchange reserves \$'000	Other reserve \$'000	Total \$'000	Non-Controlling Interest \$'000
At 1 January 2013	32,292	694,350	(34,242)	429	692,829	358,440
Dividends paid	-	(26,951)	-	-	(26,951)	(27,150)
Shares issued during the year						
- dividend re-investment plan	25,592	-	-	-	25,592	-
Share buyback during the year	(1,910)	-	-	-	(1,910)	-
Other changes in non-controlling interest	-	-	-	-	-	32,853
Change in stake	-	(400)	-	-	(400)	13,285
Transaction with owners	55,974	666,999	(34,242)	429	689,160	377,428
At 31 December 2013	88,266	1,361,349	(68,484)	858	1,361,349	735,868
Profit for the year	-	97,814	-	-	97,814	59,936
Other comprehensive income :						
Available for sale financial assets						
- current year gain	-	-	-	813	813	60
- reclassification to profit or loss	-	-	-	(224)	(224)	-
Exchange differences on translation of foreign operations	-	-	57,279	-	57,279	-
Total comprehensive income for the year	-	97,814	57,279	589	155,682	59,996
At 31 December 2013	55,974	764,813	23,037	1,018	844,842	437,424
At 31 December 2012	32,292	694,350	(34,242)	429	692,829	358,440

The accompanying notes form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2013

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The financial report covers the Group of United Overseas Australia Ltd and controlled entities, and United Overseas Australia Ltd as an individual parent entity. United Overseas Australia Ltd is a public listed company, incorporated and domiciled in Australia.

The financial report of United Overseas Australia Ltd and controlled entities, and United Overseas Australia Ltd as an individual parent entity comply with International Financial Reporting Standards ("IFRS") in their entirety.

The following is a summary of the material accounting policies adopted by the economic entity in the preparation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

Basis of Preparation

The financial report is a general-purpose financial report, which has been prepared in accordance with the requirements of the Corporations Act 2001 and Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. The financial report has also been prepared on a historical cost and accrual basis, except for investment properties and available for sale financial assets that have been measured at fair value.

The financial report is presented in Australian dollars and all values are rounded to the nearest thousand dollars (\$'000) unless otherwise stated under the option available to the Company under ASIC Class Order 98/100. The Company is an entity to which the class order applies.

Statement of Compliance

The financial report complies with Australian Accounting Standards, which include International Financial Reporting Standards ("IFRS"). Compliance with IFRS ensures that the financial report, comprising the financial statements and notes thereto.

New Accounting Standards and Interpretations

The Group has adopted all new and amended Australian Accounting Standards and Interpretations effective from 1 January 2013 including:

AASB 119, Amendments to Employee Benefits

AASB 119 is effective for accounting periods beginning on or after 1 January 2013 and sets out the required disclosures for entities reporting under AASB 119. An amended version of AASB 119 'Employee Benefits' with revised requirements for pension and other post-employment benefits, termination benefits and other changes require a number of disclosures which are consistent with previous disclosures made by the Company. AASB 119 amendments to Employee Benefits have no impact on the amounts recognised in the consolidated interim financial statements.

AASB 10, Consolidated Financial Statements

AASB 10 is effective for accounting periods beginning on or after 1 January 2013 and replaces the guidance on control and consolidation in AASB 127, Consolidated and Separate Financial Statements, and Interpretation 112, Consolidation - Special Purpose Entities. It introduces a single definition of control of an entity, focusing on the need to have both exposure, or rights, to variable returns and the power to affect those returns, before control is present. The Group has accounted for its acquisition of Latin American Resources in accordance with AASB 10. The application of AASB 10 had no other impacts on the amounts recognised in the consolidated interim financial statements.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

New Accounting Standards and Interpretations (cont'd)

AASB 11, Joint Arrangements

AASB 11 is effective for accounting periods beginning on or after 1 January 2013 and replaces AASB 131 Interest in Joint Ventures and UIG-113 Jointly-controlled Entities – Non-monetary Contributions by Ventures. AASB 11 uses the principle of control in AASB 10 to define joint control, and therefore the determination of whether joint control exists may change. In addition, AASB 11 removes the option to account for jointly-controlled entities (JCEs) using proportionate consolidation. Instead, accounting for a joint arrangement is dependent on the nature of the rights and obligations arising from the arrangement. Joint operations that give the venturers a right to the underlying assets and obligations for liabilities are accounted for by recognising the share of those assets and liabilities. Joint ventures that give the venturers a right to the net assets are accounted for using the equity method. The Group has no joint arrangements and AASB 11 does not have any impact on the amounts recognised in the consolidated interim financial statements.

AASB 12, Disclosure of Interests in Other Entities

AASB 12 is effective for accounting periods beginning on or after 1 January 2013 and sets out the required disclosures for entities reporting under AASB 10 and AASB 11, replacing the disclosure requirements currently found in AASB 128, Investments in Associates and Joint Ventures. The application of AASB 12 has no impact on the amounts recognised in the consolidated interim financial statements.

AASB 13, Fair Value Measurement

AASB 13 is effective for accounting periods beginning on or after 1 January 2013 and provides guidance on how to measure fair value and enhance fair value disclosures. The application of AASB 13 has not changed the Group's measurement techniques for determining fair value and does not have any impact on the amounts recognised in the consolidated interim financial statements. The only impact of the adoption of AASB 13 is the inclusion of additional disclosure regarding fair value at 31 December 2013.

The new and amended Standards and Interpretations did not result in any significant changes to the Group's accounting policies.

Accounting policies

(a) Principles of Consolidation

Subsidiaries

The consolidated financial statements comprise the financial statements of United Overseas Australia Ltd and its subsidiaries ("the Group").

The financial statements of subsidiaries are prepared for the same reporting period as the parent entity, using consistent accounting policies. Adjustments are made to bring into line any dissimilar accounting policies, which may exist.

All inter-company balances and transactions, including unrealised profits arising from intra-group transactions, have been eliminated in full. Unrealised losses are eliminated unless costs cannot be recovered.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date such control ceases.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013
(cont'd)

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Accounting policies (cont'd)

(a) Principles of Consolidation (cont'd)

Subsidiaries (cont'd)

The newly acquired subsidiaries have been included in the consolidated financial statements using the purchase method of accounting, which measures the acquirer's assets and liabilities at their fair value at acquisition date. Accordingly, the consolidated financial statements include the results of the newly acquired subsidiaries from its date of acquisition. The purchase consideration has been allocated to the assets and liabilities on the basis of fair value at the date of acquisition.

Associates

Associates are entities in which the Group has significant influence and that is neither a subsidiary nor an interest in a joint venture. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not in control or joint control over those policies.

Investments in associates are accounted for using the equity method. Under the equity method, the investment in an associate is carried in the consolidated statement of financial position at cost plus post-acquisition changes in the Group's share of net assets of the associate.

The Group's share of the net profit or loss and other comprehensive income of the associate is recognised in the consolidated profit or loss and consolidated statement of changes in equity respectively. In applying the equity method, unrealised gains and losses on transactions between the Group and the associate are eliminated to the extent of the Group's interest in the associate.

After application of the equity method, the Group determines whether it is necessary to recognise any additional impairment loss with respect to the Group's net investment in the associate. The associate is equity accounted for from the date the Group obtains significant influence until the date the Group ceases to have significant influence over the associate.

Goodwill relating to an associate is included in the carrying amount of the investment and is not amortised. Any excess of the Group's share of the net fair value of the associate's identifiable assets, liabilities over the cost of the investment is excluded from the carrying amount of the investment and is instead included as income in the determination of the Group's share of the associate's profit or loss in the period in which the investment is acquired.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

The most recent available audited financial statements of the associates are used by the Group in applying the equity method. Where the dates of the audited financial statements used are not coterminous with those of the Group, the share of results is arrived at from the last audited financial statements available and management financial statements to the end of the accounting period.

In the Company's separate financial statements, investments in associates are stated at cost less impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is included in profit or loss.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(b) Foreign currency translation

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The consolidated financial statements are presented in Australian Dollars (A\$), which is the Company's presentation currency.

Transactions and balances

Transactions in foreign currencies are initially recorded in the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the reporting date. Exchange differences arising on monetary items that form part of the Group's net investment in a foreign subsidiary are initially recognised in other comprehensive income and accumulated under foreign exchange reserve in equity. The foreign exchange reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

Group companies

The functional currency of the overseas subsidiaries is Ringgit Malaysia (RM) and Singapore Dollar (SGD).

The results and financial position of all group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) Assets and liabilities of foreign operations are translated into A\$ at the rate of exchange ruling at reporting date;
- (ii) Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions);
- (iii) All resulting exchange differences arising on the translation are taken directly to other comprehensive income; and
- (iv) On disposal of a foreign operation, the cumulative amount recognised in other comprehensive income and accumulated in equity under foreign currency translation reserve relating to that particular foreign operation is recognised in the profit or loss as part of the gain or loss on disposal.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013
(cont'd)

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(c) Property, plant and equipment

Recognition and measurement

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment includes expenditure that is directly attributable to the acquisition of an asset.

Dismantlement, removal or restoration costs are included as part of the cost of property, plant and equipment if the obligation for dismantlement, removal or restoration is contracted as a consequence of acquiring or using the asset.

Subsequent costs are included in the asset's carrying amount when it is probable that future economic benefits associated with the asset will flow to the Group and the Company and the cost of the asset can be measured reliably. The carrying amount of the replaced part is derecognised.

All other repairs and maintenance are charged to the income statement during the financial year in which they are incurred. Property, plant and equipment are derecognised upon disposal or when no future economic benefits are expected from their use or disposal. On disposal, the difference between the net disposal proceeds and the carrying amount is recognised in the income statement.

Depreciation

Freehold land is not depreciated.

Depreciation is calculated to write off the depreciable amount of other property, plant and equipment on a straight-line basis over their estimated useful lives. The depreciable amount is determined after deducting the residual value from cost.

The principal annual rates used for this purpose are:

	2013	2012
Plant and equipment:		
- plant and equipment	5 – 10 years	5 – 10 years
- furniture, fittings and equipment	10 years	10 years
- motor vehicles	5 years	5 years
- land & buildings	40 years	40 years

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

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(d) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowings costs are expensed in the period in which they are incurred and reported in 'finance costs' (see note 3).

(e) Investment properties

Investment properties are properties held to earn rental and/or for capital appreciation, rather than for use in production or supply of goods and services or for administrative purposes, or sale in the ordinary course of business.

Investment properties are measured at cost including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which is based on active market prices, adjusted if necessary, for any difference in the nature, location or condition of the specific asset at the reporting date.

Fair value is determined by independent valuation performed by an independent valuer at least once every three years. The directors assess the valuation of each investment property at each reporting date to ensure that the carrying amount reflects the market conditions at the reporting date. Gains or losses arising from changes in the fair values are included in the profit or loss in the period in which they arise.

Investment properties are derecognised when they have either been disposed off or when the investment property is permanently withdrawn from use and no future benefit is expected from its disposal. Any gains or losses on derecognition of an investment property are recognised in the profit or loss in the period of derecognition.

(f) Impairment of assets

Impairment of non-financial assets

Goodwill

Goodwill is reviewed annually for impairment, or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units that are expected to benefit from synergies of the business combination.

An impairment loss is recognised in the income statement when the carrying amount of the cash-generating unit, including the goodwill, exceeds the recoverable amount of the cash-generating unit. The recoverable amount of the cash-generating unit is the higher of the cash-generating unit's fair value less cost to sell and its value in use.

The total impairment loss is allocated first to reduce the carrying amount of goodwill allocated to the cash-generating unit and then to the other assets of the cash-generating unit proportionately on the basis of the carrying amount of each asset in the cash-generating unit.

Impairment loss recognised on goodwill is not reversed in the event of an increase in recoverable amount in subsequent periods.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2013
 (cont'd)

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

(f) Impairment of assets (cont'd)

Impairment of non-financial assets (cont'd)

Property, plant and equipment, investment properties, land held for development and investment in associate and subsidiaries

Property, plant and equipment, investment properties, land held for development and investment in associate and subsidiaries are assessed at each reporting date to determine whether there is any indication of impairment.

If such an indication exists, the asset's recoverable amount is estimated. The recoverable amount is the higher of an asset's fair value less cost to sell and its value in use. Value in use is the present value of the future cash flows expected to be derived from the assets. Recoverable amounts are estimated for individual assets or, if it is not possible, for the cash-generating unit to which the asset belongs.

An impairment loss is recognised whenever the carrying amount of an asset or a cash-generating unit exceeds its recoverable amount. Impairment losses are charged to the income statement.

Any reversal of an impairment loss as a result of a subsequent increase in recoverable amount should not exceed the carrying amount that would have been determined (net of amortisation or depreciation, if applicable) had no impairment loss been previously recognised for the asset.

Impairment of financial assets

All financial assets except for financial assets categorised as fair value through profit or loss are assessed at each reporting date for any objective evidence of impairment as a result of one or more events having an impact on the estimated future cash flows of the asset. Losses expected as a result of future events, no matter how likely, are not recognised. For an equity instrument, a significant or prolonged decline in the fair value below its cost is objective evidence of impairment.

Assets carried at amortised cost

If there is objective evidence that an impairment loss on financial assets carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account. The impairment loss is recognised in the income statement.

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed to the extent that the carrying amount of the asset does not exceed its amortised cost at the reversal date. The amount of reversal is recognised in the income statement.

Assets carried at cost

If there is objective evidence that an impairment loss on financial assets carried at cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset.

Such impairment losses are not reversed in subsequent periods.