ASX PRELIMINARY FINAL REPORT

Becton Property Group Limited

ABN 64 095 067 771

30 June 2012

Lodged with the ASX under Listing Rule 4.3A on 31 August 2012

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This report covers the consolidated entity consisting of Becton Property Group Limited and its subsidiaries and is based on accounts which are in the process of being audited. **The financial report is presented in Australian dollars.**

				\$000s
Revenue from continuing operations (Appendix 4E item 2.1)	up	81%	to	147,749
Net loss for the period attributable to members (Appendix 4E item 2.3)	down	60%	to	(17,908)
Operating profit (profit before specific non-cash and other significant items) (Appendix 4E item 2.2)	up	35%	to	6,402

It is not proposed to pay any dividends for the reporting period. (Appendix 4E items 2.4 and 2.5)

Operating profit by business and summary of non-cash and other significant items:

items.	2012 \$'000	2011 \$'000
Total Revenue	147,749	81,477
Operating Business Unit EBT*:		
Development and Construction	19,768	14,826
Property Funds Management	-	2,384
Retirement	1,555	8,126
Property Investment	-	1,880
Corporate Overhead	(6,203)	(6,288)
Total Business Unit Operating EBT	15,120	20,928
Group Interest expense	(8,718)	(13,812)
Group Operating Earnings before tax	6,402	7,116
Group Income tax expense	-	(1,571)
Minority interest	-	(810)
Net Operating profit after tax	6,402	4,735
Non-cash and other significant items:		
Fair value adjustment to financial assets – property investment	-	(6,950)
Property revaluations – retirement	(13,034)	227
Impairment of Retirement Finance	(8,836)	(0.004)
Write-down of inventory to net realisable value Realised gain/(loss) on sale of assets	(6,761) 43	(8,091) (22,656)
Forgiveness of waiver fee	6,000	(22,030)
Swap novation and effectiveness	-	(744)
Additional financing and restructure costs	(1,722)	(10,987)
Income tax (expense)/benefit		189
Net loss after tax attributable to members	(17,908)	(44,277)

^{* -} In accordance with the Group's accounting policies for the development and construction business, interest costs incurred that are directly attributable to a project are capitalised as part of the costs of that project, until the development and construction are complete. They are then included in costs of sales when revenue is recognised. EBT includes such interest and interest on completed projects, if any. For all other businesses, direct interest incurred in the operations of the business is included in EBT (ie: Retirement Alliance interest).

Explanation of Total Revenue (Appendix 4E item 2.6)

Revenue from ordinary activities for FY12 was \$147.7 million compared to \$81.5 million in the prior period. The primary reason for the movement is the higher volume of settlements from the final stages at Kensington in Victoria and the first stages at Waterloo in NSW.

Explanation of Net Operating Profit after tax (Appendix 4E item 2.6)

The net operating profit (after tax) of \$6.4 million (2011: \$4.7 million) is calculated prior to taking into account a number of non-operating items. Excluding these non-operating items, operating profit after tax of \$6.4 million for the year translated to operating profit per security of 86.81 cents (2011: 378.53 cents). (Refer to earnings per share note 10)

On the basis of all options and preferred equity being exercised at their maximum values, the FY12 operating profit per security would be 34.80 cents.

Explanation of Non-cash and other significant items (Appendix 4E item 2.6)

During the period, the Group incurred a number of non-cash impairments relating largely to the declining asset valuations and impairments held within Retirement Finance Pty Ltd, the joint venture entity, and write-downs in the carrying value of development sites.

Included in the consolidated income statement are a number of items that are significant because of their non-operating nature and size. These are listed on the 'Operating profit by business and summary of non-cash and other significant items' table shown on page 2 of this report.

Explanation of Operating EBT by business (Appendix 4E item 14.3)

Development and construction – the Development and Construction business contributed \$19.8 million of operating EBT (2011: \$14.8 million), an increase of 34 per cent from the previous year. The reason for the increase in EBT is due to a higher volume of settlements at Kensington and Waterloo.

Retirement – the Retirement business contributed operating EBT of \$1.6 million (2011: \$8.1 million), a decrease of 80 per cent from the previous period. The Group's retirement EBT consists of two components, being the Group's investment in the Retirement Alliance with the Oman Investment Fund ("the Retirement Alliance") and its 100 per cent ownership of a retirement village and development site at Wahroonga, NSW. The reduction in EBT is attributable to lower stock levels, fewer Retirement development projects, softer localised market conditions and higher financing and interest costs in the Retirement Alliance.

The Group's share of the downward revaluations of approximately \$13.0 million, recorded in the Retirement Alliance and the Wahroonga asset, is not included in the operating revenue or EBT of the Group. This is consistent with previous reporting, revaluation gains and losses are included in non-operating items.

Capital Structure and Gearing (Appendix 4E item 12)

At the Annual General Meeting on 25 November 2011, securityholders of the Group approved a resolution to consolidate securities on a 200:1 basis. This consolidation resulted in the total number of ordinary stapled securities on issue reducing from 1,474,905,353 (pre consolidation) to 7,374,116 (post consolidation). The consolidation has been reflected in the 30 June 2011 weighted average number of ordinary stapled securities.

The weighted average number of ordinary stapled securities on issue for the year (not including Options or Preferred Securities) was 7.4 million (2011: 1.3 million).

Net interest bearing debt (i.e. net of cash held) at the end of the year was \$170.8 million (2011: \$201.9 million).

Refinancing Activities of the Group

The Balance Sheet of the Group discloses current liabilities relating to a \$2.2 million debt facility with Suncorp-Metway Ltd which is due to expire in February 2013.

The directors believe that this facility will be refinanced or repaid prior to the date on which it expires.

In addition, the Group has an interest in the Retirement Alliance, accounted for using the equity method. The Retirement Alliance has a \$73.6 million debt facility also with Suncorp-Metway Ltd which is due to expire in October 2012. The directors of the Group have been informed by the directors of the Retirement Alliance that the Retirement Alliance has engaged with several debt providers to refinance the facility. However, no agreement has, as yet, been reached.

(Appendix 4E item 3)	Consolidated	
	2012	2011
	\$'000	\$'000
Revenue from continuing operations	140,412	72,218
Other income	7,337	9,259
Raw materials and consumables used	(116,640)	(55,948)
Employee benefits expense	(12,039)	(12,016)
Depreciation and amortisation expense	(967)	(282)
Impairment of other assets	(16,803)	(13,759)
Other expenses	(4,735)	(5,776)
Share of net (loss)/profits of joint venture entities	(11,692)	7,409
Forgiveness of waiver fee	6,000	-
Finance costs	(8,781)	(18,306)
(Loss) before income tax	(17,908)	(17,201)
Income tax expense		(1,382)
(Loss) from continuing operations	(17,908)	(18,583)
(Loss) from discontinued operations		(28,756)
(Loss) for the year	(17,908)	(47,339)
Other comprehensive income		
(Loss)/gain on cash flow hedges taken to equity	(3,596)	1,984
Total comprehensive income for the year	(21,504)	(45,355)
Loss is attributable to:		
Owners of Becton Property Group Limited	(17,908)	(44,277)
Non-controlling interests	-	(3,062)
· ·	(17,908)	(47,339)
Total comprehensive income for the year attributable to:		
Owners of Becton Property Group Limited	(21,504)	(42,293)
Non-controlling interests	-	(3,062)
-	(21,504)	(45,355)

BECTON PROPERTY GROUP LIMITED AND ITS SUBSIDIARIES PRELIMINARY CONSOLIDATED STATEMENT FINANCIAL POSITION AS AT 30 June 2012

	Consolidated	
(Appendix 4E item 4)	2012	2011
	\$'000	\$'000
ASSETS		
Current assets		
Cash and cash equivalents	2,887	11,134
Trade and other receivables	5,315	32,227
Inventories	69,400	62,063
Total current assets	77,602	105,424
No. of the state o		
Non-current assets		4 777
Receivables	-	1,777
Inventories	59,443	89,944
Investments accounted for using the equity method	38,857	59,460
Property, plant and equipment	481	1,373
Investment properties	39,650	33,475
Deferred tax assets	45,299	54,068
Total non-current assets	183,730	240,097
Total assets	261,332	345,521
LIABILITIES		
Current liabilities		
Payables	14 604	32,674
Borrowings	14,694 2,202	33,986
Derivative financial instruments	1,394	803
Provisions	1,570	1,237
Liability to retirement village residents		29,105
Total current liabilities	34,554 54,414	97,805
Total Current habilities	34,414	91,000
Non-current liabilities		
Trade and other payables	35	6,016
Borrowings	171,471	179,062
Deferred tax liabilities	45,302	54,074
Provisions	145	518
Derivative financial instruments	5,338	2,333
Total non-current liabilities	222,291	242,003
Total liabilities	276,705	339,808
	•	
Net (liabilities)/assets	(15,373)	5,713
EQUITY		
Contributed equity	397,383	396,965
Reserves	17,750	21,346
Accumulated losses	(430,506)	(412,598)
Equity attributable to owners of Becton Property Group Limited	(15,373)	5,713
Total equity	(15,373)	5,713
		-

BECTON PROPERTY GROUP LIMITED AND ITS SUBSIDIARIES PRELIMINARY CONSOLIDATED STATEMENT OF CHANGES IN EQUITY AS AT 30 June 2012

(Appendix 4E item 6) Attributable to owners of **Becton Property Group Limited** Contributed Other Accumulated Total Non-controlling Total \$'000 interests equity equity reserves losses \$'000 \$'000 \$'000 \$'000 \$'000 Balance at 1 July 2010 338,948 (700)(368,321) (30,073) 34,245 4,172 Loss for the year (44,277) (44,277) (3,062)(47,339)Other comprehensive income for the (366)1,984 1,618 1,618 Total comprehensive income for (366) 1,984 (44,277) (42,659) (3,062) (45,721) the year Transactions with owners in their capacity as owners: 58,383 20,062 Contributions of equity, net of 78,445 78,445 transaction costs and tax Dividends provided for or paid to minority (2,973)(2,973)interest in controlled entities Transactions with minority interests (28,210)(28,210)Total of owner changes in equity 58,383 20,062 78,445 (31,183)47,262 Balance at 30 June 2011 396,965 21,346 (412,598)5,713 5,713 Balance at 1 July 2011 396,965 21,346 (412,598)5,713 5,713 Loss for the year (17,908) (17,908) (17,908)Other comprehensive income for the (3,596)(3,596)(3,596)year (17,908) (21,504) (21,504) Total comprehensive income for (3,596)the year Transactions with owners in their capacity as owners: Contributions of equity, net of 418 418 418 transaction costs and tax Total of owner changes in equity 418 418 418

397,383

17,750

(430,506) (15,373)

- (15,373)

Balance at 30 June 2012

BECTON PROPERTY GROUP LIMITED AND ITS SUBSIDIARIES PRELIMINARY CONSOLIDATED STATEMENT OF CASHFLOW FOR THE YEAR ENDED 30 June 2012

(Appendix 4E item 5)	Consolidated	
	2012	2011
	\$'000	\$'000
Cash flows from operating activities		
Receipts from customers (inclusive of goods and services tax)	154,928	81,268
Payments to suppliers and employees (inclusive of goods and services tax)	(149,344)	(75,626)
,	5,584	5,642
Dividends received	243	4,632
Other revenue	614	89
Interest paid	(3,460)	(11,584)
Net cash inflow/ (outflow) from operating activities	2,981	(1,221)
O. I. floor of an element with the		
Cash flows from investing activities	(77)	(4.00)
Payments for property, plant and equipment	(77)	(166) (6,495)
Payments for investment other financial assets Proceeds from disposal of financial assets at fair value through profit or	-	(6, 4 95) 4,849
loss	27,384	4,049
Distributions paid to non-controlling interest	_	(2,973)
Proceeds from sale of business unit	-	1,880
Interest received	410	396
Net cash inflow/(outflow) from investing activities	27,717	(2,509)
Cash flows from financing activities		470.007
Proceeds from borrowings	69,789	173,027
Share issue and buy-back transaction costs	418	(407.040)
Repayment of borrowings	(109,152)	(167,346)
Net cash (outflow)/ inflow from financing activities	(38,945)	5,681
Net (decrease)/ increase in cash and cash equivalents	(8,247)	1,951
Cash and cash equivalents at the beginning of the financial year	11,134	9,183
Cash and cash equivalents at end of year	2,887	11,134
	-	

1 Statement of Significant Accounting Policies

There have been no significant changes in accounting policies since the year ended 30 June 2011 which impact the financial results disclosed in this document.

This preliminary final report for the year ended 30 June 2012 has been prepared in accordance with Australian equivalents to International Financial Reporting Standards (AIFRSs), other authoritative pronouncements of the Australian Accounting Standards Board, Interpretations and the Corporations Act 2001.

This financial report does not include notes of the type normally included in an annual financial report. Accordingly, it is to be read in conjunction with the annual report for the year ended 30 June 2012 and all public announcements made by Becton Property Group Limited during the reporting period in accordance with the continuous disclosure requirements of the Corporations Act 2001 and Australian Stock Exchange Listing Rules.

The accounting policies adopted are consistent with those of the previous financial year. Comparatives for the year ended 30 June 2011 have been reclassified where necessary for consistency with current year disclosures.

2 Material Factors Affecting the Economic Entity for the Current Period

Refer to the information provided in this report, as well as the market announcement released today for discussion of the nature and amount of material items affecting revenue, expenses, assets, liabilities, equity or cash flows, where their disclosure is relevant in explaining the financial performance or position of the entity for the period.

The Group's investment in the Retirement Alliance had a carrying value of \$35.4 million at 30 June 2012. There is a risk that any future refinancing of the Retirement Alliance's \$73.6 million debt facility with Suncorp Metway Limited will be at less commercially attractive terms with regard to both pricing and term. This in turn creates significant uncertainty over the carrying value of the Group's investment in the Retirement Alliance and has the potential to further impact the net asset deficiency of the Group.

In the event a refinancing is not achieved by 31 October 2012, the Group may be required to effect an orderly sale of the assets in order to repay the facility and in the directors' opinion this will reduce the current carrying value of the investment.

3 Individually Significant Items

These are detailed earlier in this report.

4 Dividend Information (Appendix 4E item 7)

No dividends have been paid, declared or recommended since the end of the preceding financial year.

5 Dividend Reinvestment Plans (Appendix 4E item 8)

The company currently has no dividend reinvestment plan in operation.

6 Retained Earnings (Appendix 4E item 8)

,	Consolidated	
	2012	2011
	\$000	\$000
Accumulated losses		
Accumulated losses at the beginning of the financial year Ordinary dividends provided for or paid	(412,598) -	(368,321)
Net (loss)/profit attributable to members of Becton Property		
Group Limited	(17,908)	(44,277)
Accumulated losses at the end of the financial year	(430,506)	(412,598)

7 NTA Backing (Appendix 4E item 9)

	2012	2011
Net tangible asset backing per ordinary security (excluding Minority Interest)	(\$2.085)	\$0.775
Net tangible asset backing per ordinary security (including Minority Interest)	(\$2.085)	\$0.775

^{*} At the Annual General Meeting on 25 November 2011, securityholders of the Group approved a resolution to consolidate securities on a 200:1 basis. This took the total number of securities from 1,474,905,353 (pre consolidation) to 7,374,116 (post consolidation). The consolidation has also been reflected in the 30 June 2011 number of ordinary shares.

8 Associates and Joint Venture Entities (Appendix 4E item 11)

Name	Place of Incorporation	Ownership interest	
		2012	2011
		%	%
Retirement Finance Pty Ltd	Australia	50	50

The share of net loss of associates and joint ventures accounted for using the equity method for the year ended 30 June 2012 is \$11.7 million (2011: \$7.4 million profit).

Under the terms of the Relationship Agreement the joint venture partner is entitled up to 60 per cent of the net asset value of the Retirement Alliance if the internal rate of return ("IRR") on their investment is less than 20 per cent. Based on the Group's most recent forecasting, we no longer believe the joint venture partner will receive a 20 per cent IRR on its investment and therefore is likely to be entitled to 60 per cent of the net asset value of the Retirement Alliance on termination. This agreement does not affect the Group's voting rights in the Retirement Alliance.

As a result of the change in entitlement in accordance with the Relationship Agreement described above, the Group has impaired the investment in the Retirement Alliance, to bring the current carrying value into line with the Group's forecast entitlement of 40 per cent.

9 Other Significant Information (Appendix 4E item 12)

Refer to the detailed financial information and commentary on the results of each business provided earlier in this report.

10 Earnings Per Security (Appendix 4E item 14.1)

	Calculation of Basic EPS \$000	Calculation of Diluted EPS \$000	Calculation of Operating EPS \$000
Year end 30 June 2012			
(Losses)/earnings - cents per security	(242.84) cents	(242.84) cents	86.81 cents
Year end 30 June 2011			
(Losses)/earnings -cents per security	(3,539.60) cents	(3,539.60) cents	378.53 cents
Reconciliations of earnings used in calculating	na earninas ner sha	ro	
Reconciliations of earnings used in calculating	ig earnings per sna	2012	2011
Designation of the second		\$'000	\$'000
Basic earnings per share			
Profit attributable to the ordinary equity holders			
of the company used in calculating basic			
earnings per share		(47,000)	(47.220)
Net (loss)/profit from continuing operations Loss from continuing operations attributable to		(17,908)	(47,339)
minority interests			3,062
Loss from discontinued operation		-	3,002
Net profit/(loss)	_	(17,908)	(44,277)
Not promutiossy	_	(17,500)	(44,211)
		No.	No.
Weighted average number of ordinary securities	used as		
denominator in calculating EPS (i)		7,374,304	1,250,901
Weighted average number of ordinary securities			
ordinary securities used as the denominator in ca	aiculating diluted	7 074 004	4 050 004
earnings per share (ii)	<u> </u>	7,374,304	1,250,901

- (i) At the Annual General Meeting on 25 November 2011, securityholders of the Group approved a resolution to consolidate securities on a 200:1 basis. This took the total number of securities from 1,474,905,353 (pre consolidation) to 7,374,116 (post consolidation). The consolidation has been reflected in the 30 June 2011 weighted average number of ordinary securities for comparative purpose.
- (ii) A total of 783,682,575 options were issued to ACR on 17 June 2011. The weighted average of these options has been excluded from the fully diluted earnings calculation as the effect of the issue of these options is anti dilutive, by the fact that the Group incurred a loss from operations during the financial year.

The directors and management have determined that the exclusion of certain non-cash and significant items permits a more appropriate and meaningful analysis of the Group's underlying performance on a comparative basis. Internally, the organisation focuses on the adjusted financial outcomes ("Operating Results"). The above net profit used in the operating EPS calculation reflects the Operating Results which exclude the non-cash and significant items disclosed earlier in this report.

11 Share Buyback (Appendix 4E item 14.2)

There have been no share buy backs during the period.

12 Segment Information (Appendix 4E item 14.4)

The consolidated entity operates entirely within the Australian geographic segment.

The consolidated entity operated in two business segments: Development & Construction and Retirement Management. Detailed financial information and commentary on the results of each of these segments is provided earlier in this report.

13 Trends in Performance (Appendix 4E item 14.5)

Refer to the detailed financial information and commentary on the results of each business provided earlier in this report.

14 Other Factors That Affected Results in the Period or which are Likely to Affect Results in the Future (Appendix 4E item 14.6)

Refer to the detailed financial information, note 2 and the commentary on the results of each business provided earlier in this report.

15 Significant Features of Operating Performance (Appendix 4E item 14.3)

Refer to the detailed financial information and commentary on the results of each business provided earlier in this report.

16 Audit Status (Appendix 4E item 15)

This report is based on accounts which are in the process of being audited.

17 Reconciliation of (loss)/profit for the year to net cash inflow from operating activities (Appendix 4E item 5)

	Consolidated	
	2012	2011
	\$'000	\$'000
(Loss) for the year	(17,908)	(47,339)
Depreciation and amortisation	967	4,499
Write down in inventory to net realisable value	6,761	8,093
Impairment of trade receivables	200	5,650
Fair value adjustment to investment property	1,006	1,403
Fair value adjustment to financial assets	-,555	6,949
Forgiveness of waiver fee	(6,000)	-
Interest revenue	(410)	(396)
Net loss on discontinued operation	-	21,523
Share of (loss)/profits of joint venture entities not received as dividends or		,
distributions	11,692	(7,409)
Impairment of investment in joint venture entity	8,836	-
Change in operating assets and liabilities:	•	
Decrease/(increase) in trade and other receivables	1,370	(18,892)
Decrease/(increase) in inventories	16,203	(3,362)
Decrease/(increase) in deferred tax assets	8,769	(7,264)
(Increase)/decrease in value of investment properties	(1,732)	30,287
Decrease/(increase) in other assets	-	36
(Decrease)/increase in trade creditors	(17,961)	(1,415)
(Decrease)/increase in provision for income taxes payable	-	-
(Decrease)/increase in deferred tax liabilities	(8,772)	7,269
Increase/(Decrease) in other provisions	(40)	(853)
Net cash inflow/(outflow) from operating activities	2,981	(1,221)

18 Contingent liabilities (Appendix 4E item 14.6)

The Group had contingent liabilities at 30 June 2012 in respect of:

(i) Specific performance guarantees

The Group has contingent liabilities at 30 June 2012 of \$16.7 million (2011: \$17.7 million). These relate to specific performance guarantees for development and construction activity.

(ii) Parent company guarantee

The Group has a contingent liability at 30 June 2012 of \$50 million in connection with the Bonnyrigg project. This relates to a \$50 million Parent Company Guarantee that is provided by Becton Property Group Limited to the joint venture company – Bonnyrigg Partnership and Becton's joint venture partner of the Bonnyrigg project – WEST BP Pty Ltd (in its capacity as trustee of the WEST BP Trust). The Parent Company Guarantee secures the performance of Bonnyrigg Development Pty Ltd (a wholly owned Becton entity) in respect of its development and construction obligations under the Development Contract and the Project Deed.

The Parent Company Guarantee would be callable upon an event of default by Bonnyrigg Development Pty Ltd of any obligation under the Development Contract and that default not being adequately rectified. The directors believe that Bonnyrigg Development Pty Ltd is not currently in breach of its obligations under the Development Contract or the Project Deed and therefore the Parent Company Guarantee is not considered a current liability of the Group. Pursuant to the accounting standards it has now become appropriate to recognize the Parent Company Guarantee as a contingent liability given:

- one of Bonnyrigg Development Pty Ltd's obligations under the Development Contract is to secure finance for the development of each stage
- the 5 year construction debt facility that was put in place at the commencement of the project and was due to expire in March 2012 has been extended to 14 September 2012. Becton is currently in the final stages of approval with Westpac to further extend this facility to June 2013, and
- the challenging funding environment that continues in the broader property development market and the increased risk of Bonnyrigg Development Pty Ltd not being able to secure construction finance on commercially acceptable terms.

(iii) Other contingent liabilities

The Company has been assessed in the amount of \$7.0 million in respect of land rich duty on properties arising from transactions that took place in FY05. The Company has lodged an objection against the assessment and the State Revenue Office of Victoria has agreed that payment of the assessment will only be required if it is confirmed on objection or on appeal that a liability exists. Based on legal advice, the directors believe that the action can be successfully defended and therefore no losses (including costs) will be incurred. Consequently, the directors have not accrued for a liability for stamp duty in this financial report. The information usually required by AASB 137 Provisions, Contingent Liabilities and Contingent Assets is not disclosed on the grounds that it may prejudice the outcome of the objection.

The Company has been assessed in the amount of \$10.0 million in respect of land rich duty on properties arising from the acquisition of Becton Properties Limited by the Group on 1 July 2005, in conjunction with the listing of the Company. The Company has lodged an objection against the assessment and the State Revenue Office of Victoria has agreed that payment of the assessment will only be required if it is confirmed on objection or on appeal that a liability exists. The directors believe, based on legal advice, that the action can be successfully defended and therefore no losses (including costs) will be incurred. Consequently, the directors have not accrued for a liability for stamp duty in this financial report. The information usually required by AASB 137 Provisions, Contingent Liabilities and Contingent Assets is not disclosed on the grounds that it may prejudice the outcome of the objection.