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KEPPEL CARE FOUNDATION LIMITED
(Registration No. 201120171W)

DIRECTORS' REPORT
AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED
31 DECEMBER 2013

KEPPEL CARE FOUNDATION LIMITED
(Incorporated in Singapore)

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

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KEPPEL CARE FOUNDATION LIMITED
(Incorporated in Singapore)

DIRECTORS' REPORT

The directors submit their report to the member together with the audited financial statements of the Company for the financial year ended 31 December 2013.

1. DIRECTORS

The directors of the Company in office at the date of this report are:

Lee Boon Yang
Choo Chiau Beng
Teo Soon Hoe

2. ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Section 201(6)(f) and 201(6A)(g) of the Singapore Companies Act, Cap. 50 (the "Act") do not apply to the Company as it is a company limited by guarantee and without share capital and debentures.

3. DIRECTORS' INTERESTS IN SHARES OR DEBENTURES

Section 201(6)(g) and 201 (6A)(h) of the Act do not apply to the Company as it is a company limited by guarantee and without share capital and debentures.

4. DIRECTORS' RECEIPT AND ENTITLEMENT TO CONTRACTUAL BENEFITS

Since the end of previous financial period, no director has received or become entitled to receive a benefit (other than as disclosed in the financial statements) by reason of a contract made by the Company or a related corporation with the director, or with a firm of which he is a member, or with a company in which he has a substantial financial interest.

5. SHARE OPTIONS

Section 201 (11) and (12) of the Act do not apply to the Company as it is a company limited by guarantee.

6. AUDITORS

The auditors, Deloitte & Touche LLP, have expressed their willingness to accept re-appointment.

On behalf of the directors



Choo Chiau Beng
Director



Teo Soon Hoe
Director

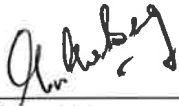
Singapore, 16 January 2014

KEPPEL CARE FOUNDATION LIMITED
(Incorporated in Singapore)

STATEMENT BY DIRECTORS

In the opinion of the directors, the financial statements as set out on pages 6 to 11 are drawn up so as to give a true and fair view of the state of affairs of the Company as at 31 December 2013, and of the results and cash flows for the financial year ended 31 December 2013, and at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts when they fall due.

On behalf of the directors



Choo Chiau Beng
Director

Singapore, 16 January 2014



Teo Soon Hoe
Director

INDEPENDENT AUDITORS' REPORT TO THE MEMBER OF KEPPEL CARE FOUNDATION LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of Keppel Care Foundation Limited (the "Company") which comprise the balance sheet as at 31 December 2013, and the statement of financial activities, and statement of cash flows for the financial year ended 31 December 2013, and a summary of significant accounting policies and other explanatory information, as set out on pages 6 to 11.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act, Chapter 50 (the "Act"), the Singapore Charities Act, Chapter 37 (the "Charities Act") and Charities Accounting Standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair statement of financial activities and balance sheet and to maintain accountability of assets.

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the financial statements are properly drawn up in accordance with the provisions of the Act, the Charities Act and Charities Accounting Standards so as to give a true and fair view of the state of affairs of the Company as at 31 December 2013 and of the results and cash flows of the Company for the financial year ended 31 December 2013.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

A handwritten signature in blue ink, appearing to read "Deloitte Touche", is written over the printed name of the firm.

Public Accountants and
Chartered Accountants
Singapore

16 January 2014

KEPPEL CARE FOUNDATION LIMITED
(Incorporated in Singapore)

BALANCE SHEET AS AT 31 DECEMBER 2013

| | Note | 2013 \$ | 2012 \$ |
|--|------|-------------------|------------------|
| FUNDS OF CHARITY | | | |
| Unrestricted funds | 2h | 4,939,902 | 7,893,852 |
| Total Charity Funds | | <u>4,939,902</u> | <u>7,893,852</u> |
| NON-CURRENT ASSET | | | |
| Fixed deposit with a related company | 3 | - | 5,000,000 |
| CURRENT ASSETS | | | |
| Interest receivable from a related company | | 120,866 | 45,424 |
| Cash and cash equivalents | 4 | <u>16,819,036</u> | <u>5,000,928</u> |
| | | <u>16,939,902</u> | <u>5,046,352</u> |
| CURRENT LIABILITY | | | |
| Other payables and accruals | 5 | 2,000,000 | 2,152,500 |
| NET CURRENT ASSETS | | 14,939,902 | 2,893,852 |
| NON-CURRENT LIABILITY | | | |
| Other payables and accruals | 5 | 10,000,000 | - |
| NET ASSETS | | <u>4,939,902</u> | <u>7,893,852</u> |

See accompanying notes to financial statements.

KEPPEL CARE FOUNDATION LIMITED
(Incorporated in Singapore)

**STATEMENT OF FINANCIAL ACTIVITIES
FOR THE YEAR ENDED 31 DECEMBER 2013**

| | Note | <u>Unrestricted Funds</u> | | | Period from 25.08.11 (date of incorporation) to 31.12.12 Total \$ |
|--|------|---------------------------|-----------------------|---------------------|---|
| | | 2013 IPC \$ | 2013 Non-IPC \$ | Total \$ | |
| INCOME | | | | | |
| Income from generated funds | | | | | |
| Voluntary income | 2c | 15,000,000 | - | 15,000,000 | 15,000,000 |
| Investment income | 2d | 128,190 | 534 | 128,724 | 46,607 |
| Total income | | <u>15,128,190</u> | <u>534</u> | <u>15,128,724</u> | <u>15,046,607</u> |
| EXPENDITURES | | | | | |
| Charitable activities | | (18,083,288) | - | (18,083,288) | (7,150,000) |
| Other expenditures | | | | | |
| Auditors' remuneration | | - | 2,500 | 2,500 | (2,500) |
| Other expenses | | (38) | (1,848) | (1,886) | (255) |
| Total expenditures | | <u>(18,083,326)</u> | <u>652</u> | <u>(18,082,674)</u> | <u>(7,152,755)</u> |
| (Expenditure)/Income before tax expense | | (2,955,136) | 1,186 | (2,953,950) | 7,893,852 |
| Tax expense | 2e | - | - | - | - |
| Net (expenditure)/income | | <u>(2,955,136)</u> | <u>1,186</u> | <u>(2,953,950)</u> | <u>7,893,852</u> |
| RECONCILIATION OF FUNDS | | | | | |
| Total funds brought forward | | 7,796,374 | 97,478 | 7,893,852 | - |
| Total funds carried forward | | <u>4,841,238</u> | <u>98,664</u> | <u>4,939,902</u> | <u>7,893,852</u> |

See accompanying notes to financial statements.

KEPPEL CARE FOUNDATION LIMITED
(Incorporated in Singapore)

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2013

| | Note | 2013 \$ | Period from 25.08.11 (date of incorporation) to 31.12.12 \$ |
|---|------|-------------------|--|
| Cash flows from operating activities | | | |
| (Expenditure)/Income before tax expense | | (2,953,950) | 7,893,852 |
| Adjustments for: | | | |
| Interest income | | <u>(128,724)</u> | <u>(46,607)</u> |
| Operating cash flows before changes in working capital | | (3,082,674) | 7,847,245 |
| Change in operating assets and liabilities: | | | |
| Other payables and accruals | | <u>9,847,500</u> | <u>2,152,500</u> |
| Net cash from operating activities | | <u>6,764,826</u> | <u>9,999,745</u> |
| Cash flows from investing activity | | | |
| Interest received | | 53,282 | 1,183 |
| Placement of fixed deposit with a related company* | | <u>-</u> | <u>(5,000,000)</u> |
| Net cash flows used in investing activities | | <u>53,282</u> | <u>(4,998,817)</u> |
| Net increase in cash and cash equivalents | | 6,818,108 | 5,000,928 |
| Cash and cash equivalents at beginning of the year/period | | 5,000,928 | - |
| Transfer of fixed deposit with a related company to cash and cash equivalents* | | 5,000,000 | - |
| Cash and cash equivalents at end of the year/period | 4 | <u>16,819,036</u> | <u>5,000,928</u> |

*At the end of the previous financial period, fixed deposit placed with a related company was excluded from cash and cash equivalents as it matured within 15 months from 31 December 2012. The amount was transferred to cash and cash equivalents for current financial year end as it will mature within 3 months from 31 December 2013.

See accompanying notes to financial statements.

KEPPEL CARE FOUNDATION LIMITED
(Incorporated in Singapore)

NOTES TO THE FINANCIAL STATEMENTS
31 DECEMBER 2013

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1. GENERAL

The Company is incorporated and domiciled in Singapore. The address of the Company's registered office is 1 HarbourFront Avenue, #18-01 Keppel Bay Tower, Singapore 098632.

The Company is limited by guarantee. It was granted the status as a charity under the Charities Act on 14 September 2011. It was registered as a grantmaker under the double tax deduction scheme on 7 October 2011.

The Company is a non-profit philanthropic organisation established by Keppel Corporation Limited. The Company's vision statement is to make a positive and sustainable impact on people in need and the environment, through promoting education, providing care and encouraging green mindsets and initiatives.

The member of the Company has undertaken to contribute an amount not exceeding \$100 to the assets of the Company in the event the Company is wound up and the monies are required for payment of the liabilities of the Company.

The financial statements for the year ended 31 December were authorised for issue in accordance with a resolution of the directors on 16 January 2014.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Accounting

The financial statements have been prepared in accordance with the Charities Accounting standards ("CAS"), the Singapore Companies Act and the Singapore Charities Act.

The preparation of the financial statements in conformity with CAS requires management to exercise its judgement in the process of applying the Company's accounting policies. It also requires the use of certain critical accounting estimates and assumptions. Management is of the opinion that there are no instances of application of judgements which may have a significant effect on the amounts recognised in the financial statements.

(b) Recognition of Income

These are included in the Statement of Financial Activities ("SoFA") when:

- The Company has unconditional entitlement to the income;
- The governing board members are virtually certain they will receive the income; and
- The amount can be measured with sufficient reliability.

(c) Voluntary Income

Donations are recognised in the SoFA as voluntary income when the Company has unconditional entitlement to the receipts.

(d) Investment Income

This is included in the financial statements when receivable. Investment income relates to interest received from fixed deposits.

(e) Taxation

The Company is registered as a charity under the Charities Act, Chapter 37 and is exempt from income tax.

(f) Liability Recognition

Liabilities are recognised as soon as there is a legal or constructive obligation committing the charity to make payment.

(g) Cash and Cash Equivalents

For the purpose of the statement of cash flows, cash and cash equivalents comprise fixed deposits with a related company and cash at bank, and are subject to an insignificant risk of changes in value.

(h) Funds Structure

The unrestricted fund is available for use at the discretion of the governing board members in furtherance of the Company's objectives.

3. FIXED DEPOSIT WITH A RELATED COMPANY

At the end of previous financial period, fixed deposit placed with a related company matured within 15 months from the financial year end and bear interest at 1.76% per annum.

4. CASH AND CASH EQUIVALENTS

| | 2013 | 2012 |
|--|-------------------|------------------|
| | \$ | \$ |
| Fixed deposits placed with a related company | 16,736,618 | 4,981,183 |
| Cash at bank | 82,418 | 19,745 |
| | <u>16,819,036</u> | <u>5,000,928</u> |

Fixed deposits placed with a related company mature within 1 month to 3 months (2012: 1 month to 3 months) from the financial year end and bear interest ranging from 0.60% to 1.76% (2012: 0.78% to 1.40%) per annum.

5. **OTHER PAYABLES AND ACCRUALS**

| | 2013 | | 2012 |
|-------------------|--------------------------------|-------------------------------|------------------------------|
| | Due within one year | Due after one year | Due within one year \$ |
| Donations payable | 2,000,000 | 10,000,000 | 2,150,000 |
| Accruals | - | - | 2,500 |
| | <u>2,000,000</u> | <u>10,000,000</u> | <u>2,152,500</u> |

6. **RELATED COMPANY TRANSACTIONS**

Related companies in these financial statements refer to Keppel Corporation Limited and its group of companies.

Income from a related company includes:

| | 2013 | Period from 25.08.11 (date of incorporation) to 31.12.12 |
|-------------------|-------------------|--|
| | \$ | \$ |
| Voluntary income | 15,000,000 | 15,000,000 |
| Investment income | 128,724 | 46,607 |
| | <u>15,128,724</u> | <u>15,046,607</u> |