GuocoLand Limited
20 Collyer Quay #20-01 Tung Centre Singapore 049319
www.guocoland.com.sg

GuocoLand Limited

GuocoLand Limited (Reg. No. 197600660W)
A Member of the Hong Leong Group

ANNUAL REPORT 2009

2009

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CORPORATE INFORMATION

BOARD OF DIRECTORS
Sat Pal Khattar, *Chairman*
Quek Chee Hoon, *Group President & Chief Executive Officer*
Quek Leng Chan
Kwek Leng Hai
Goh Yong Hong
Reggie Thein
Timothy Teo Lai Wah

AUDIT COMMITTEE
Reggie Thein, *Chairman*
Goh Yong Hong
Timothy Teo Lai Wah

NOMINATING COMMITTEE
Sat Pal Khattar, *Chairman*
Kwek Leng Hai
Timothy Teo Lai Wah

REMUNERATION COMMITTEE
Sat Pal Khattar, *Chairman*
Quek Leng Chan
Reggie Thein

GROUP COMPANY SECRETARY
Dawn Pamela Lum

REGISTERED OFFICE
20 Collyer Quay #20-01
Tung Centre, Singapore 049319
Tel: (65) 6535 6455
Telefax: (65) 6532 6196
Registration No : 197600660W

WEBSITE
http://www.guocoland.com.sg

AUDITORS
KPMG LLP
Public Accountants and Certified Public Accountants
Partner-in-charge : Lee Sze Yeng
(since FY ended June 2008)
Auditor's Registration No : 01037

REGISTRAR
B.A.C.S Private Limited
63 Cantonment Road, Singapore 089758

PRINCIPAL BANKERS
Affin Bank Berhad
Agricultural Bank of China
Bank of China Limited
Bank of Communications Co., Ltd.
Bank of Shanghai
China Construction Bank Corporation
CIMB Bank Berhad
Citibank N.A.
DBS Bank Ltd
EON Bank Berhad
Fortis Bank S.A./N.A.
Industrial and Commerical Bank of China Limited
KBC Bank N.V.
Kuwait Finance House (Malaysia) Berhad
Malayan Banking Berhad
Oversea-Chinese Banking Corporation Limited
Public Bank Berhad
RHB Bank Berhad
Standard Chartered Bank
Sumitomo Mitsui Banking Corporation
The Bank of East Asia, Limited
The Bank of Tokyo-Mitsubishi UFJ, Ltd.
The Hongkong and Shanghai Banking Corporation Limited
The Islamic Bank of Asia Limited
United Overseas Bank Limited
WestLB Asia Pacific Limited

STOCK EXCHANGE LISTING
Singapore Exchange Securities Trading Limited

DATE OF INCORPORATION
31 March 1976

DATE OF CONVERSION TO A PUBLIC COMPANY
30 September 1978

CHAIRMAN'S STATEMENT

MR SAT PAL KHATTAR,
CHAIRMAN,
GUOCOLAND LIMITED



The world has witnessed an unprecedented upheaval in the financial sector. Almost every country has felt the devastating effects of this financial tsunami. Much has been written on the causes and likely effects, both long-term and short-term. It would be pointless to go over these in this statement.

What has been most surprising is the quick turnaround of world markets in a short period. There are a lot of famous and not so famous forecasters divided on whether or not this recovery is for real. The crystal ball is cloudy at best. At the Company and Group levels, we have to get on with our business.

In calendar 2008, Singapore developers were able to sell only about 4,260 residential properties, the lowest number in 10 years. Prices fell over 6% in the last quarter alone. The economy continued to weaken sharply in the first quarter of calendar 2009. Singapore was clearly in recession.

However, the scenario has changed in the second quarter of 2009. The economy surged by over 20% after four quarters of contraction. Equity markets have witnessed a huge rally in line with international markets. Sales of residential properties have staged a very strong recovery. New property launches have seen very robust demand in all sectors.

Against this backdrop, the Group recorded a turnover of $513.0 million for the financial year ended 30 June 2009, as compared to a turnover of $670.9 million in the previous year. Operationally, the Group was profitable, with a gross profit of $113.5 million against $135.3 million previously. This was primarily from development properties in Singapore, in particular, *The Quartz*, which we successfully relaunched in February 2009. In China, it was mainly from *Guoson Centre • Changfeng* in Shanghai and *West End Point* in Beijing.

However, the valuation of the Group's long-term investment property and also its flagship building, *Tung Centre,* was lowered in line with the market. As a result, the Group posted an overall net loss of $70.2 million for the period ended 30 June 2009, as compared to a net profit of $161.8 million in the previous year. This was attributable to a revaluation loss of $80.9 million mainly of *Tung Centre*, writedowns in values of $28.5 million in GuocoLand Malaysia's development projects, and a net foreign exchange loss comprising translation loss on USD bank loans.

In these difficult times, we have to closely monitor our cash flow from operations. We have reviewed and managed structural and operational costs to improve efficiency and productivity without compromising on our end-products.

As at 30 June 2009, the Group had total assets with a book value of $5.86 billion, as against $5.99 billion previously. Shareholders' funds decreased slightly from $1.98 billion as at 30 June 2008 to $1.94 billion as at 30 June 2009. Earnings per share fell from a profit of 20.17 cents to a loss of 8.55 cents for the year. Net asset value per share decreased marginally from $2.41 to $2.37 during the same period. Net gearing as at 30 June 2009 was 1.2 times.

DIVIDENDS

Notwithstanding the downturn, the Group feels that its progressive dividend policy should continue. The Board is recommending a first and final one-tier tax exempt dividend of 5 cents per share for the financial year ended 30 June 2009. Last year we paid 8 cents per share. Total dividend payout is approximately $44 million and is subject to shareholders' approval at the Company's Annual General Meeting scheduled for 16 October 2009. If approved, the dividends will be paid out on 12 November 2009.

BUSINESS REVIEW

We have ambitions of growing into a regional property group. The Group has a quality portfolio of assets in the countries in which it operates. These include sizeable integrated developments in China, Malaysia and Vietnam, which comprise offices, hotels, retail malls, and condominiums/apartments. The developments provide a solid platform for us to build up other property related activities in future. In Singapore, the Group has a residential landbank of mainly freehold properties in prime districts.

I would now like to review the progress of our business in our four embedded markets in Singapore, China, Malaysia and Vietnam.

Singapore

Singapore, as our home base, remains a core market for the Group. It has to-date successfully developed and sold more than 8,300 residential units in the last 20 years.

The Group recognises that attractive pricing and quality products are important. In line with the increased buying activity in 2009, the Group in February 2009 released for sale its remaining units in *The Quartz*. These were fully sold within three months. In April 2009, this suburban project obtained its TOP. Factors that contributed to the successful re-launch of *The Quartz* include its proximity to the Buangkok MRT station. We have also been actively marketing the rest of our units in *Le Crescendo* and have to-date sold almost all of the units. *Paterson Residence* which is about 95% sold, secured its Certificate of Statutory Completion in April 2009.

We are continuing our focus on building and delivering quality homes with outstanding value in line with the Group's commitment as a responsible developer. In this regard, I am pleased that we were awarded the Building Construction Authority's prestigious Green Mark Platinum award, the highest accolade for green buildings in Singapore, for *Sophia Residence*. This is the third Green Mark award received by us. Previously, we had won the Green Mark Platinum award for *Goodwood Residence* in 2007 and the Green Mark Certified award for *The Quartz* in 2006. Management is to be commended for this.

Presently we have a pipeline of projects which we are able to launch. In July 2009, the Group launched *Sophia Residence*, a 272-unit development located in Mount Sophia in District 9. This highly successful launch recorded strong sales and to-date, about 79% of this award-winning project has been sold. *Elliot at the East Coast*, a mid-tier freehold residential development with close proximity to the East Coast beach and the East Coast Parkway, is expected to be launched this year. We also have plans to launch *Goodwood Residence* at an appropriate time.

Meanwhile, the Group will continue to look towards replenishing its landbank.

China

China's economy grew 9% in 2008, down from 13% in 2007, the slowest in 7 years in the wake of the global recession. Despite the ailing world economy and faltering export demand, China's economy has been fuelled by the 4 trillion *yuan* ($840 billion) fiscal stimulus package unveiled in late 2008 to stimulate domestic demand. In recent months, the economy has started to strengthen, with growth underway and possible expansion to about 8% in 2009. In the real estate industry, urban home prices in 70 major Chinese cities rose in June 2009 for the first time in 7 months.

Since 1994, the Group has had an active presence in China. With operations in Beijing, Shanghai, Nanjing and recently, Tianjin, the Group has been developing quality projects, spanning residential, commercial, retail and hospitality. Pursuant to our vision to become a long-term real estate player with a significant presence in China, the Group in April 2009 acquired a Chinese investment-holding company, GuoSon Investment Company Limited to undertake further investment activities.

Currently, development of a significant portion of the Group's 2 million square metres of gross floor area in China is in progress, including:

- 2 large integrated developments – *Guoson Centre • Dongzhimen* in Dong Cheng District Beijing and *Guoson Centre • Changfeng* in Putuo District Shanghai, both strategically located in the two leading cities in China; and

- 2 residential developments in Nanjing and in Tianijn.

The Group's efforts to build quality developments in China appear to be paying off. We are excited that the iconic *Guoson Centre • Dongzhimen* with a gross floor area of about 600,000 square metres achieved the 2007/2008 Beijing Construction Great Wall Cup Golden Medal Award – the highest accolade for excellent construction quality.

Also, *West End Point* located within the West Second Ring Road bagged the Beijing Construction Great Wall Cup Silver Medal Award in 2008. Both awards were conferred by the Beijing Municipal Commission of Housing and Urban-Rural Development.

Against the backdrop of a revival in China's property market on the back of a somewhat fragile global recovery, the Group has sold all its 594 units in Phase 1 of *Ascot Park*, a 1,112-unit residential development located in Qixia District Nanjing. We are pleased with the take-up rate and have plans to launch Phase 2 soon. A total of 216 units out of the 354 SOHO units in *Guoson Centre • Changfeng*, have also been sold since the development was launched in August 2008.

Construction of the 600,000 square metre *Guoson Centre • Dongzhimen* is currently underway. Meanwhile, various legal actions by the Group's wholly-owned subsidiary,

GuocoLand (China) Limited ("GLC") to defend and protect GLC's effective 90% interest in the project company, Beijing Cheng Jian Dong Hua Real Estate Development Company Limited are before the PRC courts. Further details are set out in Note 37 of the Financial Statements in this Annual Report.

Malaysia

As a result of declining exports and manufacturing, Malaysia's economy shrank by 6.2% in Q1 2009, its first contraction since 2001. It is expected to contract by between 4% and 5% in 2009. To counter slowing growth and lower the impact of a worsening economy, the Malaysian Government in March 2009 unveiled a comprehensive second stimulus package worth RM60 billion ($25 billion) to be implemented over 2009 and 2010. In the real estate industry, the stimulus is in the form of tax reliefs to help reduce the costs of home-ownership and spur buying. In this regard, recent indications suggest that property prices may have stabilised.

The Group's presence in Malaysia is via its 64.98% listed subsidiary, GuocoLand (Malaysia) Berhad (GLM). GLM undertakes property development activities and has various residential and commercial projects under development. It also has a portfolio of prime offices in premier locations in Kuala Lumpur, and a large landbank for commercial and residential developments in various locations. These include the 140-unit *Oval Kuala Lumpur* in Kuala Lumpur City Centre (KLCC) which obtained its TOP earlier this year, as well as *Damansara City* in the prime area of Damansara in Kuala Lumpur. As an integrated development, *Damansara City* will have a gross floor area of about 203,000 square metres, encompassing a lifestyle retail mall, office towers, luxury homes and a boutique hotel.

GLM owns 19.97% of its listed associate, Tower Real Estate Investment Trust (Tower REIT). Tower REIT's investment portfolio comprises three prime commercial office buildings namely *Menara HLA*, *HP Towers* and *Menara ING* with a total net lettable area of approximately 83,452 square metres in strategic locations in Kuala Lumpur. In December 2008, Tower REIT recognised a revaluation gain of RM38.7 million on its investment properties.

Vietnam

In 2008, Vietnam's economy expanded by 6.2%, the slowest in 9 years. Yet despite the global economic slump, Vietnam recorded economic growth of 3.9% in the first half of 2009. With a strong domestic economy, supported by capital inflows from overseas remittances and an emerging affluent, young and educated population, the country's growth is expected to expand by about 5.5% in 2009. We will seek to look at more developments in Vietnam.

The Group's maiden project, *The Canary*, an integrated development with gross floor area of about 285,000 square metres being developed on a 17.5 hectare site located next to the Vietnam Singapore Industrial Park in Binh Duong Province, near Ho Chi Minh City has been well received. Of the 237 residential units offered for sale, 97% were taken up. We intend to launch Phase 2, soon.

THE YEAR AHEAD

The world economic order appears much better today than a year ago. Although a full and sustained recovery is not a given, there seems to be a consensus that the worst is behind us.

The Group will continue to review its business strategies, monitor property markets closely and release new launches over time. As the scenarios will remain challenging and volatile, the Group will focus on strengthening its balance sheet to ensure that we can take on new developments. We will continue to explore ways to minimise costs and seek alternative materials and methods, and to innovate and improve our business competitiveness. We are closely monitoring property markets in various geographical regions for opportunities to invest in. Fund management and property management are also some of the new areas we are looking at.

A WORD OF THANKS

In October 2008, Mr Lum Choong Wah retired as a non-executive independent director of the Company. On behalf of the Board, I would like to thank him for his contributions and wish him well in his future endeavours. I would also like to extend a warm welcome to Mr Timothy Teo Lai Wah who joined the Board as a non-executive independent director of the Company. He is now an independent member of the Audit and Nominating Committees.

I am also grateful to my fellow Directors for their contributions and guidance at Board meetings and to Management. On behalf of the Board, I would again like to express my appreciation to both Management and staff for their dedication and commitment, and to our shareholders, bankers, customers and business associates for their continued support.

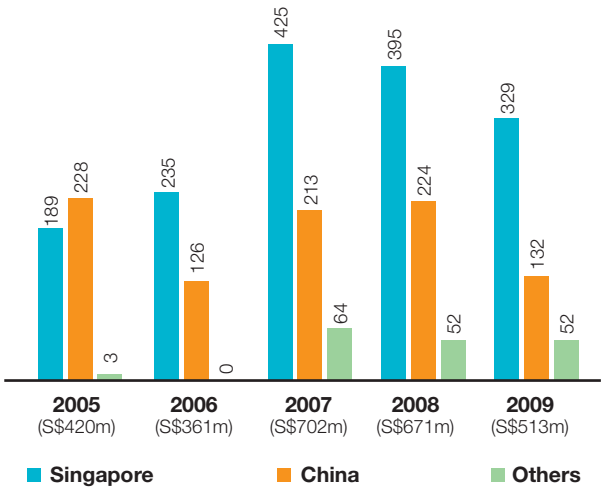
SAT PAL KHATTAR
8 September 2009

FINANCIAL HIGHLIGHTS

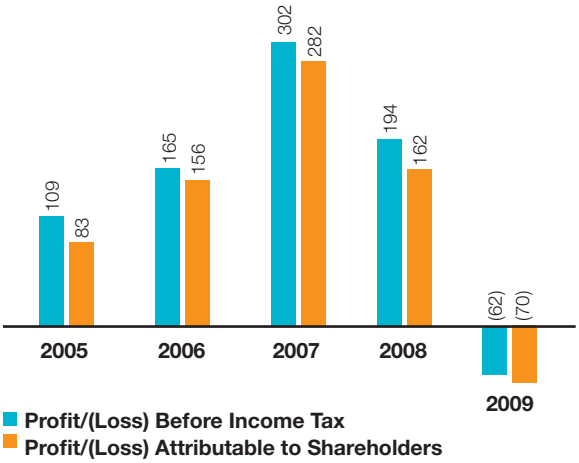
Year ended 30 June	2009 S$'000	2008 S$'000	2007 S$'000	2006 S$'000	2005[1] S$'000
Income Statements					
Revenue by business segments					
Property development	478,554	615,730	652,813	345,940	400,069
Property investment	19,178	23,228	17,625	11,544	9,444
Hotel operations	10,162	19,598	23,896	-	-
Equity investment	-	-	3,500	3,576	9,935
Other operations	5,118	12,337	4,645	267	93
Total	**513,012**	**670,893**	**702,479**	**361,327**	**419,541**
Profit/(Loss) before income tax	(62,478)	194,426	302,237	164,757	109,201
Profit/(Loss) attributable to shareholders	(70,203)	161,840	281,892	155,630	82,743
Proposed dividends (ordinary) [2]	41,090	65,744	65,516	48,813	40,948
Balance Sheets					
Property, plant and equipment	159,678	141,304	130,065	127,161	1,864
Investment properties	367,678	449,086	363,976	246,224	308,000
Inventories	4,397,094	4,461,662	1,555,849	1,288,334	958,800
Interests in associates and jointly-controlled entities	187,528	189,531	438,113	190,462	223,541
Cash and cash equivalents	581,796	654,461	1,092,564	542,876	403,981
Other assets	166,251	96,930	380,391	305,773	227,930
Total Assets	**5,860,025**	**5,992,974**	**3,960,958**	**2,700,830**	**2,124,116**
Share capital	1,394,047	1,394,047	839,716	839,716	665,540
Reserves	549,635	581,528	566,299	284,949	417,537
Equity attributable to shareholders	1,943,682	1,975,575	1,406,015	1,124,665	1,083,077
Minority interests	120,818	152,956	165,200	153,356	43,943
Total equity	2,064,500	2,128,531	1,571,215	1,278,021	1,127,020
Loans and borrowings	2,886,532	3,032,991	2,006,288	1,157,533	809,845
Other liabilities	908,993	831,452	383,455	265,276	187,251
Total liabilities	3,795,525	3,864,443	2,389,743	1,422,809	997,096
Total Equity and Liabilities	**5,860,025**	**5,992,974**	**3,960,958**	**2,700,830**	**2,124,116**
Ratios					
Net tangible assets per share (S$)	2.37	2.41	2.30	1.82	1.67
Net asset value per share (S$)	2.37	2.41	2.30	1.83	1.67
Basic earnings per share (cents)	(8.55)	20.17	46.15	24.43	12.57
Gross ordinary dividend per share (cents)	5	8	8	8	8

Note:
1. Comparative figures for 2005 have been restated to take into account retrospective adjustments arising from the adoption of various new/revised Financial Reporting Standards in 2006.
2. The amount is derived after deducting dividends to be paid in respect of ordinary shares of the Company which were held by the Trust for Executives' Share Option Scheme.

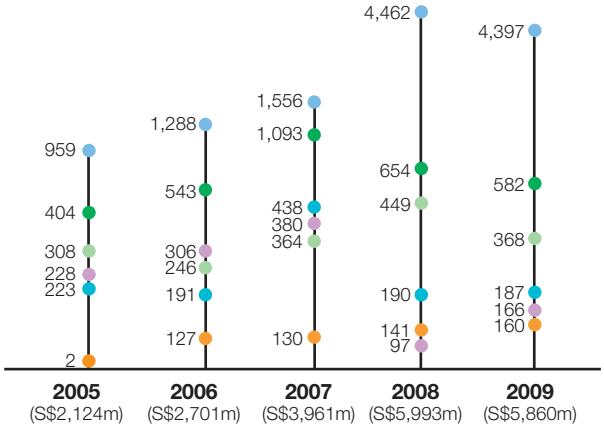
GROUP REVENUE (S$ MILLION)



GROUP PERFORMANCE (S$ MILLION)

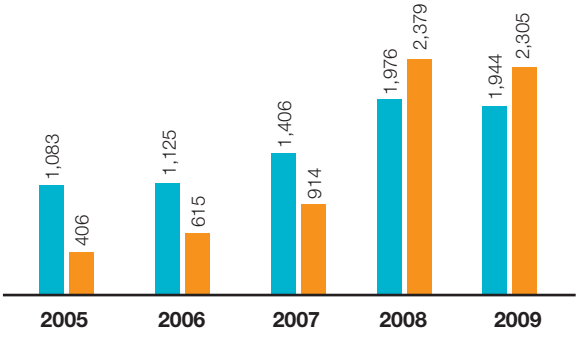


GROUP TOTAL ASSETS (S$ MILLION)



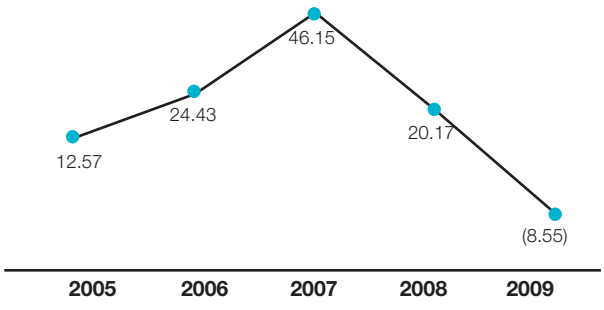
- Property, Plant and Equipment
- Investment Properties
- Inventories
- Interests in Associates and Jointly-Controlled Entities
- Cash and Cash Equivalents
- Other Assets

SHAREHOLDERS' EQUITY AND NET DEBT (S$ MILLION)

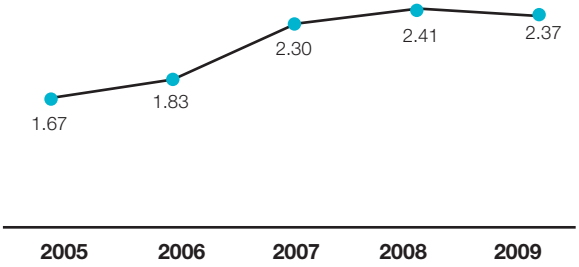


- Shareholders' Equity
- Net Debt (Loans and Borrowings Less Cash and Cash Equivalents)

BASIC EARNINGS PER SHARE (CENTS)



NET ASSET VALUE PER SHARE (S$)



CORPORATE GOVERNANCE

The Company remains committed to maintaining high standards of corporate governance and endeavours to continuously keep abreast of developing practices in corporate governance.

The framework of the Company's corporate governance as set out in its own Code of corporate governance is substantially in line with the principles of the Singapore Code of Corporate Governance ("Code") issued by the Singapore Exchange Securities Trading Limited ("SGX-ST").

The following sections describe the corporate governance practices adopted by the Company.

(A) BOARD MATTERS

Board's Conduct Of Its Affairs
Principle 1

The Company is headed by an effective Board which oversees the business affairs of the Company. The Board carries out this oversight function by assuming responsibility for effective stewardship and corporate governance of the Company and the Group. Its role and responsibilities include inter alia setting the overall business strategy, policies and direction for the Company and the Group.

The Board also reviews and approves key strategic and financial initiatives, the business plan and budget, quarterly, interim and annual results, and major investments and divestments.

The Board meets at least on a quarterly basis to review inter alia the Company's quarterly results. During the last financial year, the Board held four meetings. New directors are apprised of the business activities of the Group and its strategic directions. As provided in the Company's Articles of Association, Directors may convene Board meetings by teleconferencing or videoconferencing.

All Directors are provided with relevant information on the Company's policies, procedures and practices relating to governance issues, including disclosure of interests in securities, dealings in the Company's securities, restrictions on disclosure of price-sensitive information and disclosure of interests relating to the Group's businesses. Directors are also updated regularly on key regulatory and accounting changes at Board Meetings.

Board Composition And Balance
Principle 2

Currently, the Board comprises seven well-qualified members who are business leaders and professionals with financial, banking and legal backgrounds. The Board considers its present size to be appropriate after taking into account the current nature and scope of the Group's operations. Profiles of the Directors are set out on pages 13 and 14. The majority of the Directors are non-executive and are considered independent by the Nominating Committee. The Nominating Committee determines annually the independence of Directors.

Board Committees

To assist the Board in executing its duties, the Board has delegated specific functions to the following Board committees:

1. ***Executive Committee:*** The Executive Committee is entrusted with the conduct of the Company's business and affairs, in line with the overall strategy set by the Board. The members of the Executive Committee are Messrs Quek Leng Chan (who is the Chairman), Quek Chee Hoon (who is the Group President and Chief Executive Officer ["CEO"]) and Kwek Leng Hai, and certain key senior Management personnel. During the last financial year, the Executive Committee held six meetings.

2. ***Audit Committee:*** The members of the Audit Committee comprise Messrs Reggie Thein (who is the Chairman), Goh Yong Hong and Timothy Teo, all of whom are non-executive Directors and are considered independent. As part of the Company's corporate governance practices, the CEO participates at all Audit Committee meetings. The Audit Committee held four meetings during the last financial year.

3. ***Executives' Share Option Scheme ("ESOS") Committee:*** The ESOS Committee assists the Board in administering the ESOS. The ESOS Committee comprises Mr Sat Pal Khattar, a non-executive Director and Mr Quek Leng Chan, an executive Director.

4. ***Nominating Committee:*** This committee comprises three non-executive Directors, two of whom are considered to be independent. Mr Sat Pal Khattar chairs the Nominating Committee and the other members are Messrs Kwek Leng Hai and Timothy Teo. This committee which meets at least annually, held two meetings in the last financial year.

5. ***Remuneration Committee:*** This committee comprises two non-executive independent Directors (Mr Sat Pal Khattar who is the Chairman and Mr Reggie Thein, member) and an executive non-independent director, Mr Quek Leng Chan. The Board is of the view that the inclusion of an executive director in the Remuneration Committee is appropriate and in the best interests of the Company and its subsidiaries. The Remuneration Committee which meets at least annually, held two meetings in the last financial year.

Chairman And Chief Executive Officer
Principle 3

There is a clear division of responsibilities in the respective roles and functions of the Chairman and CEO as these appointments are held separately by Messrs Sat Pal Khattar and Quek Chee Hoon respectively. The Chairman oversees the Group's corporate governance structure and conduct, in particular, the effective functioning of the Board and its Board committees. The Chairman also ensures that shareholders' questions and concerns are addressed at the general meetings of the Company. The CEO leads the Management team by providing entrepreneurial leadership and strategic directions. He oversees the business operations and affairs of the Group and monitors the performance of Management against pre-agreed targets.

As the Chairman is a non-executive Director, the Company Secretary assists the Chairman to schedule and prepare agendas for Board meetings. The CEO ensures the quality and timeliness of information flow between the Board and Management, which comprises key executive personnel of the Company.

Board Membership
Principle 4

The Nominating Committee reviews and recommends all new Board appointments and also the re-nomination and re-appointment of Directors to the Board. As prescribed by the Company's Articles of Association and recommended by the Code, one-third of the Directors for the time being are required to retire from office and are subject to re-election by shareholders at the Company's Annual General Meeting. All Directors also retire from office and are subject to re-election at least once in every three years.

Board Performance
Principle 5

On an annual basis, the Nominating Committee assesses the effectiveness and performance of the Board as a whole and the contributions of each Director. The assessment takes into account the performance of the Company, attendance and contributions of Directors at meetings of the Board and Board Committees and Directors' participation in the affairs of the Company, including a review of matters such as the independence of Directors, their individual skills and experience as well as overall Board size and composition. The results of the Nominating Committee's assessment for the financial year ended 30 June 2009 had been communicated to and accepted by the Board.

Access To Information
Principle 6

Directors have separate and independent access to Management and the Company Secretary, whose role includes inter alia ensuring that Board procedures as well as applicable rules and regulations are complied with. The Company Secretary attends all Board and Board Committee meetings. Management keeps the Board apprised of the Company's operations and performance through regular updates and reports as well as through separate meetings and discussions. Directors may take independent professional advice at the Company's expense, if necessary.

Internally, Management presents the Board with reports of and updates on the Company's performance, financial position and prospects for review at each Board meeting.

(B) REMUNERATION MATTERS

Principles 7, 8 & 9

The Remuneration Committee, in consultation with the Executive Committee, reviews and recommends to the Board a framework of remuneration for the Board and key executives.

Non-executive Directors do not receive any salary. However, non-executive Directors receive directors' fees that are based on corporate and individual responsibilities and which are in line with industry norm. The fees for the Directors for the last financial year amounted in the aggregate to S$327,000 and are subject to the approval of shareholders.

The remuneration package comprising mainly salaries and bonuses, for the executive Directors (including the CEO) and the top nine key executives who are not Directors of the Company, is disclosed in bands of S$250,000 so as to maintain confidentiality of staff remuneration matters. This information is contained in Note 28c and 28d to the Financial Statement.

The Company and its principal subsidiaries do not have any employees who are the immediate family members of any of the Directors or the CEO and whose remuneration exceeded S$150,000 during the last financial year.

(C) ACCOUNTABILITY AND AUDIT

Audit Committee And Internal Controls
Principles 10, 11, 12 & 13

The terms of reference of the Audit Committee are set out in the Company's own Code of corporate governance.

In performing its functions in the last financial year, the Audit Committee undertook, inter alia, the following:-

- reviewing the Group's quarterly, interim and final financial statements prior to submission to the Board;
- meeting with the Company's external and internal auditors, in the absence of Management;
- reviewing the independence of the Company's external auditors;
- ensuring that a review of the effectiveness of the Company's material internal controls (including financial, operational and compliance controls, and risk management) was conducted;
- noting or reviewing interested person transactions, as recorded in the Company's Register of Interested Person Transactions;
- reviewing all non-audit services provided by the external auditors of the Company and confirming that such non-audit services do not affect the independence of the external auditors; and
- reviewing the adequacy of the internal audit function.

The Company has put in place a whistle-blowing policy, which sets out procedures and rules for employees to raise responsibly, in confidence, concerns about possible improprieties for investigation.

In October 2008, the Audit Committee Guidance Committee, an industry-led committee established by the Monetary Authority of Singapore, the Accounting and Corporate Regulatory Authority and the Singapore Exchange, published a Guidebook for Audit Committees. The Guidebook has been issued to all Audit Committee members for their reference.

The Company has an internal audit team comprising qualified personnel, which assists the Audit Committee in discharging its responsibilities. To assist the Board in inter alia, identifying, assessing and managing the significant business risks faced by the Group within its operating environment, Internal Audit reviews the Group's enterprise risk management framework which incorporates a Risk Register to capture the risk profile of the Group and the strategy / internal controls in place to mitigate these significant business risks.

The internal mitigating controls under the risk management framework may not eliminate all risks of failure but these control mechanisms seek to provide a reasonable assurance against material misstatement or loss.

Having regard to the reviews carried out by the Audit Committee and internal auditor, the Board believes that the system of internal controls maintained by Management together with the ongoing process of identifying, assessing and managing significant risks faced by the Group, should meet the needs of the Company in its current business environment.

(D) COMMUNICATION WITH SHAREHOLDERS

Principles 14 & 15

The Company ensures timely and adequate disclosure of information on matters of material impact to shareholders. Shareholders are provided with information on the Company's financial performance, position and prospects through announcements released through SGXNet and through the Company's annual reports, press releases to the SGX-ST and the Company's website at http://www.guocoland.com.sg.

Shareholders are given opportunities to participate at the Company's general meetings. The Board and Management are present at these meetings to address any questions that shareholders may have. The Company's external auditors are also present at the Company's annual general meetings to assist the Board in addressing any queries raised by shareholders.

Dealings In Securities

The Company has in its own Code of corporate governance provided guidelines to the Company's officers in relation to dealings in securities. These guidelines set out, inter alia, that officers should refrain from dealing in any securities of the Company at any time when in possession of unpublished price-sensitive information in relation to those securities, and during the Company's close period which is defined as two weeks immediately preceding the announcement of the Company's annual or half-yearly or quarterly results, as the case may be, up to and including the date of announcement of the relevant results. These guidelines have been disseminated to all directors, officers and key employees of the Group.

BOARD OF DIRECTORS

MR SAT PAL KHATTAR, *aged 66*

was appointed to the Board in 1988, and is proposed for re-election at the Company's Annual General Meeting to be held on 16 October 2009. He has been the Chairman of the Group since 1990. Mr Khattar is the Chairman of the Nominating Committee and Remuneration Committee which were established in September 2002. Mr Khattar is also a Director of other listed companies such as GuocoLeisure Limited, Haw Par Corporation Limited in Singapore and Guoco Group Limited in Hong Kong, Gateway Distriparks Ltd and India InfoLine Ltd in India. Mr Khattar holds a LLM degree and a LLB (Hons) degree from the University of Singapore.

Mr Khattar chaired the Board, Nominating Committee and Remuneration Committee meetings of the Company held during the financial year ended 30 June 2009.

MR QUEK CHEE HOON, *aged 56*

was appointed to the Board in 1998, and is proposed for re-election at the Company's Annual General Meeting to be held on 16 October 2009. He is the Group President and Chief Executive Officer of the Group. Mr Quek has 32 years' extensive experience in various investment, corporate and management activities, including property related activities and businesses. Mr Quek holds a Bachelor of Accountancy degree from the University of Singapore.

Mr Quek attended all the Board and Executive Committee meetings of the Company held during the financial year ended 30 June 2009. He also participated at all the Audit Committee meetings, held during the financial year ended 30 June 2009 in his capacity as the Group President and Chief Executive Officer of the Company.

MR QUEK LENG CHAN, *aged 66*

was appointed to the Board in 1988, and was last re-elected to the Board at the Company's Annual General Meeting in October 2007. He is the Chairman of the Executive Committee and a member of the Remuneration Committee. Mr Quek is the Chairman and Chief Executive Officer of Hong Leong Company (Malaysia) Berhad ("HLCM") and he sits on the Boards of Directors of the major public listed companies of HLCM. He is also the Executive Chairman of Guoco Group Limited, the Company's intermediate holding company in Hong Kong. Mr Quek qualified as a Barrister-at-Law from Middle Temple, United Kingdom and has extensive business experience in various business sectors, including financial services, manufacturing and real estate.

Mr Quek attended all the Board, Executive Committee and Remuneration Committee meetings of the Company held during the financial year ended 30 June 2009.

MR KWEK LENG HAI, *aged 56*

was appointed to the Board in 1988, and was last re-elected to the Board at the Company's Annual General Meeting in October 2008. He is a member of the Nominating Committee. Mr Kwek is the President, CEO of Guoco Group Limited in Hong Kong. His directorships in other public listed companies include Hong Leong Bank Berhad, GuocoLeisure Limited and Lam Soon (Hong Kong) Limited. He is also a director of Bank of Chengdu Co., Ltd. Mr Kwek qualified as a chartered accountant of the Institute of Chartered Accountants in England and Wales and has extensive experience in financial services, manufacturing and property investment.

Mr Kwek attended all the Board, Executive Committee and Nominating Committee meetings of the Company held during the financial year ended 30 June 2009.

MR GOH YONG HONG, *aged 70*

was appointed to the Board in 1999, and is proposed for re-appointment as director in accordance with Section 153(6) of the Companies Act, Cap. 50 at the Company's Annual General Meeting to be held on 16 October 2009. Mr Goh is a member of the Audit Committee. He had served 31 years in the Singapore Police Force, being Commissioner of Police from 1979 until his retirement from service in 1992. His other appointments include being Chairman of the Board of Advisors of Raffles Town Club, Director of Asia Pacific Breweries Limited, Asia Pacific Breweries (S) Pte Ltd and SC Global Developments Ltd. Mr Goh holds a Bachelor of Law (Hons) degree from the University of Malaya in Singapore (1961).

Mr Goh attended 3 of the 4 Board meetings and all Audit Committee meetings of the Company held during the financial year ended 30 June 2009.

MR REGGIE THEIN, *aged 68*

was appointed to the Board in July 2002, and was last re-elected to the Board at the Company's Annual General Meeting held in October 2008. He is Chairman of the Audit Committee and a member of the Remuneration Committee. He is also a Director of United Overseas Bank Limited, a Board member and Chairman of the Audit Committee of several listed companies in Singapore, among them Haw Par Corporation Limited, GuocoLeisure Limited, MobileOne Ltd, Keppel Telecommunications & Transportation Limited, MFS Technology Ltd, FJ Benjamin Holdings Ltd, Grand Banks Yachts Limited and Otto Marine Limited.

Mr Thein is a member of the Governing Council of the Singapore Institute of Directors, a Fellow of the Institute of Chartered Accountants in England and Wales, and member of the Institute of Certified Public Accountants of Singapore. He was previously a Senior Partner of PricewaterhouseCoopers, Vice Chairman of Coopers & Lybrand, and Managing Partner of its management consulting services firm. In 1999, he was awarded the Public Service Medal by the President of Singapore.

Mr Thein attended all the Board and Remuneration Committee meetings and chaired all the Audit Committee meetings of the Company held during the financial year ended 30 June 2009.

MR TIMOTHY TEO LAI WAH, *aged 57*

was appointed to the Board in November 2008 and is proposed for re-election at the Company's Annual General Meeting to be held on 16 October 2009. He is a member of the Audit Committee and Nominating Committee. Mr Teo is also a Director in other listed companies in Singapore such as The Lexicon Group Limited and Ultro Technologies Limited, and serves on the boards of charities such as St Luke's Hospital Ltd and St Luke's Elder Care Ltd.

Mr Teo was Director in charge of foreign exchange, money market, gold and commodities management in Government of Singapore Investment Corp, Singapore from 1998 to 2007. Prior to this, he was Director of Nuri Holdings (S) Pte Ltd, Singapore as consultant for risk management in Jakarta and Los Angeles from 1994 to 1998. Mr Teo was also with JP Morgan for 20 years in various overseas locations at senior management level in Global Markets. Mr Teo holds a Masters Degree in Business Administration from Macquarie University, Sydney, Australia.

Mr Teo attended all the Board, Audit Committee and Nominating Committee meetings of the Company held during the financial year ended 30 June 2009 since his appointment.

MANAGEMENT TEAM

CORPORATE OFFICE

Mr Tan Teck Huat
Chief Financial Officer

Mr Tan Teck Huat is the Chief Financial Officer. He joined the Group in October 2008. Mr Tan has 22 years of working experience in major listed companies and has held various positions in corporate development and communications, corporate finance, corporate treasury and accounting. Mr Tan holds a Master of Arts and a Bachelor of Arts in Economics (Second Upper) from the University of Cambridge.

Mrs Dawn Pamela Lum
Group Company Secretary

Mrs Dawn Pamela Lum is the General Manager, Corporate Affairs and concurrently, the Group Company Secretary of the Group. She has been with the Group since 1987. Mrs Lum has a total of 33 years of working experience and has assumed key roles in the corporate and management functions of the Company. Mrs Lum holds a Bachelor of Law (Hons) degree from the University of Singapore. She was admitted to the Rolls of the Supreme Court of Singapore as an advocate and solicitor in 1977.

Ms Cindy Tan
General Manager, Group Human Resources

Ms Cindy Tan is the General Manager, Group HR. She joined the Group in December 2008. She has about 20 years' experience in the various HR functions both regionally and locally, such as HR Generalist, talent acquisition, compensation and benefits, HR Shared Services and talent management. She holds a Bachelor of Arts degree from the National University of Singapore.

DIVISION HEAD

Mr Ho Sing
General Manager, International Investment

Mr Ho Sing is the General Manager, International Investment. He has been with the Group since June 2007. Mr Ho has 15 years' experience in key positions in various industries ranging from engineering, medical, infrastructure and investment holdings. He holds a Bachelor of Science in Aerospace Engineering degree from the University of Texas, Austin, USA.

COUNTRY HEADS

Mrs Trina Loh
Singapore Country Head

Mrs Trina Loh is the Managing Director of GuocoLand (Singapore) Pte. Ltd. She joined the Group in 1999. Mrs Loh has 27 years of experience in various aspects of the real estate business, particularly in Singapore, United Kingdom and New Zealand. She is a member of the Singapore Institute of Surveyors and Valuers and an associate of the New Zealand Institute of Valuers. Mrs Loh was a Colombo Plan Scholar and holds a Bachelor of Property Administration degree from the University of Auckland, New Zealand.

Ms Violet Lee
China Country Head

Ms Violet Lee is the Group Managing Director of GuocoLand (China) Limited. She joined the Group in 2000. Ms Lee has 25 years of working experience, spanning business development, marketing and management of various projects, including real estate related projects in China. Ms Lee holds a Bachelor of Accountancy degree from the National University of Singapore.

Mr Poh Yang Hong
Malaysia Country Head

Mr Poh Yang Hong is the Managing Director of GuocoLand (Malaysia) Berhad ("GLM"). He joined Hong Leong Group in 1994 as the Project Executive of Hume Industries (Malaysia) Berhad and was subsequently promoted to Project Manager. In 1996, he joined HLG Securities Sdn Bhd as a commissioned dealer and was subsequently promoted to General Manager and Executive Director, Dealing before assuming the position of Chief Operating Officer in early 2006. He was appointed as the Head of Group Investment of HL Management Co Sdn Bhd in 2007 with responsibility for sourcing direct investments, merger and acquisition opportunities for companies under the Hong Leong Group. Mr Poh holds a Bachelor of Economics degree from Monash University, Australia.

Mr Lawrence Peh
Vietnam Country Head

Mr Lawrence Peh is the General Manager, Vietnam. He joined the Group in August 2007. Mr Peh has 22 years' experience and has held key positions in various companies in the property and real estate industry. He holds a Diploma in Building Construction (Merit Award) from the Singapore Polytechnic, a Bachelor of Science (First Class Honours) in Construction and Management degree from the University of Reading, UK and a Master of Business Administration degree from the Murdoch University, Western Australia, under the Australian Equity & Merit Scholarship.

SINGAPORE

QUALITY ■ ECO-FRIENDLY ■ EXCELLENCE



An acclaimed developer of eco-friendly homes, Guocoland has garnered the coveted BCA Green Mark Platinum Awards for Goodwood Residence and Sophia Residence. GuocoLand has a portfolio of five freehold sites with a Gross Floor Area of about 178,000 square metres in well established residential enclaves in Singapore.

GOODWOOD RESIDENCE



PROPERTY DEVELOPMENTS IN SINGAPORE



THE GRAND ARRIVAL TO GOODWOOD RESIDENCE

GOODWOOD RESIDENCE

Strategically located along Bukit Timah Road, Goodwood Residence is an exclusive freehold residential development set against the lush greenery of Goodwood Hill. It is a short distance from Orchard Road, Newton MRT and is also near elite schools such as Anglo-Chinese School (Barker Road) and Singapore Chinese Girls' School.

Goodwood Residence will offer 2 apartment blocks totalling 210 units ranging from 2-bedroom, 3-bedroom, 4-bedroom to penthouse types. Distinguished by the availability of cabana-type units with extended living space that blends in with the green surrounds, selected ground floor units also come with attached enclosed water spaces affording residents a tranquil and private retreat.

Goodwood Residence received the prestigious BCA Green Mark Platinum Award in 2007, the highest honour given to 'green' buildings in Singapore. Designed by award-winning consultants - WOHA Architects Pte Ltd and landscape specialist ICN Design International Pte. Ltd., Goodwood Residence offers residents generous space on a 24,845 square metre site, making it one of the most exclusive green addresses in Singapore.



SHOWFLAT AT SOPHIA RESIDENCE

SOPHIA RESIDENCE

Sophia Residence is a quality residential development located at the prime Mount Sophia area in District 9. It is one of the few condominium developments in the vicinity of Orchard Road that offers proximity to the Central Business District, Dhoby Ghaut MRT, Raffles City, Marina Bay, the Bras Basah/Bugis area and also serves as a quiet sanctuary away from the hustle and bustle of city life. The 15,435 square metre freehold site is close to the Istana and is located within the vibrant Arts and Heritage District, and Civic District. In its vicinity are the Singapore Art Museum, National Academy of Fine Arts, LASALLE College of the Arts, National Library Board and Singapore Management University.

The innovative building design process, superbly high Green Plot Ratio and sophisticated water management and water harvesting system are some of the key green features of this development. In 2009, Sophia Residence attained the prestigious BCA Green Mark Platinum Award for its eco-friendly features. This contemporary and modern development is designed by renowned architectural firm WATG (Wimberly Allison Tong & Goo) of the United States and ICN Design International Pte Ltd.

PROPERTY DEVELOPMENTS IN SINGAPORE



SHOWFLAT AT ELLIOT AT THE EAST COAST

Elliot at the East Coast

ELLIOT AT THE EAST COAST

A modern low-rise condominium designed by DP Architects Pte Ltd, this upcoming development is nestled in a quiet and affluent enclave in the east coast. It is slated for launch in 2009.

This freehold 11,882 square metre site along Elliot Road and Marine Parade Road offers excellent connectivity. The nearby East Coast Park offers a selection of eateries, seafront leisure activities and water sports while shopping centres such as Parkway Parade and Siglap Centre are within easy reach. Established schools such as Victoria School, Victoria Junior College and Katong Convent are in the vicinity and the East Coast Parkway Expressway allows convenient access to Changi Airport.



SITE MAP OF LEEDON HEIGHTS SITE

LEEDON HEIGHTS SITE

This development located off Holland Road and Farrer Road near the Holland Village residential enclave sits on a 48,525 square metre site. It is also one of the largest freehold residential sites available in the prime District 10 and is within walking distance of the Farrer Road MRT station which will be opened in 2011, thereby providing great connectivity to the Central Business District.

The Leedon Heights site is within convenient access to the vibrant shopping, dining and lifestyle locales of Holland Village, Dempsey Hill and Orchard Road. Good schools in the vicinity include the Nanyang Primary School, Raffles Girls' Primary School, Hwa Chong Institution, National Junior College, and Nanyang Girls' High School.

Acclaimed consultants, SCDA Architects Pte Ltd and landscape specialist Karl Princic of Intaran Design Inc, whose expertise is in condominium, hotel and resort landscape design, will play an important role in this development.

PROPERTY DEVELOPMENTS IN SINGAPORE

YIO CHU KANG ROAD SITE

Located in a private residential locale off Yio Chu Kang Road, there are plans to develop a contemporary and modern condominium on this 8,072 square metre freehold site. This site will benefit from the future development of the Serangoon Sub-Regional Centre and the Serangoon MRT station, which will serve as an interchange for the Northeast and Circle Lines when the Circle Line is completed.

Popular and evergreen food stalls have returned to the renovated Chomp Chomp at Serangoon Gardens which is only a short drive away from the site. Shopping malls such as Hougang Point, Heartland Mall and Ang Mo Kio Hub are also in the vicinity along with reputable educational institutions such as Rosyth School, the Montfort Secondary School and Serangoon Junior College. Two international schools, Lycee Francais de Singapour (French International School) and the The Australian International School Singapore, are also nearby.

The View @ MEYER

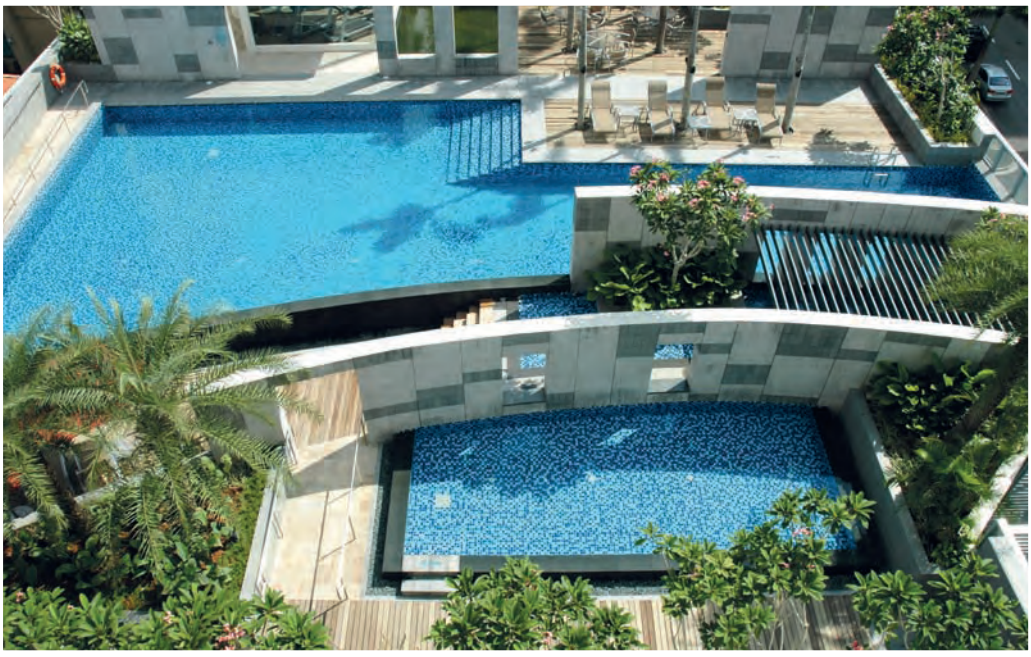
THE VIEW @ MEYER

The View @ Meyer is an exclusive freehold boutique development which offers spacious seafront homes in a traditionally popular residential neighbourhood. It sits on a 3,352 square metre site. Each of its 45 units is accessable only via private lifts and enjoys the distinction of a north-south orientation.

With its proximity to the Esplanade - Theatres on the Bay, the new Marina Bay Sands integrated resort and Gardens by the Bay, the View @ Meyer will be surrounded by a wide variety of lifestyle and entertainment options.



SITE MAP OF YIO CHU KANG ROAD SITE



RECREATIONAL FACILITIES AT THE VIEW @ MEYER

RECOGNITION & EXPERTISE

AWARD WINNING PROJECTS

GuocoLand Singapore is recognised for its efforts in developing eco-friendly award-winning projects. The recent awards garnered include the highest accolade for green buildings in Singapore – the *BCA Green Mark Platinum Awards for Sophia Residence* and *Goodwood Residence* in 2009 and 2007 respectively; the 2006 BCA Green Mark Certified Award for *The Quartz*; the *2008 BCA Construction Excellence Merit Award* for *Le Crescendo* and the *2007 BCA Best Buildable Design Award for Leonie Studio.*

PROPERTY RELATED SERVICES

The Group has almost 20 years of experience in property-related services and offers project management, marketing and building maintenance services through its subsidiary, GuocoLand Property Management Pte. Ltd. ("GLPM"). To date, GLPM continues to give its strong in-house experience and competence to the Group's projects. The Group owns www.myhome.com.sg, an internet portal that provides new home buyers with updates on the construction progress of their units. The portal also serves as a convenient one stop facility booking system for existing home owners.

INVESTMENT PROPERTY

TUNG CENTRE

Tung Centre is the Group's flagship office building in Singapore's Central Business District, within walking distance of the Raffles Place MRT station in the Collyer Quay area. The excellently located 24-storey office block provides prime office space to prominent corporate tenants such as BNP Paribas, Commerzbank AG, Munich Management Pte. Ltd. and HL Bank.

Apart from premium fittings, the front lobby has been redesigned to provide a more spacious area with a bright environment. Additional light fittings along the street frontage provide the building with a striking façade at night giving Tung Centre a classy appearance.

Tung Centre is 97.36% leased.



TUNG CENTRE

CHINA

SCALE ■ SOLID ■ COMMITMENT



GuocoLand has a sizeable landbank of approximately 2 million square metres of Gross Floor Area, spanning Beijing, Shanghai, Nanjing and Tianjin. With embedded operations in these major cities which underline its commitment in China, GuocoLand's property portfolio comprises residential developments and signature large-scale integrated developments in prime locations.

GUOSON CENTRE • BEIJING • DONGZHIMEN



PROPERTY DEVELOPMENTS IN CHINA



GUOSON CENTRE • BEIJING • DONGZHIMEN

GuosonCentre
国盛中心

GUOSON CENTRE • BEIJING • DONGZHIMEN

The iconic *Guoson Centre* integrated development on an immense site of 106,000 square metres comprises retail, office, a five star, 438-room hotel, luxurious apartment block, and houses Asia's largest transportation hub. This is the flagship development of GuocoLand in China and is superbly located in downtown Beijing, where many state-owned large enterprises are based, allowing for excellent business opportunities and investment potential. The twin office towers of 170 metres high, are amongst the tallest buildings in Beijing's Dongzhimen area. *Guoson Centre* also has the largest retail complex in this district.

The transportation hub is a 2008 Olympics-related development which houses a bus interchange, subway lines, and an airport express train which allows passengers to reach the Beijing Capital International Airport in 16 minutes. It serves approximately 1 million passengers daily and was commissioned just ahead of the Olympic Games in August 2008.

Guoson Centre was presented the 2007/2008 Beijing Construction Great Wall Cup Golden Medal Award by The Beijing Municipal Commission of Housing and Urban-Rural Development, the highest award in the construction industry in recognition of commitment to excellence and quality in Beijing.



GUOSON CENTRE • SHANGHAI • CHANGFENG

GuosonCentre
国盛中心

GUOSON CENTRE • SHANGHAI • CHANGFENG

Guoson Centre integrated development is located on a 143,845 square metre site. It is a sizeable project in the Putuo District within the Changfeng Ecological Business District. It will comprise retail, office, 354 SoHo (Small office, Home office) units, 290 serviced apartments and a five star, 462-room hotel. The retail mall provides a unique retail shopping experience "shopping in the park" concept. Green technology such as a rain collection system and environmentally friendly building materials will be used to improve the project's carbon footprint.

Guoson Centre is well-positioned at the crossroads of the Zhongshan Park, Gubei and Hongqiao commercial districts. Hongqiao integrated transportation hub is just 10 minutes drive away. It is built around the Hongqiao Airport to the southwest of the project, which will be one of the world's largest transportation hub comprising express train, air-flight, magnetic suspension train and buses. The hub connects Shanghai and other cities by express railways and it only takes 38 minutes to Hangzhou, 1 hour to Nanjing and 5 hours to Beijing.

The adjacent Changfeng Park, with its green belt, and Suzhou Creek on its south bank provide relaxing surroundings for the burgeoning community. In its vicinity is also the Shanghai International Sourcing Promotion Centre with facilities including an international convention hall, which will play a key role for Shanghai to becoming an international exhibition centre, thus bringing more business opportunities to the area.

PROPERTY DEVELOPMENTS IN CHINA



WEST END POINT, BEIJING

West End Point is situated on a 36,501 square metre site and comprises 810 units and 37 retail shops. Residents are able to enjoy common facilities such as the unique 'submerged' clubhouse and sunken courtyard garden. The architectural design is inspired by the Chinese traditional "Hutong" and courtyard living sensibilities. The landscape plan is inspired by the five elements of nature, namely wood, fire, earth, metal and water. Special efforts were made to preserve venerable trees from the original site. West End Point is a low-density compound in the city centre, where the land is scarce for residential living. It is a mere 10 minute drive from historical landmarks such as Tiananmen Square and the Forbidden City.

Situated within the West Second Ring Road, West End Point faces the Political Consultative Conference Assembly Hall. The posh district surrounding West End Point also includes the high-end Seasons Place Shopping Centre and three international five star hotels. West End Point was awarded the Beijing Construction Great Wall Cup Silver Medal Award, in 2008.



ASCOT PARK, NANJING

Ascot Park is being developed on an expansive 89,709 square metre site located east of the picturesque Purple Mountains. The exotic Balinese-themed development comprises 1,112 apartments distributed over 13 blocks which also includes a retail component. Inspired by the "mountain villa" of world famous American architect Frank Lloyd Wright, the development's clubhouse seeks to strike a harmony with its surrounding environment. The Balinese landscape includes a man-made lake.

There is an international golf club, a proposed race course and the Xianlin College and University Town which includes many established universities in the vicinity. An integrated transportation hub is located 300 metres to the north of the project. This will house a long-distance bus interchange, subway, urban bus and railway. The subway line 2 and line 4 intersect here at the hub. Line 2 is expected to be functional in 2010, when it will take just 18 minutes to Xinjiekou, the most popular commercial hub of the city. The project is also located close to Huning expressway to the south.



WEST END POINT, BEIJING



GARDEN AT ASCOT PARK, NANJING

PROPERTY DEVELOPMENTS IN CHINA

HILLVIEW REGENCY, NANJING

Hillview Regency sits on a sizeable 296,002 square metre site in the Xuanwu District which is nestled at the foothills of Purple Mountains. The proposed development includes residential apartments, SoHo units and retail space.

Hillview Regency which caters to high and mid-tier residential home buyers is easily accessible via Huning Highway and Ninghang Road. The surrounding area is host to many institutions of higher education and of research and development.

FOUR SEASONS PARK, TIANJIN

Four Seasons Park is the Group's first residential development comprising seven blocks of 1,176 units in Tianjin. It sits on a 22,034 square metre site in the Laochengxiang area in the Nankai District which is situated in the inner ring road of Tianjin. Laochengxiang is the oldest residential district in Tianjin with a rich history of over 600 years and is a cultural, commercial and historic hub. Tianjin is China's third largest municipality with a population of close to 11 million. It is one of the largest commercial, financial and industrial hubs in northern China, just half an hour's train ride from Beijing.

The area where this development is located has extensive transport networks and all the facilities needed for a cosmopolitan lifestyle, including a supermarket, shopping centre, department store, in addition to restaurants and hotels.



ARTIST'S IMPRESSION OF HILLVIEW REGENCY, NANJING



ARTIST'S IMPRESSION OF FOUR SEASONS PARK, TIANJIN

MALAYSIA

STRENGTH ■ PRESENCE ■ EXPERTISE



GuocoLand (Malaysia) Berhad ("GLM") is a 64.98% subsidiary of GuocoLand. The GLM group has an established presence in Malaysia, with property development and hotel & resort holdings activities and approximately 11,110 acres of land bank for commercial and residential development with a portfolio that includes prime office and residential properties in Kuala Lumpur and various locations within the Klang Valley.

OVAL KUALA LUMPUR



PROPERTY DEVELOPMENTS IN MALAYSIA



ARTIST'S IMPRESSION OF DAMANSARA CITY, DAMANSARA HEIGHTS

DAMANSARA CITY

DAMANSARA CITY, DAMANSARA HEIGHTS

Damansara CITY which comprises residential apartments, hotel, office space and a retail mall is the flagship development of GuocoLand (Malaysia) Berhad. The freehold development sits on an 8.5-acre site in the commercial and residential hub of Damasara Heights. It is bounded by the equally upmarket areas of Bangsar and Bukit Kiara, and enjoys easy access into the city centre via the Sprint Expressway.

Damansara CITY's value proposition is reflected by the 203,332 square metres of space from two luxurious residential towers, two office towers, a five-star boutique hotel and a lifestyle retail mall. The mall will offer trendy fashion stores, hip restaurants, cafes and a gourmet food hall.



OVAL KUALA LUMPUR

OVAL
KUALA LUMPUR

OVAL KUALA LUMPUR

OVAL Kuala Lumpur is a luxurious condominium coveted for its strategic location in the heart of Kuala Lumpur City Centre (KLCC). This freehold development is situated on a 2.14-acre site at Jalan Binjai just opposite the famed PETRONAS Twin Towers. The 140 exclusive units aim to offer a lifestyle of timeless elegance and privacy in the midst of the vibrant city below. Residents will also enjoy breathtaking, panoramic views of the city and the greenery of the 50-acre KLCC Park.

There will be 2 towers of 70 luxuriously-appointed apartments which come in two configurations: the Sky Villa with an area of 348 square metres and the larger Mansionary Villa which has 706 square metres of space. To complement the exclusive lifestyle of its residents, each tower will have its own suite of recreational facilities.

PROPERTY DEVELOPMENTS IN MALAYSIA

COMMERCE ONE

COMMERCE ONE, OLD KLANG ROAD

Facing the main arterial Old Klang Road with close proximity to Mid Valley and the city centre, Commerce One is a vibrant commercial destination comprising one block of 5-storey shop offices and a single block of office suites, complete with facilities including a business centre, meeting rooms, gymnasium, lifestyle F&B outlets, as well as a 7-storey carpark. Commerce One offers exceptionally high visibility, allowing its many road users unobstructed views of businesses within the development.

Commerce One is connected to the major highways of Kuala Lumpur – Federal Highway, New Pantai Expressway (NPE), KL Shah Alam (KESAS) Expressway and Lebuhraya Damansara-Puchong (LDP) Highway – all combining to offer businesses unparalleled connectivity. Todate, 80% of the 5-storey shop office has been sold, with almost an equal number of buyers being both end-users as well as investors. Commerce One will also feature a 22-storey tower of office suites in the near future.

THE Cirrus CHERAS

THE CIRRUS, CHERAS

The Cirrus, Cheras is an enclave of innovative yet functional designer homes located on a 16.1-acre site on the outskirts of Kuala Lumpur city. It comprises private bungalows with generous floor space from over 427 square metres to 604 square metres. The bungalows will be located on elevated ground in a matured residential neighbourhood which is close to shopping amenities, educational facilities and is well-served by major highways to Kuala Lumpur. One of the main features for The Cirrus is its interior and exterior design philosophy which aims to create a seamless living environment, redefining 'living without borders'.

emerald RAWANG

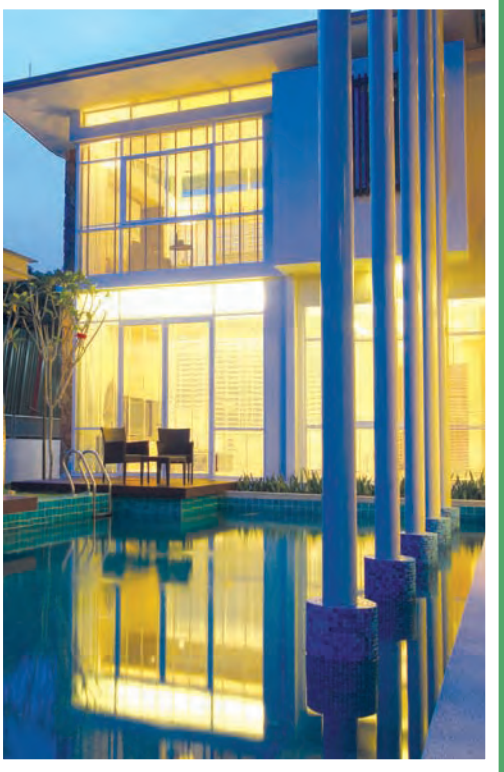
EMERALD, RAWANG

A lifestyle away from the hustle and bustle of city dwelling and yet just minutes from Kuala Lumpur is what residents of Emerald township enjoy. Nestled on the undulating green foothills of Rawang Selangor, this spacious residential-commercial township located on over 1,000 acres of land comprises link houses, semi-detached houses, bungalows, apartments and shop offices just half an hour's drive from Kuala Lumpur via the North-South Highway.

Emerald is an established township with gated and guarded facilities and will have a Ronald Fream-designed 9-hole golf course, shops, schools and a hypermarket when fully developed.



ARTIST'S IMPRESSION OF COMMERCE ONE, OLD KLANG ROAD



THE CIRRUS, CHERAS
SHOW UNIT (TYPE C)



ARTIST'S IMPRESSION OF IVORY LINK
HOMES, EMERALD RAWANG

REIT IN MALAYSIA

TOWERreit

Tower REIT

Tower Real Estate Investment Trust (Tower REIT) was listed on the Main Market of Bursa Malaysia Securities Berhad in April 2006. GLM REIT Management Sdn Bhd, a wholly-owned subsidiary of GuocoLand (Malaysia) Berhad (GLM), is the manager of Tower REIT. GLM has an approximately 20% interest in Tower REIT. As at 30 June 2009, Tower REIT investment portfolio comprises three prime commercial buildings located in strategic locations in Kuala Lumpur, namely Menara HLA, HP Towers and Menara ING.

MENARA HLA

Menara HLA is a 32-storey office tower with a 4-level basement car park located opposite KLCC in the heart of Kuala Lumpur's Golden Triangle. It has approximately 36,866 square metres of leasable area and is currently occupied by a variety of national, regional and local tenants. Blue chip tenants include Hong Leong Assurance Berhad and Aker Kvearner Engineering SEA Sdn Bhd, which is engaged in the oil and gas industry. Occupancy as at 30 June 2009 was 89%.

HP TOWERS

HP Towers comprises two blocks of 9 storeys and 21 storeys, 3 levels of connecting podium and 4 levels of basement car park. Located in the commercial area of Bukit Damansara, it has a leasable area of approximately 32,521 square metres. Major tenants include Hewlett-Packard (M) Sdn Bhd and Valuecap Sdn Bhd. It has an occupancy rate of 94% as at 30 June 2009.

MENARA ING

Menara ING comprises 20-storey office tower with an annexed three and a half storey office block and two split-level basement car parks. It is situated along Jalan Raja Chulan which is an established office address within the Golden Triangle area. Tower REIT owns 78.3% of Menara ING which is equivalent to approximately 14,065 square metres and 100% of the carpark bays. All the floor areas owned by Tower REIT are 100% leased out to the ING Insurance Bhd group of companies.

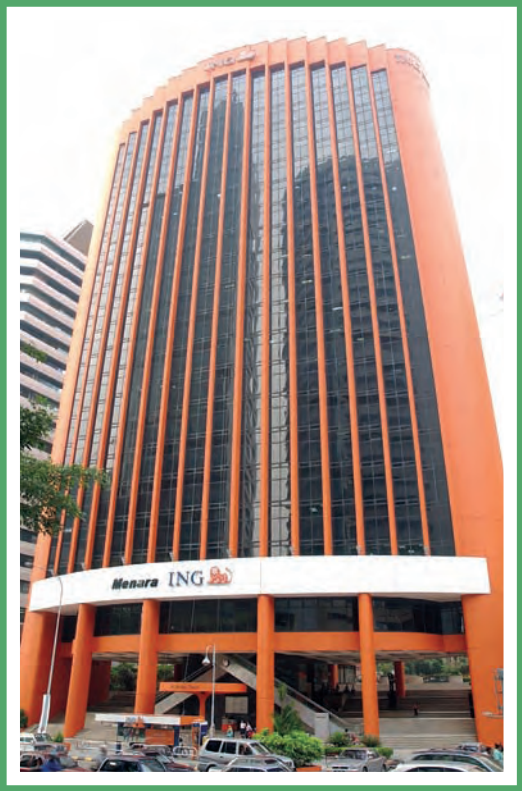
"GLM has an approximately 20% interest in Tower REIT which owns and manages 3 prime commercial office buildings in Kuala Lumpur."



HP TOWERS



MENARA HLA



MENARA ING

VIETNAM

FORESIGHT ■ STRATEGY ■ ACTION



GuocoLand invested in Vietnam following its accession to the World Trade Organisation which had spurred foreign investments into the country. Translating its investment strategy into action, GuocoLand is currently developing The Canary, its first development in Vietnam.

THE CANARY



PROPERTY DEVELOPMENTS IN VIETNAM

THE CANARY, BINH DUONG PROVINCE

The Canary integrated development promises a new lifestyle experience for residents of Binh Duong Province, one of Vietnam's leading provinces in terms of socio-economic development and per capita income. It aims to offer an integrated Work-Live-Play environment by having residential apartments, a good class international hotel, retail mall, educational facilities and a sports complex all inter-connected.

Located in front of the Vietnam Singapore Industrial Park and directly across from the 27-hole Song Be golf course, The Canary sits on a 17.5 hectare site which is just 30 minutes from Ho Chi Minh City. It will be well served by Highway 13 which runs parallel to the site. The retail mall fronts Highway 13, which gives shoppers easy access to the mall.

The residential component to be developed over 4 phases, comprises 4 blocks totaling 1,200 good class apartments called Homez @ The Canary.



ARTIST'S IMPRESSION OF RESIDENTIAL COMPONENT, THE CANARY

FINANCIAL SECTION

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Directors' Report

For the year ended 30 June 2009

We are pleased to present this annual report to the members of the Company together with the audited financial statements for the financial year ended 30 June 2009.

DIRECTORS

The directors in office at the date of this report are as follows:-

Sat Pal Khattar
Quek Chee Hoon
Quek Leng Chan
Kwek Leng Hai
Goh Yong Hong
Reggie Thein
Timothy Teo (Appointed on 18 November 2008)

DIRECTORS' INTERESTS

According to the register kept by the Company for the purposes of Section 164 of the Companies Act, Chapter 50 (the Act), particulars of interests of directors who held office at the end of the financial year (including those held by their spouses and infant children) in shares, debentures, warrants and share options in the Company and in related corporations (other than wholly-owned subsidiaries) are as follows:-

	Shareholdings in which Directors have a Direct Interest		Shareholdings in which Directors are Deemed to have an Interest	
	As at 1 July 2008/ At Date of Appointment	As at 30 June 2009	As at 1 July 2008	As at 30 June 2009
The Company		**Fully Paid Ordinary Shares**		
Sat Pal Khattar	-	-	13,856,482	13,856,482
Quek Chee Hoon	12,849,449	12,849,449	-	-
Quek Leng Chan	20,062,965	20,062,965	570,958,320	579,024,320
Kwek Leng Hai	26,468,186	26,468,186	-	-
Timothy Teo	50,000	50,000	-	-
		Options to subscribe for Ordinary Shares▪		
Quek Chee Hoon	15,081,150	15,081,150	-	-
		Convertible Bonds**		
Quek Leng Chan	-	-	4,000,000	115,500,000

▪ Please refer to Notes 1 and 3 under "Share Options".

** The Convertible Bonds ("CBs") are convertible into fully paid ordinary shares of the Company pursuant to the terms and conditions of the Company's offering circular dated 4 May 2007. Mr Quek Leng Chan is deemed to be interested in the CBs held by companies in which he has interest by virtue of Section 7 of the Companies Act, Cap. 50. Please refer to Note 21 to the financial statements for details of the CBs.

DIRECTORS' INTERESTS (cont'd)

	Shareholdings in which Directors have a Direct Interest		Shareholdings in which Directors are Deemed to have an Interest	
	As at 1 July 2008	As at 30 June 2009	As at 1 July 2008	As at 30 June 2009
Intermediate Holding Company				
Guoco Group Limited	**Ordinary Shares of US$0.50 each fully paid**			
Sat Pal Khattar	-	-	691,125	691,125
Quek Leng Chan	1,656,325	1,656,325	223,866,391	239,225,391
Kwek Leng Hai	3,800,775	3,800,775	-	-
Ultimate Holding Company				
Hong Leong Company (Malaysia) Berhad	**Ordinary Shares of RM1.00 each fully paid**			
Quek Leng Chan	390,000	390,000	7,487,100	7,487,100
Kwek Leng Hai	420,500	420,500	-	-
Subsidiary				
GuocoLand (Malaysia) Berhad	**Ordinary Shares of RM0.50 each fully paid**			
Sat Pal Khattar	152,700	152,700	-	-
Quek Chee Hoon	-	-	-	1,000,000
Quek Leng Chan	4,476,280	19,506,780	456,555,616	456,555,616
Kwek Leng Hai	226,800	226,800	-	-

		Shareholdings in which Directors have a Direct Interest		Shareholdings in which Directors are Deemed to have an Interest	
	Nominal Value per share	Ordinary shares/shares issued or to be issued or acquired arising from the exercise of options/convertible bonds			
		As at 1 July 2008	As at 30 June 2009	As at 1 July 2008	As at 30 June 2009
Interests of Quek Leng Chan in Related Corporations					
Hong Leong Fund Management Sdn Bhd	RM1.00	-	-	1,400,000	1,400,000
Hong Leong Financial Group Berhad	RM1.00	4,989,600	4,989,600	824,437,300	824,437,300
HLG Capital Berhad	RM1.00	-	-	92,590,545	92,590,545
Hong Leong Bank Berhad	RM1.00	-	-	961,690,100	965,745,100
Hong Leong Tokio Marine Takaful Berhad	RM1.00	-	-	65,000,000	65,000,000
Hong Leong Industries Berhad	RM0.50	-	-	184,899,737	194,663,037

DIRECTORS' INTERESTS (cont'd)

		Shareholdings in which Directors have a Direct Interest		Shareholdings in which Directors are Deemed to have an Interest	
	Nominal Value per share	Ordinary shares/shares issued or to be issued or acquired arising from the exercise of options/convertible bonds			
		As at 1 July 2008	As at 30 June 2009	As at 1 July 2008	As at 30 June 2009
Interests of Quek Leng Chan in Related Corporations (cont'd)					
Hong Leong Yamaha Motor Sdn Bhd	RM1.00	-	-	17,352,872	17,352,872
Guocera Tile Industries (Meru) Sdn Bhd	RM1.00	-	-	19,600,000	19,600,000
Hong Leong Maruken Sdn Bhd (In members' voluntary liquidation)	RM1.00	-	-	1,750,000	1,750,000
Guocera Tile Industries (Labuan) Sdn Bhd	RM1.00	-	-	6,545,001	6,545,001
Varinet Sdn Bhd (In members' voluntary liquidation)	RM1.00	-	-	10,560,627	10,560,627
RZA Logistics Sdn Bhd	RM1.00	-	-	7,815,980	7,934,247
Malaysian Pacific Industries Berhad	RM0.50	-	-	127,683,309	127,683,309
Carter Realty Sdn Bhd	RM1.00	-	-	7	7
Carsem (M) Sdn Bhd	RM1.00 RM100.00	- -	- -	84,000,000 22,400 (Redeemable Preference Shares)	84,000,000 22,400 (Redeemable Preference Shares)
Hume Industries (Malaysia) Berhad	RM1.00	2,000,000	2,000,000	120,208,928	121,881,628
Narra Industries Berhad	RM1.00	8,150,200	8,150,200	38,314,000	38,314,000
Adjuvant Resources Berhad (formerly known as Camerlin Group Berhad) ("ARB")	RM0.01	-	-	286,874,078	283,740,578[Δ+]

DIRECTORS' INTERESTS (cont'd)

		Shareholdings in which Directors have a Direct Interest		Shareholdings in which Directors are Deemed to have an Interest	
	Nominal Value per share	Ordinary shares/shares issued or to be issued or acquired arising from the exercise of options/convertible bonds			
		As at 1 July 2008	As at 30 June 2009	As at 1 July 2008	As at 30 June 2009
Interests of Quek Leng Chan in Related Corporations (cont'd)					
First Garden Development Pte Ltd	∞	-	-	72,000,000	63,000,000++
Melville Park Development Pte Ltd (In members' voluntary liquidation)	∞	-	-	57,840,000	-♦
Sanctuary Land Pte Ltd	∞	-	-	54,000,000	90,000++
Beijing Minghua Property Development Co., Ltd (In members' voluntary liquidation)	^	-	-	150,000,000	150,000,000
Shanghai Xinhaozhong Property Development Co., Ltd	#	-	-	19,600,000	19,600,000
Beijing Jiang Sheng Property Development Co., Ltd	^	-	-	247,600,000	247,600,000
Nanjing Xinhaoning Property Development Co., Ltd	#	-	-	11,800,800	11,800,800
Nanjing Xinhaoxuan Property Development Co., Ltd	#	-	-	11,800,800	11,800,800
Nanjing Mahui Property Development Co., Ltd	^	-	-	271,499,800	271,499,800
Beijing Cheng Jian Dong Hua Real Estate Development Company Limited	^	-	-	50,000,000	50,000,000

DIRECTORS' INTERESTS (cont'd)

		Shareholdings in which Directors have a Direct Interest		Shareholdings in which Directors are Deemed to have an Interest	
	Nominal Value per share	Ordinary shares/shares issued or to be issued or acquired arising from the exercise of options/convertible bonds			
		As at 1 July 2008	As at 30 June 2009	As at 1 July 2008	As at 30 June 2009
Interests of Quek Leng Chan in Related Corporations (cont'd)					
Lam Soon (Hong Kong) Limited	HK$1.00	-	-	140,008,659	140,008,659
Kwok Wah Hong Flour Company Limited	HK$100.00	-	-	9,800	9,800
M.C. Packaging Offshore Limited	HK$0.01	-	-	812,695	812,695
Guangzhou Lam Soon Food Products Limited	Ω	-	-	6,570,000	6,570,000
Shekou Lam Soon Silo Company Limited	#	-	-	8,464,500	9,500,000+
Guoman Hotel & Resort Holdings Sdn Bhd	RM1.00	-	-	277,000,000	277,000,000
JB Parade Sdn Bhd	RM1.00	-	-	18,000,000	28,000,000
	RM0.01	-	-	68,594,000 (Redeemable Preference Shares)	68,594,000 (Redeemable Preference Shares)
GuocoLeisure Limited ("GL")	US$0.20	150,000	735,000	839,709,108	767,669,211◊~
Bondway Properties Limited (In member's voluntary liquidation)	GBP1.00	-	-	1,134,215 (Ordinary-Voting Shares)	1,134,215 (Ordinary-Voting Shares)
	GBP1.00	-	-	10,332 (Ordinary-Non Voting Shares)	10,332 (Ordinary-Non Voting Shares)

DIRECTORS' INTERESTS (cont'd)

		Shareholdings in which Directors have a Direct Interest		Shareholdings in which Directors are Deemed to have an Interest	
	Nominal Value per share	Ordinary shares/shares issued or to be issued or acquired arising from the exercise of options/convertible bonds			
		As at 1 July 2008	As at 30 June 2009	As at 1 July 2008	As at 30 June 2009
Interests of Kwek Leng Hai in Related Corporations					
Hong Leong Bank Berhad	RM1.00	3,955,700	3,955,700	-	-
Lam Soon (Hong Kong) Limited	HK$1.00	2,300,000	2,300,000	-	-
Hong Leong Industries Berhad	RM0.50	189,812	189,812	-	-
Hong Leong Financial Group Berhad	RM1.00	2,316,800	2,316,800	-	-
HLG Capital Berhad	RM1.00	500,000	500,000	-	-
Interests of Sat Pal Khattar in Related Corporations					
Hong Leong Bank Berhad	RM1.00	294,000	294,000	-	-
Hong Leong Industries Berhad	RM0.50	198,580	198,580	348,500	348,500
Malaysian Pacific Industries Berhad	RM0.50	210,000	210,000	-	-
Hume Industries (Malaysia) Berhad	RM1.00	200,000	200,000	-	-

$^{\Delta}$ Reduced due to shares being cancelled pursuant to the selective capital repayment exercise via capital reduction undertaken by ARB.

$^{+}$ Became a wholly-owned subsidiary during the financial year.

$^{\infty}$ Concept of par value was abolished with effect from 30 January 2006 pursuant to the Singapore Companies (Amendment) Act, 2005.

$^{++}$ Arising from capital reduction.

$^{\blacklozenge}$ Dissolved during the financial year.

$^{\wedge}$ Capital contribution in RMB.

$^{\#}$ Capital contribution in US$.

$^{\Omega}$ Capital contribution in HK$.

$^{\lozenge}$ Inclusive of shares which are credited/transferred to a company in which Mr Quek Leng Chan has interest pursuant to the capital distribution of shares of GL to the entitled shareholders of ARB via a reduction of the share capital and cancellation of ARB's share premium reserve ("Capital Distribution Exercise of ARB").

$^{\sim}$ Inclusive of cessation of deemed interest held through ARB pursuant to the Capital Distribution Exercise of ARB.

DIRECTORS' INTERESTS (cont'd)

By virtue of Section 7 of the Act, Mr Quek Leng Chan is deemed to have an interest in all of Hong Leong Company (Malaysia) Berhad's direct and indirect interests in its subsidiaries and associates, at the beginning and at the end of the financial year.

Except as disclosed in this report, no director who held office at the end of the financial year had interests in shares, debentures, warrants or share options of the Company, or of related corporations, either at the beginning or date of appointment if later, or at the end of the financial year.

There were no changes in any of the above-mentioned directors' interests in the Company and its related corporations between the end of the financial year and 21 July 2009.

Except as disclosed under "Share Options" of this report, neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Transactions entered into by the Company and/or its related corporations with connected or related parties in which certain of the directors are deemed to have an interest comprised deposits, lease of properties and payments for professional, financial and management services. All such transactions were carried out in the normal course of business of the Group and on commercial terms.

Except as disclosed in this report and in Notes 24, 28, 31 and 33 to the financial statements, since the end of the last financial year, no director has received or become entitled to receive a benefit 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.

SHARE OPTIONS

The GuocoLand Limited Executives' Share Option Scheme

a. The GuocoLand Limited Executives' Share Option Scheme ("ESOS") was approved by shareholders of the Company at an Extraordinary General Meeting held on 31 December 1998 and further approved by the shareholders of Guoco Group Limited ("GGL") at an Extraordinary General Meeting held on 1 February 1999. GGL is a company listed on The Stock Exchange of Hong Kong Limited ("HKSE") and the intermediate holding company of the Company.

b. In October 2004, shareholders of the Company and GGL approved the proposed amendments to the rules of the ESOS ("Rules") to *inter alia* alter the structure of the ESOS to allow the grant of options to be satisfied over newly issued ordinary shares of the Company ("Shares") or the transfer of existing Shares, or a combination of both new Shares and existing Shares, as well as to align the Rules with the requirements under Chapter 17 of the HKSE Listing Rules ("Modified ESOS").

c. In view that the Modified ESOS was due to expire on 30 December 2008, a new GuocoLand Limited Executives' Share Option Scheme 2008 ("ESOS 2008") was approved by shareholders of the Company on 17 October 2008 and further approved by shareholders of GGL on 21 November 2008, to provide for continuation of an executives' share option scheme on terms substantially similar to the Modified ESOS. Under the ESOS 2008, options may be granted over newly issued and/or existing Shares. With the ESOS 2008 in place, the Modified ESOS is no longer in force. The termination of the Modified ESOS however does not affect outstanding options which had been granted and accepted thereunder.

d. The ESOS 2008 is administered by a Committee of Directors ("ESOS Committee") comprising Mr Sat Pal Khattar and Mr Quek Leng Chan who are non-participants.

SHARE OPTIONS (cont'd)

e. The following options (including the number of adjusted options pursuant to the Company's Rights Issue 2007) have been granted to selected key executives of the Company ("Participants"):-

Date of Grant	Participants	No. of Shares comprised in Options	Exercise Price per Share	Note
1 November 2004	Selected key executives	14,227,500	S$1.045	1
30 May 2005	Selected key executive	2,000,000	S$1.32	2
		4,552,800	S$1.159	2
19 January 2007	Selected key executives	27,032,250	S$2.328	3

f. During the financial year, 2,845,500 options in respect of existing Shares were exercised and 2,276,400 options were lapsed arising from the resignation of a Participant. However, no new Shares were issued pursuant to the exercise of options and no new options were granted during the financial year.

g. The aggregate number of options (including the number of adjusted options pursuant to the Company's Rights Issue 2007) granted to Participants since the commencement of the ESOS to the end of the financial year is as follows:-

Participants	Aggregate Options Granted since the Commencement of the ESOS to End of Financial Year	Aggregate Options Exercised since the Commencement of the ESOS to End of Financial Year	Aggregate Options Lapsed since the Commencement of the ESOS to End of Financial Year	Aggregate Options Outstanding as at End of Financial Year
Executive Director				
Quek Chee Hoon	2,000,000	-	(2,000,000)	-
	7,398,300[1]	(3,699,150)	-	3,699,150
	11,382,000[3]	-	-	11,382,000
Directors of Subsidiaries				
Violet Lee	3,414,600[1]	(1,707,300)	-	1,707,300
	6,552,800[2]	(2,000,000)	-	4,552,800
	6,829,200[3]	-	-	6,829,200
Trina Loh	250,000	-	(250,000)	-
	1,138,200[1]	(569,100)	-	569,100
	3,414,600[3]	-	-	3,414,600
Jerry Lee	500,000	-	(500,000)	-
- resigned during the	1,138,200[1]	(1,138,200)	-	-
financial year	2,276,400[3]	-	(2,276,400)	-
Dawn Pamela Lum	500,000	-	(500,000)	-
	1,138,200[1]	(1,138,200)	-	-
	2,276,400[3]	-	-	2,276,400
Other Executives	2,130,000	-	(2,130,000)	-
	853,650[3]	-	(569,100)	284,550
Total	**53,192,550**	**(10,251,950)**	**(8,225,500)**	**34,715,100**

SHARE OPTIONS (cont'd)

Note:-

1. The exercise price was determined based on the average closing price for the five days preceding 1 November 2004. The closing market price per Share on 29 October 2004 (the trading date immediately before the date of grant) was S$1.20. Following the close of the Company's Rights Issue 2007, adjustments were made to the number of outstanding options. The exercise price was also adjusted from S$1.19 to S$1.045. Pursuant to certain financial and performance targets met by the Participants during the performance period for the financial years 2004/05 to 2006/07, the Participants were notified by the ESOS Committee in August 2007 of the vesting of a total of 14,227,500 options. The Participants were given an exercise period of up to 2 years from the date of vesting to exercise the vested options in accordance with the terms of their grant. During the financial years 2007/08 and 2008/09, 8,251,950 Shares were exercised under the terms of the grant. The Participants now have a balance of 5,975,550 vested options available for exercise.

2. The exercise price was determined based on the average closing price for the five days preceding 30 May 2005. The closing market price per Share on 27 May 2005 (the trading date immediately before the date of grant) was S$1.34. Following the close of the Company's Rights Issue 2007, adjustments were made to the number of outstanding options. The exercise price was also adjusted from S$1.32 to S$1.159. Under the terms of the grant, a first tranche of 2,000,000 Shares was exercised during the financial year 2006/07. Pursuant to certain financial and performance targets met by the Participant during the financial years 2005/06 to 2006/07, the Participant was notified by the ESOS Committee in August 2007 and November 2007 of the vesting of the remaining 4,552,800 options in accordance with the terms of the grant. The Participant was given an exercise period of up to 2 years from the date of vesting to exercise the vested options in accordance with the terms of the grant.

3. The exercise price was determined based on the average closing price for the five days preceding 19 January 2007. The closing market price per Share on 18 January 2007 (the trading date immediately before the date of grant) was S$2.75. Following the close of the Company's Rights Issue 2007, adjustments were made to the number of outstanding options, as well as the exercise price from S$2.65 to S$2.328. Subject to certain financial and performance targets being met by the Participants during the performance periods for the financial years 2005/06 to 2007/08 and 2008/09 to 2010/11, the Participants may at the end of each performance period be notified by the ESOS Committee of the vesting of the options and the number of Shares comprised in the vested options. Thereafter, the Participants shall have a phased period of up to 30 months to exercise the vested options in accordance with the terms of the grant.

h. Statutory information regarding the above options is as follows:-

   (i) The exercise price per Share is the average of the closing prices of the Shares on Singapore Exchange Securities Trading Limited for each of the last five market days immediately prior to the date of grant of the option.

   (ii) An option shall be exercisable on the date after (a) the second anniversary of the date of grant (for employees who have been employed for less than one year) and (b) the first anniversary of the date of grant (for all other employees), and to end on a date not later than 10 years after the date of grant.

   (iii) The persons to whom the options have been granted do not have the right to participate, by virtue of the option, in a share issue of any other company, except in the share scheme(s) of companies within the Group.

i. Since the commencement of the ESOS, no options have been granted to controlling shareholders of the Company and their associates or parent group employees and no options have been granted at a discount.

Except as disclosed above, there were no unissued shares of the Company or its subsidiaries under options granted by the Company or its subsidiaries as at the end of the financial year.

Directors' Report

For the year ended 30 June 2009

AUDIT COMMITTEE

The members of the Audit Committee during the year and at the date of this report are as follows:-

Reggie Thein, Chairman
Goh Yong Hong
Timothy Teo (Appointed on 18 November 2008)

The Audit Committee performs the functions specified in Section 201B of the Companies Act, Chapter 50, the SGX Listing Manual and the Code of Corporate Governance.

The Audit Committee has held four meetings since the last directors' report. In performing its functions, the Audit Committee met with the Company's external and internal auditors to discuss the scope of their work, the results of their examination and evaluation of the Company's internal accounting control system.

The Audit Committee also reviewed the following:-

- assistance provided by the Company's officers to the internal and external auditors;
- quarterly financial statements and annual financial statements of the Group and of the Company prior to their submission to the directors of the Company for adoption; and
- interested person transactions (as defined in Chapter 9 of the SGX Listing Manual).

The Audit Committee has full access to management and is given the resources required for it to discharge its functions. It has full authority and the discretion to invite any director or executive officer to attend its meetings. The Audit Committee also recommends the appointment of the external auditors and reviews the level of audit and non-audit fees.

The Audit Committee is satisfied with the independence and objectivity of the external auditors and has recommended to the Board of Directors that the auditors, KPMG, be nominated for re-appointment as auditors at the forthcoming Annual General Meeting of the Company.

The auditors, KPMG, have indicated their willingness to accept re-appointment.

On behalf of the Board of Directors

SAT PAL KHATTAR
Director

QUEK CHEE HOON
Director

Singapore
27 August 2009

Statement By Directors

For the year ended 30 June 2009

In our opinion:-

a. the financial statements set out on pages 58 to 135 are drawn up so as to give a true and fair view of the state of affairs of the Group and of the Company as at 30 June 2009 and of the results, changes in equity and cash flows of the Group and of the changes in equity of the Company for the year ended on that date in accordance with the provisions of the Singapore Companies Act, Chapter 50 and Singapore Financial Reporting Standards; and

b. at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The Board of Directors has, on the date of this statement, authorised these financial statements for issue.

On behalf of the Board of Directors

SAT PAL KHATTAR
Director

QUEK CHEE HOON
Director

Singapore
27 August 2009

Independent Auditors' Report

To the Members of GuocoLand Limited

We have audited the financial statements of GuocoLand Limited (the "Company") and its subsidiaries (the "Group"), which comprise the balance sheets of the Group and the Company as at 30 June 2009, the income statement, statement of changes in equity and statement of cash flows of the Group, and the statement of changes in equity of the Company for the year then ended, and a summary of significant accounting policies and other explanatory notes, as set out on pages 58 to 135.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the provisions of the Singapore Companies Act, Chapter 50 (the Act) and Singapore Financial Reporting Standards. This responsibility includes:

(a) 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 profit and loss accounts and balance sheets and to maintain accountability of assets;

(b) selecting and applying appropriate accounting policies; and

(c) making accounting estimates that are reasonable in the circumstances.

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 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 judgment, 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:

(a) the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards to give a true and fair view of the state of affairs of the Group and of the Company as at 30 June 2009 and the results, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; and

(b) the accounting and other records required by the Act to be kept by the Company and by those subsidiaries incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

KPMG LLP
Public Accountants and
Certified Public Accountants

Singapore
27 August 2009

Balance Sheets

As at 30 June 2009

	Note	Group 2009 $'000	Group 2008 $'000	Company 2009 $'000	Company 2008 $'000
Non-Current Assets					
Property, Plant and Equipment	3	159,678	141,304	-	-
Goodwill on Consolidation	4	-	-	-	-
Investment Properties	5	367,678	449,086	-	-
Interests in Subsidiaries	6	-	-	2,739,797	3,214,105
Interests in Associates and Jointly-Controlled Entities	7	187,528	189,531	7,094	7,837
Amounts due from Minority Shareholders of Subsidiaries	8	1,992	16,419	-	-
Investment Securities	9	2,219	2,504	-	-
Deferred Tax Assets	10	487	485	-	-
		719,582	799,329	2,746,891	3,221,942
Current Assets					
Inventories	11	4,397,094	4,461,662	-	-
Trade and Other Receivables	14	161,553	77,522	30,368	747
Cash and Cash Equivalents	17	581,796	654,461	65,772	282,717
		5,140,443	5,193,645	96,140	283,464
Total Assets		**5,860,025**	**5,992,974**	**2,843,031**	**3,505,406**
Equity attributable to equity holders of the Company					
Share Capital	18	1,394,047	1,394,047	1,394,047	1,394,047
Reserves	19	549,635	581,528	116,179	191,614
		1,943,682	1,975,575	1,510,226	1,585,661
Minority Interests		120,818	152,956	-	-
Total Equity		2,064,500	2,128,531	1,510,226	1,585,661
Non-Current Liabilities					
Amounts due to Subsidiaries	6	-	-	149,955	469,537
Interest Bearing Loans and Borrowings	20	1,955,183	2,127,334	445,780	857,066
Deferred Tax Liabilities	10	35,434	22,109	-	-
		1,990,617	2,149,443	595,735	1,326,603
Current Liabilities					
Trade and Other Payables	22	830,838	771,884	8,005	13,931
Interest Bearing Loans and Borrowings – Current Portion	20	931,349	905,657	721,657	572,444
Current Tax Payable		42,721	37,459	7,408	6,767
		1,804,908	1,715,000	737,070	593,142
Total Liabilities		3,795,525	3,864,443	1,332,805	1,919,745
Total Equity and Liabilities		**5,860,025**	**5,992,974**	**2,843,031**	**3,505,406**

The accompanying notes form an integral part of these financial statements.

Consolidated Income Statement

For the year ended 30 June 2009

	Note	Group 2009 $'000	Group 2008 $'000
Revenue	24	513,012	670,893
Cost of sales		(399,542)	(535,593)
Gross profit		113,470	135,300
Other income	25	15,370	130,776
Administrative expenses		(39,109)	(41,086)
Other expenses	26	(118,798)	(9,455)
Finance costs	27	(37,826)	(39,438)
Share of profit/(loss) (net of tax)			
- associates		7,086	11,545
- jointly-controlled entities		(2,671)	6,784
(Loss)/Profit before income tax	28	(62,478)	194,426
Income tax expense	29	(16,355)	(29,145)
(Loss)/Profit for the year		**(78,833)**	**165,281**
Attributable to:			
Equity holders of the Company		**(70,203)**	**161,840**
Minority interests		(8,630)	3,441
(Loss)/Profit for the year		**(78,833)**	**165,281**
Earnings per ordinary share (cents)	30		
Basic		(8.55)	20.17
Diluted		(8.55)	19.35

The accompanying notes form an integral part of these financial statements.

Statements of Changes in Equity

For the year ended 30 June 2009

	Share Capital $'000	Other Reserves* $'000	Accumulated Profits $'000	Total $'000	Minority Interests $'000	Total Equity $'000
Group						
At 1 July 2008	**1,394,047**	**(131,396)**	**712,924**	**1,975,575**	**152,956**	**2,128,531**
Translation differences relating to financial statements of foreign entities	-	8,128	-	8,128	(246)	7,882
Exchange differences on monetary items forming part of net investments in foreign entities	-	90,902	-	90,902	5	90,907
Change in fair value of available-for-sale securities	-	(175)	-	(175)	(83)	(258)
Net profits/(losses) recognised directly in equity	-	98,855	-	98,855	(324)	98,531
Loss for the year	-	-	(70,203)	(70,203)	(8,630)	(78,833)
Total recognised gains/(losses) for the year	-	98,855	(70,203)	28,652	(8,954)	19,698
Transfer of shares to employees upon exercise of share options	-	3,946	-	3,946	-	3,946
Value of employee services received for issue of share options	-	2,223	-	2,223	-	2,223
Excess of purchase cost over consideration received from employees upon exercise of share options	-	(972)	-	(972)	-	(972)
Acquisition of additional interest in subsidiary	-	2	-	2	(217)	(215)
Liquidation of a subsidiary	-	-	-	-	(14,592)	(14,592)
Share capital reduction of subsidiaries	-	-	-	-	(6,990)	(6,990)
Dividends	-	-	(65,744)	(65,744)	(1,385)	(67,129)
At 30 June 2009	**1,394,047**	**(27,342)**	**576,977**	**1,943,682**	**120,818**	**2,064,500**

* Include reserve for own shares, share option reserve, capital reserve, exchange translation reserve, revaluation reserve and mark-to-market reserve.

The accompanying notes form an integral part of these financial statements.

Statements of Changes in Equity

For the year ended 30 June 2009

	Share Capital $'000	Other Reserves* $'000	Accumulated Profits $'000	Total $'000	Minority Interests $'000	Total Equity $'000
Group						
At 1 July 2007	**839,716**	**(50,301)**	**616,600**	**1,406,015**	**165,200**	**1,571,215**
Translation differences relating to financial statements of foreign entities	-	64,551	-	64,551	(7,840)	56,711
Exchange differences on monetary items forming part of net investments in foreign entities	-	(104,996)	-	(104,996)	141	(104,855)
Change in fair value of available-for-sale securities	-	487	-	487	230	717
Transfer to income statement upon disposal of available-for-sale securities	-	(347)	-	(347)	576	229
Net losses recognised directly in equity	-	(40,305)	-	(40,305)	(6,893)	(47,198)
Profit for the year	-	-	161,840	161,840	3,441	165,281
Total recognised gains/(losses) for the year	-	(40,305)	161,840	121,535	(3,452)	118,083
Issue of 221,882,489 ordinary shares at $2.50 each ("Rights Issue")	554,706	-	-	554,706	-	554,706
Rights Issue expenses	(375)	-	-	(375)	-	(375)
Transfer of shares to employees upon exercise of share options	-	7,497	-	7,497	-	7,497
Subscription of shares under Rights Issue by the Trust for Executives' Share Option Scheme	-	(46,240)	-	(46,240)	-	(46,240)
Value of employee services received for issue of share options	-	4,010	-	4,010	-	4,010
Excess of purchase cost over consideration received from employees upon exercise of share options	-	(1,847)	-	(1,847)	-	(1,847)
Transfer to interests in associates	-	(4,210)	-	(4,210)	(1,833)	(6,043)
Acquisition of interests in subsidiaries	-	-	-	-	(3,203)	(3,203)
Dividends	-	-	(65,516)	(65,516)	(3,756)	(69,272)
At 30 June 2008	**1,394,047**	**(131,396)**	**712,924**	**1,975,575**	**152,956**	**2,128,531**

* Include reserve for own shares, share option reserve, capital reserve, exchange translation reserve, revaluation reserve and mark-to-market reserve.

The accompanying notes form an integral part of these financial statements.

Statements of Changes in Equity

For the year ended 30 June 2009

	Share Capital $'000	Reserve for Own Shares $'000	Share Option Reserve $'000	Capital Reserve $'000	Accumulated Profits $'000	Total Equity $'000
Company						
At 1 July 2008	**1,394,047**	**(143,230)**	**7,884**	**63,066**	**263,894**	**1,585,661**
Loss for the year	-	-	-	-	(14,888)	(14,888)
Total recognised losses for the year	-	-	-	-	(14,888)	(14,888)
Transfer of shares to employees upon exercise of share options	-	3,946	-	-	-	3,946
Value of employee services received for issue of share options	-	-	2,223	-	-	2,223
Excess of purchase cost over consideration received from employees upon exercise of share options	-	-	-	(972)	-	(972)
Dividends	-	-	-	-	(65,744)	(65,744)
At 30 June 2009	**1,394,047**	**(139,284)**	**10,107**	**62,094**	**183,262**	**1,510,226**
At 1 July 2007	**839,716**	**(104,487)**	**3,874**	**64,913**	**107,587**	**911,603**
Profit for the year	-	-	-	-	221,823	221,823
Total recognised gains for the year	-	-	-	-	221,823	221,823
Issue of 221,882,489 ordinary shares at $2.50 each ("Rights Issue")	554,706	-	-	-	-	554,706
Rights Issue expenses	(375)	-	-	-	-	(375)
Transfer of shares to employees upon exercise of share options	-	7,497	-	-	-	7,497
Subscriptions of shares under Rights Issue by the Trust for Executives' Share Option Scheme	-	(46,240)	-	-	-	(46,240)
Value of employee services received for issue of share options	-	-	4,010	-	-	4,010
Excess of purchase cost over consideration received from employees upon exercise of share options	-	-	-	(1,847)	-	(1,847)
Dividends	-	-	-	-	(65,516)	(65,516)
At 30 June 2008	**1,394,047**	**(143,230)**	**7,884**	**63,066**	**263,894**	**1,585,661**

The accompanying notes form an integral part of these financial statements.

Statement of Cash Flows

For the year ended 30 June 2009

	Note	Group 2009 $'000	Group 2008 $'000
Operating activities			
(Loss)/Profit before income tax		(62,478)	194,426
Adjustments for:-			
Amortisation of transaction costs of convertible bonds		1,718	1,001
Depreciation of property, plant and equipment		4,449	3,731
Gain on disposal of property, plant and equipment		(172)	(148)
Share of profit of associates (net of tax)		(7,086)	(11,545)
Share of loss/(profit) of jointly-controlled entities (net of tax)		2,671	(6,784)
Finance costs		37,826	39,438
Interest income		(6,004)	(17,792)
Dividend income		(131)	(1,811)
Loss on disposal of available-for-sale securities		-	225
Mark-to-market loss on derivative financial instruments		1,587	2,416
Loss/(Gain) on revaluation of investment properties		80,900	(88,060)
Allowance/(Writeback of allowance) for foreseeable losses on development properties		23,323	(8,375)
Property, plant and equipment written off		50	85
Goodwill written off		-	1,064
Share option expense		2,223	4,010
		141,354	(82,545)
Operating profit before working capital changes		78,876	111,881
Changes in working capital:-			
Inventories		246,698	(1,834,452)
Trade and other receivables		(89,507)	134,104
Trade and other payables		10,993	(42,452)
Balances with holding companies and related corporations		(2,167)	(2,678)
		166,017	(1,745,478)
Cash generated from/(used in) operations		244,893	(1,633,597)
Income taxes paid		(265)	(34,259)
Subscription of shares by the Trust for Executives' Share Option Scheme		-	(46,240)
Consideration received upon exercise of share options		2,974	5,650
Cash flows from operating activities		247,602	(1,708,446)
Investing activities			
Proceeds from disposal of property, plant and equipment		342	287
Purchase of property, plant and equipment		(24,776)	(23,831)
Dividends received		131	1,811
Net proceeds from disposal of available-for-sale securities		-	5,672
Purchase of available-for-sale securities		-	(8,047)
Interests in associates and jointly-controlled entities		3,087	(35,811)
Net cash outflow on acquisition of additional interest in subsidiary		-	(4,190)
Net cash outflow on acquisition of interests in subsidiaries	34	(80)	(45,130)
Cash flows from investing activities		(21,296)	(109,239)

Statement of Cash Flows

For the year ended 30 June 2009

	Note	Group 2009 $'000	2008 $'000
Financing activities			
Balances with minority shareholders of subsidiaries		(36)	(8,379)
Dividends paid		(65,744)	(65,516)
Dividends paid to minority shareholders of subsidiaries		(1,385)	(3,756)
Interest paid		(76,485)	(71,671)
Interest received		6,166	19,071
Fixed deposits pledged		645	(2,613)
Net proceeds from rights issue		-	554,331
Proceeds from bank loans		720,669	1,113,032
Repayment of bank loans		(640,381)	(144,399)
Repayment of medium-term notes		(260,000)	-
Cash flows from financing activities		(316,551)	1,390,100
Net decrease in cash and cash equivalents		(90,245)	(427,585)
Cash and cash equivalents at 1 July		651,848	1,092,044
Exchange differences on translation of balances held in foreign currency		16,084	(12,611)
Cash and cash equivalents at 30 June	17	577,687	651,848

The accompanying notes form an integral part of these financial statements.

Notes to the Financial Statements

For the year ended 30 June 2009

These notes form an integral part of the financial statements.

The financial statements were authorised for issue by the Directors on 27 August 2009.

1. DOMICILE AND ACTIVITIES

GuocoLand Limited (the "Company") is incorporated in the Republic of Singapore and has its registered office at 20 Collyer Quay, #20-01 Tung Centre, Singapore 049319.

The principal activity of the Company is that of an investment holding company. The principal activities of the Group are those relating to:-

- investment holding;
- property development and investment;
- hotel operations; and
- provision of management, property management, marketing and maintenance services.

The immediate holding company is GuocoLand Assets Pte. Ltd., incorporated in the Republic of Singapore. The intermediate holding company is Guoco Group Limited, incorporated in Bermuda. The ultimate holding company is Hong Leong Company (Malaysia) Berhad, incorporated in Malaysia.

The consolidated financial statements relate to the Company and its subsidiaries (referred to as the "Group") and the Group's interests in associates and jointly-controlled entities.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Preparation

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards ("FRS").

The financial statements have been prepared on the historical cost basis except for the following assets and liabilities: investment properties and certain financial assets and financial liabilities, the basis of measurement of which are indicated in the accounting policies set out below.

The financial statements are presented in Singapore dollars which is the Company's functional currency. All financial information presented in Singapore dollars has been rounded to the nearest thousand, unless otherwise stated.

The preparation of financial statements in conformity with FRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are described in the following notes:-

Note 2d	–	measurement of recoverable amounts of property, plant and equipment
Note 2i	–	valuation of inventories
Note 5	–	valuation of investment properties
Note 31	–	measurement of share-based payments
Note 34	–	valuation of assets, liabilities and contingent liabilities acquired in business combinations
Note 35	–	valuation of financial instruments
Note 37	–	measurement of provisions and contingent liabilities

The accounting policies set out below have been applied consistently by the Group and have been applied consistently to all periods presented in these financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

b. Consolidation

(i) *Business combinations*

Business combinations are accounted for under the purchase method. The cost of an acquisition is measured at the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition.

Any excess or deficiency of the purchase consideration over the net fair value of the identifiable assets, liabilities and contingent liabilities is accounted for as goodwill or negative goodwill (see Note 2e).

(ii) *Subsidiaries*

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries have been changed where necessary to align them with the policies adopted by the Group.

(iii) *Associates and jointly-controlled entities*

Associates are those entities in which the Group has significant influence, but not control, over their financial and operating policies. Significant influence is presumed to exist when the Group holds between 20% and 50% of the voting power of another entity. Jointly-controlled entities are those entities over whose activities the Group has joint control, established by contractual agreement and requiring unanimous consent for strategic financial and operating decisions. Associates and jointly-controlled entities are accounted for using the equity method. The consolidated financial statements include the Group's share of the income, expenses and equity movements of associates and jointly-controlled entities, after adjustments to align the accounting policies with those of the Group, from the date that significant influence or joint control commences until the date that significant influence or joint control ceases. When the Group's share of losses exceeds its interest in an associate or a jointly-controlled entity, the carrying amount of that interest (including any long-term investment) is reduced to zero and the recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the associate or jointly-controlled entity.

(iv) *Transactions eliminated on consolidation*

Intra-group balances, and any unrealised income or expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with associates and jointly-controlled entities are eliminated against the investment to the extent of the Group's interest. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(v) *Accounting for subsidiaries and associates by the Company*

Investments in subsidiaries and associates are stated in the Company's balance sheet at cost less accumulated impairment losses.

(vi) *Trust for Executives' Share Option Scheme*

The Company and a subsidiary have each established a separate trust for their respective Executives' Share Option Schemes. The Company and its subsidiary have de facto control of the assets and liabilities of their respective trusts and accordingly these assets and liabilities are recognised in their own respective financial statements.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

c. Foreign Currencies

(i) *Foreign currency transactions*
Items included in the financial statements of each entity in the Group are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to that entity (the "functional currency").

Transactions in foreign currencies are translated to the respective functional currencies of the Group's entities at the exchange rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date on which the fair value was determined.

Foreign currency differences arising on retranslation are recognised in the income statement, except for differences arising on the retranslation of monetary items that in substance form part of the Group's net investment in a foreign operation (see Note 2c(iii)) and available-for-sale investment securities (see Note 2g(i)).

(ii) *Foreign operations*
The assets and liabilities of foreign operations are translated to Singapore dollars at exchange rates prevailing at the reporting date. The income and expenses of foreign operations are translated to Singapore dollars at exchange rates prevailing at the dates of the transactions. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and are translated at the closing rate.

Foreign currency differences are recognised in the exchange translation reserve. When a foreign operation is disposed of, in part or in full, the relevant amount in the exchange translation reserve is transferred to the income statement.

(iii) *Net investment in a foreign operation*
Exchange differences arising from monetary items that in substance form part of the Company's net investment in a foreign operation are recognised in the Company's income statement. Such exchange differences are reclassified to equity in the consolidated financial statements. When the net investment is disposed of, the cumulative amount in equity is transferred to the income statement as an adjustment to the profit or loss arising on disposal.

d. Property, Plant and Equipment

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

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the originally assessed standard of performance of the existing asset, will flow to the Group. All other subsequent expenditure is recognised as an expense in the period in which it is incurred.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

d. Property, Plant and Equipment (cont'd)

Freehold land and freehold land under development are not depreciated. Depreciation on other property, plant and equipment is provided on a straight-line basis over the estimated useful lives of each component of property, plant and equipment as follows:-

	Number of Years
Freehold buildings	50
Leasehold land and buildings	19 – 83
Furniture and fittings	3 – 5
Office and other equipment	2 – 5
Motor vehicles	5

Freehold land under development is stated at cost. Expenditure relating to freehold land under development (including borrowing costs) are capitalised when incurred. Upon completion of the development, depreciation will commence or the amount will be reclassified to investment properties, which will be stated at fair value on the basis stated in Note 2f.

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

e. Goodwill

Goodwill and negative goodwill arise on the acquisition of subsidiaries, associates and jointly-controlled entities.

Goodwill represents the excess of the cost of the acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the acquiree. Negative goodwill represents the excess of the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition.

Goodwill arising on the acquisition of subsidiaries is presented in intangible assets. Goodwill arising on the acquisition of associates and jointly-controlled entities is presented together with investments in associates and jointly-controlled entities.

(i) *Acquisition prior to 1 July 2004*
Prior to 1 July 2001, goodwill and negative goodwill on acquisitions were written off against reserves in the year of acquisition.

From 1 July 2001 to 30 June 2004, goodwill was stated at cost from the date of initial recognition and was amortised from the date of initial recognition over its estimated useful life of up to 15 years. On 1 July 2004, the Group discontinued the amortisation of goodwill. The remaining goodwill balance is subject to testing for impairment, as described in Note 2j. Negative goodwill was derecognised by crediting accumulated profits on 1 July 2004.

(ii) *Acquisitions on or after 1 January 2004*
Goodwill is measured at cost less accumulated impairment losses. Goodwill is tested for impairment as described in Note 2j. Negative goodwill is credited to the income statement in the period of the acquisition.

(iii) *Acquisition of minority interests*
Goodwill arising on the acquisition of a minority interest in a subsidiary represents the excess of the cost of the additional investment over the carrying amount of the net assets acquired at the date of exchange.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

f. Investment Properties

Investment properties, including reversionary interests in freehold land, are held either to earn rental income or capital appreciation or both. It does not include properties for sale in ordinary course of business, used in the production or supply of goods or services, or for administrative purposes.

Investment properties are measured at fair value on an annual basis based on independent professional valuation. Any gain or loss arising from a change in fair value is recognised in the income statement.

g. Financial Instruments

(i) *Non-derivative financial instruments*
Non-derivative financial instruments comprise investments in equity securities, trade and other receivables, cash and cash equivalents, financial liabilities, and trade and other payables.

Non-derivative financial instruments are recognised initially at fair value plus any directly attributable transaction costs except for financial instruments that are measured at fair value through profit and loss. Subsequent to initial recognition, non-derivative financial instruments are measured as described below.

A financial instrument is recognised if the Group becomes a party to the contractual provisions of the instrument. Financial assets are derecognised if the Group's contractual rights to the cash flows from the financial assets expire or if the Group transfers the financial asset to another party without retaining control or transfers substantially all the risks and rewards of the asset. Regular way purchases and sales of financial assets are accounted for at trade date, i.e., the date that the Group commits itself to purchase or sell the asset. Financial liabilities are derecognised if the Group's obligations specified in the contract expire or are discharged or cancelled.

Cash and cash equivalents comprise cash balances and deposits with financial institutions. Bank overdrafts that are repayable on demand and that form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows whereas cash collaterals are excluded.

Available-for-sale investment securities
The Group's investments in equity securities are classified as available-for-sale investment securities. Subsequent to initial recognition, they are measured at fair value and changes therein, other than for impairment losses, and foreign exchange gains and losses on available-for-sale monetary items (see note 2c(i)), are recognised directly in equity. When an investment is derecognised, the cumulative gain or loss in equity is transferred to the income statement.

Other non-derivative financial instruments
Other non-derivative financial instruments are measured at amortised cost using the effective interest method, less any impairment losses.

(ii) *Derivative financial instruments*
The Group may use derivative financial instruments such as interest rate swaps and forward exchange contracts to hedge its interest rate and foreign currency exposures.

Derivative financial instruments are initially recognised at fair value and are subsequently remeasured at fair value. The gain or loss on remeasurement to fair value is recognised immediately in the income statement. The fair value of forward exchange contracts is calculated by reference to current forward exchange rates and by discounting the future cash flows. The fair value of interest rate swap contracts is determined as the difference in the present value of the future interest cash flows.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

g. Financial Instruments (cont'd)

(iii) *Convertible bonds*
Convertible bonds that can be converted into share capital where the number of shares issued does not vary with changes in the fair value of the bonds are accounted for as compound financial instruments. The gross proceeds are allocated to the equity and liability components, with the equity component being assigned the residual amount after deducting the fair value of the liability component from the fair value of the compound financial instrument.

Subsequent to initial recognition, the liability component of convertible bonds is measured at amortised cost using the effective interest method. The equity component of convertible bonds is not remeasured. When the conversion option is exercised, its carrying amount will be transferred to the share capital. When the conversion option lapses, its carrying amount will be transferred to revenue reserve.

(iv) *Financial guarantees*
Financial guarantees are accounted for as insurance contracts. Provision is recognised based on the Group's or the Company's estimate of the ultimate cost of settling all claims incurred but unpaid at the balance sheet date.

The provision is assessed by reviewing individual claims and tested for adequacy by comparing the amount recognised and the amount that would be required to settle the guarantee contract.

(v) *Impairment of financial assets*
A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate. An impairment loss in respect of available-for-sale investment securities is calculated by reference to its current fair value.

Significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

All impairment losses are recognised in the income statement. Any cumulative loss in respect of available-for-sale investment securities recognised previously in equity is transferred to the income statement.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised. For financial assets measured at amortised cost and available-for-sale financial assets that are debt securities, the reversal is recognised in the income statement. For available-for-sale financial assets that are equity securities, the reversal is recognised directly in equity.

h. Share Capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity.

Where share capital recognised as equity is repurchased (treasury shares), the amount of the consideration paid, including directly attributable costs is presented as a deduction from equity. Where such shares are subsequently reissued, sold or cancelled, the consideration received is recognised as a change in equity. No gain or loss is recognised in the income statement.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

i. Inventories

(i) *Development properties*
Development properties for sale are stated at the lower of cost and net realisable value plus, where appropriate, a portion of the attributable profit, net of progress billings. Net realisable value represents the estimated selling price less costs to be incurred in selling the properties.

The cost of properties under development comprises specifically identified costs, including acquisition costs, development expenditure, borrowing costs and other related expenditure. Borrowing costs payable on loans funding a development property are also capitalised, on a specific identification basis, as part of the cost of the development property until the completion of development.

(ii) *Work-in-progress*
Work-in-progress comprises properties under development by third parties. They are stated at the lower of cost and net realisable value, net of progress billings. Net realisable value represents the estimated selling price less costs to be incurred in selling the properties. The cost of work-in-progress comprises acquisition costs, borrowing costs and other related expenditure.

(iii) *Construction work-in-progress*
Construction work-in-progress represents the gross unbilled amount expected to be collected from customers for contract work performed to date. It is measured at cost plus profit recognised to date less progress billings and recognised losses. Cost includes all expenditure related directly to specific projects and an allocation of fixed and variable overheads incurred in the Group's contract activities based on normal operating activity.

Construction work-in-progress is presented as part of inventories in the balance sheet. If payments received from customers exceed the income recognised, the difference is presented as current liabilities in the balance sheet.

(iv) *Others*
Other inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

j. Impairment of Non-Financial Assets

The carrying amounts of the Group's non-financial assets, other than investment properties, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. For goodwill, recoverable amount is estimated at each reporting date, and as and when indicators of impairment are identified.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. A cash-generating unit is the smallest identifiable asset group that generates cash flows that largely are independent from other assets and groups. Impairment losses are recognised in the income statement unless it reverses a previous revaluation, credited to equity, in which case it is charged to equity. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (group of units) on a pro-rata basis.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash-generating unit.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

j. Impairment of Non-Financial Assets (cont'd)

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

k. Employee Benefits

(i) *Short-term employee benefits*
All short-term employee benefits, including accumulated compensated absences, are recognised in the income statement in the period in which the employees render their services.

A provision is recognised for the amount expected to be paid under short-term cash bonus if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) *Defined contribution plans*
Contributions to post-employment benefits under defined contribution plans are recognised as an expense in the income statement as incurred.

(iii) *Share-based payments*
The GuocoLand Limited Executives' Share Option Scheme allows Group employees to acquire shares of the Company. The fair value of options granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the options. At each balance sheet date, the Company revises its estimates of the number of options that are expected to become exercisable. It recognises the impact of the revision of original estimates in employee expense and in a corresponding adjustment to equity over the remaining vesting period.

The proceeds received net of any directly attributable transaction costs are credited to share capital when the options are exercised.

l. Provision

A provision is recognised if, as a result of a past event, the Group has a legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

m. Operating Leases

(i) *When entities within the Group are lessees of an operating lease*
Where the Group has the use of assets under operating leases, payments made under the leases are recognised in the income statement on a straight-line basis over the term of the lease. Lease incentives received are recognised in the income statement as an integral part of the total lease payments made. Contingent rentals are charged to the income statement in the accounting period in which they are incurred.

(ii) *When entities within the Group are lessors of an operating lease*
Assets subject to operating leases are included in investment properties and are stated at fair value and are not depreciated.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

n. Revenue Recognition

(i) *Development properties for sale*
The Group recognises income on property development projects when the risks and rewards of ownership have been transferred to the buyer through either the transfer of legal title or an equitable interest in a property. In cases where the Group is obliged to perform any significant acts after the transfer of legal title or equitable interest, revenue is recognised as the acts are performed based on the percentage of completion method, which is an allowed alternative method under Recommended Accounting Practice 11 *Pre-completion Contracts for the Sale of Development Property* ("RAP 11") issued by the Institute of Certified Public Accountants of Singapore in October 2005. Under the percentage of completion method, profit is brought into the income statement only in respect of sales procured and to the extent that such profit relates to the progress of construction work. The stage of completion is assessed by reference to surveys of work performed. Allowance for foreseeable losses is made in the period in which such loss is determined.

(ii) *Completed properties held for sale and work-in-progress*
Revenue from disposal of completed properties held for sale and work-in-progress is recognised when substantially all the conditions of sales have been met and the risks and rewards of ownership have been transferred to the buyers. Allowance for foreseeable losses is made in the period in which such loss is determined.

(iii) *Construction revenue*
When the outcome of a construction contract can be estimated reliably, contract revenue and contract costs are recognised as revenue and expenses respectively in the income statement in proportion to the stage of completion of the contract. The stage of completion is measured by reference to the proportion of contract costs incurred for work performed to date to the estimated total contract costs. When the outcome of a construction contract cannot be estimated reliably, contract costs are recognised only to the extent of contract costs incurred that are likely to be recoverable. An expected loss on a contract is recognised immediately in the income statement.

(iv) *Rental income*
Rental income receivable under operating leases is recognised in the income statement on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income to be received. Contingent rentals are recognised as income in the accounting period in which they are earned.

(v) *Hotel income*
Revenue for hotel operations is recognised on an accrual basis upon rendering of the relevant services.

(vi) *Management fee income*
Management fee income is recognised in the income statement when services are rendered.

(vii) *Dividends*
Dividend income is recognised on the date that the Group's right to receive payment is established.

(viii) *Interest income*
Interest income is recognised on an accrual basis using the effective interest method.

o. Finance Costs

Borrowing costs are recognised in the income statement using the effective interest method, except to the extent that they are capitalised as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to be prepared for its intended use or sale.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

p. Income Tax Expense

Income tax expense comprises current and deferred tax. Income tax expense is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit, and differences relating to investments in subsidiaries, associates and jointly-controlled entities to the extent that they probably will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted at the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

q. Segment Reporting

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

Segment information is presented in respect of the Group's business and geographical segments and is based on the Group's internal reporting structure. The primary format, business segments, is based on the Group's principal activities.

Inter-segment pricing is determined on an arm's length basis.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items mainly comprise assets, liabilities, income and expenses relating to borrowings, taxation and fixed deposits.

Segment capital expenditure is the total cost incurred during the period to acquire segment assets (property, plant and equipment) that are expected to be used for more than one period.

3. PROPERTY, PLANT AND EQUIPMENT

Group	Freehold land & building $'000	Leasehold land & buildings $'000	Freehold land under development $'000	Furniture & fittings $'000	Office & other equipment $'000	Motor vehicles $'000	Total $'000
Cost							
At 1 July 2007	32,617	42,700	49,243	4,327	4,078	2,990	135,955
Acquisition of subsidiary	-	-	-	24	110	176	310
Additions	510	-	19,322	1,071	2,273	655	23,831
Disposals	-	-	-	(11)	(156)	(222)	(389)
Transfer in/(out)	-	(145)	-	-	145	-	-
Written off	-	-	-	(285)	(1,729)	-	(2,014)
Exchange differences on translation	(2,045)	(2,649)	(3,775)	(165)	(139)	(52)	(8,825)
At 30 June 2008	31,082	39,906	64,790	4,961	4,582	3,547	148,868
At 1 July 2008	31,082	39,906	64,790	4,961	4,582	3,547	148,868
Acquisition of subsidiary	-	-	-	40	94	-	134
Additions	6,873	10,126	3,610	2,403	1,595	169	24,776
Disposals	-	-	-	(394)	(65)	(322)	(781)
Written off	-	-	-	(168)	(37)	-	(205)
Exchange differences on translation	(436)	(574)	(778)	(19)	77	24	(1,706)
At 30 June 2009	37,519	49,458	67,622	6,823	6,246	3,418	171,086
Accumulated Depreciation							
At 1 July 2007	409	875	-	1,667	2,068	871	5,890
Acquisition of subsidiary	-	-	-	1	86	170	257
Depreciation charge for the year	419	1,234	-	667	826	641	3,787
Disposals	-	-	-	(3)	(135)	(112)	(250)
Written off	-	-	-	(220)	(1,709)	-	(1,929)
Exchange differences on translation	(40)	(100)	-	(33)	2	(20)	(191)
At 30 June 2008	788	2,009	-	2,079	1,138	1,550	7,564
At 1 July 2008	788	2,009	-	2,079	1,138	1,550	7,564
Acquisition of subsidiary	-	-	-	9	48	-	57
Depreciation charge for the year	404	1,304	-	993	1,233	596	4,530
Disposals	-	-	-	(310)	(42)	(259)	(611)
Written off	-	-	-	(123)	(32)	-	(155)
Exchange differences on translation	(14)	(36)	-	6	45	22	23
At 30 June 2009	1,178	3,277	-	2,654	2,390	1,909	11,408

3. PROPERTY, PLANT AND EQUIPMENT (cont'd)

Group	Freehold land & building $'000	Leasehold land & buildings $'000	Freehold land under development $'000	Furniture & fittings $'000	Office & other equipment $'000	Motor vehicles $'000	Total $'000
Carrying Amount							
At 1 July 2007	32,208	41,825	49,243	2,660	2,010	2,119	130,065
At 30 June 2008	30,294	37,897	64,790	2,882	3,444	1,997	141,304
At 1 July 2008	30,294	37,897	64,790	2,882	3,444	1,997	141,304
At 30 June 2009	36,341	46,181	67,622	4,169	3,856	1,509	159,678

The Group's property, plant and equipment with a book value of $116.2 million (2008 : $105.3 million) has been mortgaged to secure loan facilities granted to the Group (see Note 20).

The depreciation charge for the Group is recognised in the following items:-

	2009 $'000	2008 $'000
Capitalised as cost of development properties	81	56
Cost of sales	803	951
Administrative expenses	3,646	2,780
	4,530	3,787

4. GOODWILL ON CONSOLIDATION

	Group	
	2009 $'000	2008 $'000
Cost		
At 1 July	-	1,094
Written off	-	(1,064)
Exchange differences on translation	-	(30)
At 30 June	-	-
Accumulated impairment loss		
At 1 July and 30 June	-	-
Carrying amount		
At 1 July	-	1,094
At 30 June	-	-

5. INVESTMENT PROPERTIES

Movements in the investment properties are as follows:-

	Group	
	2009	**2008**
	$'000	**$'000**
At 1 July	449,086	363,976
(Decrease)/Increase in fair values	(80,900)	88,060
Exchange differences on translation	(508)	(2,950)
At 30 June	367,678	449,086

Investment properties comprise commercial properties and reversionary interests in freehold land. The commercial properties are leased mainly to external parties for a period of one to three years.

a. The details of the investment properties are as follows:-

Investment Property	**Description**	**Tenure of Land**	**Date of Valuation**	**Open Market Value**	
				2009	**2008**
				$'000	**$'000**
Singapore					
Tung Centre 20 Collyer Quay Singapore 049319	24-storey office building	999-year lease with effect from 5.11.1862	30.06.2009	320,480	399,480
Lots 99951A, 99952K and 99953N Part of 61 Robinson Road Singapore 068893	Reversionary interests in freehold land	Note (d)	30.06.2009	3,200	5,100
Malaysia					
Bangunan Hong Leong No. 117 Jalan Tun H.S. Lee 50000 Kuala Lumpur	16-storey office building	Freehold	10.06.2009	15,214	15,390
Menara Pandan Persiaran MPAJ Jalan Pandan Utama Pandan Indah 55100 Kuala Lumpur	Two blocks of 10-storey office tower building	99-year lease with effect from 25.03.2002	12.06.2009	28,784	29,116
				367,678	449,086

5. INVESTMENT PROPERTIES (cont'd)

b. In accordance with the Group's accounting policy, the Group's investment properties in Singapore and Malaysia were valued on an open market basis by independent firms of professional valuers, namely, CB Richard Ellis and Burgess Rawson Sdn Bhd respectively. The investment properties in Malaysia were valued by Raine & Horne International Zaki & Partners Sdn Bhd in the previous financial year ended 30 June 2008.

The valuers have considered valuation techniques including the direct comparison method, income method and residual land value method in determining the open market values.

The direct comparison method involves the analysis of comparable sales of similar properties and adjusting the sale prices to that reflective of the investment properties. The income method involves capitalising the annual net rent at an appropriate interest rate after taking into account the property tax payable and an allowance for vacancy. The residual land value method involves the deduction of the estimated development costs and the developer's profit from the gross development value to arrive at the residual value of the land.

c. The Group's investment properties with a book value of $15.2 million (2008 : $15.4 million) have been mortgaged to secure loan facilities granted to the Group (see Note 20).

d. The Group disposed of its interests in a 98-year lease (with effect from 19 March 1998) in the freehold land to a third party. Accordingly, the Group recognised its reversionary interests in the freehold land.

6. INTERESTS IN SUBSIDIARIES

			Company	
			2009	2008
		Note	$'000	$'000
a.	Unquoted shares, at cost		626,243	1,022,380
	Less : Impairment loss		(237,151)	(245,526)
			389,092	776,854
	Amounts due from subsidiaries		2,374,964	2,452,181
	Less : Allowance for doubtful receivables		(24,259)	(14,930)
			2,350,705	2,437,251
			2,739,797	3,214,105
	Non-current amounts due to subsidiaries		(149,955)	(469,537)
	Dividend receivable from a subsidiary	14	29,254	-

The amounts due from subsidiaries consist of $882.2 million (2008 : $1,177.0 million) interest-free loans and $1,492.8 million (2008 : $1,275.2 million) interest bearing loans. Of the interest bearing loans of $1,492.8 million, $201.5 million is in respect of an interest bearing loan obtained from a bank on behalf of a subsidiary. The amounts due to subsidiaries are interest-free.

6. INTERESTS IN SUBSIDIARIES (cont'd)

The amounts due from/(to) subsidiaries form part of the Company's net investments in these subsidiaries. The amounts are unsecured and settlement is neither planned nor likely to occur in the foreseeable future.

The amounts due from subsidiaries comprise foreign currency loans amounting to $27.0 million (2008 : $16.9 million) which form part of the Company's net investments in these subsidiaries. In accordance with FRS 21 *(revised)*, the exchange differences arising from these loans are recognised in the Company's income statement and reclassified to equity in the Group's consolidated financial statements.

The weighted average effective interest rates per annum at the balance sheet date are as follows:-

	2009 %	2008 %
Amounts due from subsidiaries	3.66 to 6.00	3.80 to 6.00

The above interest rates reprice monthly.

b. The details of the subsidiaries are as follows:-

Name of Subsidiary	Country of Incorporation	Effective Equity Interest held by the Group	
		2009 %	2008 %
A-Z Holdings Pte Ltd	Singapore	100	100
Branmil Holdings Pte Ltd	Singapore	100	100
Chelford Pte Ltd	Singapore	100	100
Cheltenham Investments Pte Ltd	Singapore	100	100
[+]Chiltern Park Development Pte Ltd	Singapore	-	100
Da Zhong Investment Pte Ltd	Singapore	100	100
Everian Holdings Pte Ltd	Singapore	100	100
FCC Holdings Pte Ltd	Singapore	100	100
Fica Nominees Pte Ltd	Singapore	100	100
[+]First Bukit Panjang Land Pte Ltd	Singapore	-	100
[^]First Capital Asia Pte Ltd	Singapore	100	100

6. INTERESTS IN SUBSIDIARIES (cont'd)

Name of Subsidiary	Country of Incorporation	Effective Equity Interest held by the Group	
		2009 %	2008 %
First Capital Assets Pte Ltd and its subsidiaries:-	Singapore	100	100
FCC Equities Pte Ltd and its subsidiary:-	Singapore	100	100
^Imej Maju Sdn Bhd	Malaysia	100	100
First Capital Corporation Realty Pte. Ltd.	Singapore	100	100
First Capital Development Pte Ltd and its subsidiary:-	Singapore	100	100
Elias Development Pte Ltd	Singapore	100	100
+First Capital Holdings (HK) Pte Ltd	Singapore	-	100
^First Capital Hotels Pte Ltd	Singapore	100	100
First Capital Realty Pte Ltd	Singapore	100	100
First Coventry Development Pte Ltd	Singapore	100	100
First Garden Development Pte Ltd	Singapore	90	90
+First Loyang Land Pte Ltd	Singapore	-	100
First Meyer Development Pte Ltd	Singapore	100	100
+First Tanglin Land Pte Ltd	Singapore	-	100
GLL (Malaysia) Pte. Ltd. and its subsidiaries:-	Singapore	100	100
@GuocoLand (Malaysia) Berhad and its subsidiaries:-	Malaysia	67.94	67.92
@Guoman Hotel & Resort Holdings Sdn Bhd and its subsidiaries:-	Malaysia	77.56	77.54
▲PD Resort Sdn Bhd	Malaysia	77.56	77.54
@Kiapeng Development Sdn Bhd	Malaysia	77.56	77.54
#Guoman Hotels Limited and its subsidiaries:-	Bermuda	77.56	77.54
~Guoman Philippines, Inc.	Philippines	77.56	77.54

6. INTERESTS IN SUBSIDIARIES (cont'd)

Name of Subsidiary	Country of Incorporation	Effective Equity Interest held by the Group	
		2009 %	2008 %
#Guoman International Limited and its subsidiary:-	Jersey, Channel Islands	77.56	77.54
@Guoman International Sdn Bhd	Malaysia	77.56	77.54
@JB Parade Sdn Bhd and its subsidiary:-	Malaysia	54.29	46.53
@JB Parade Condominium Sdn Bhd	Malaysia	54.29	46.53
@Bedford Development Sdn Bhd and its subsidiaries:-	Malaysia	67.94	67.92
@Hong Leong Housing Sdn Bhd	Malaysia	67.94	67.92
@Bedford Industrial Development Sdn Bhd	Malaysia	67.94	67.92
▲Pembinaan Sri Jati Sdn Berhad	Malaysia	67.94	67.92
@Sabna Development Sdn Bhd	Malaysia	67.94	67.92
@Ace Acres Sdn Bhd	Malaysia	67.94	67.92
@Hong Leong Real Estate Holdings Sdn Bhd and its subsidiaries:-	Malaysia	67.94	67.92
▲Bedford Land Sdn Bhd and its subsidiaries:-	Malaysia	67.94	67.92
@BLV Fashions Sdn Bhd	Malaysia	67.94	67.92
▲Guobena Development Sdn Bhd	Malaysia	67.94	67.92
@HL Bandar Sdn Bhd	Malaysia	67.94	67.92
@Prophills Development Sdn Bhd	Malaysia	67.94	67.92
@Damansara City Sdn Bhd	Malaysia	67.94	67.92
@Orifour Sdn Bhd	Malaysia	67.94	67.92
@Orifive Sdn Bhd	Malaysia	67.94	67.92

6. INTERESTS IN SUBSIDIARIES (cont'd)

Name of Subsidiary	Country of Incorporation	Effective Equity Interest held by the Group	
		2009 %	2008 %
+Resource Properties Sdn Bhd	Malaysia	-	67.92
^Bedford Excel Venture Sdn Bhd	Malaysia	67.94	67.92
^Bedford Leisure Ventures Sdn Bhd and its subsidiary:-	Malaysia	67.94	67.92
^BLV Entertainment Sdn Bhd	Malaysia	67.94	67.92
@HLP Equities Sdn Bhd	Malaysia	67.94	67.92
#HLL Overseas Limited	Jersey, Channel Islands	67.94	67.92
▲Hong Leong Real Estate Management Sdn Bhd	Malaysia	67.94	67.92
▲GLM Property Services Sdn Bhd (formerly known as Hong Leong Property Services Sdn Bhd)	Malaysia	67.94	67.92
▲GLM Property Management Co. Sdn Bhd (formerly known as Hong Leong Property Management Co. Sdn Bhd) and its subsidiary:-	Malaysia	67.94	67.92
+Online Venture Sdn Bhd	Malaysia	-	67.92
*GLM REIT Management Sdn Bhd	Malaysia	67.94	67.92
▲Astute Modernization Sdn Bhd and its subsidiary:-	Malaysia	67.94	67.92
▲Titan Debut Sdn Bhd	Malaysia	67.94	67.92
■Raikon Building Management Co Sdn Bhd	Malaysia	67.94	-
^GLL Holdings (UK) Pte. Ltd.	Singapore	100	100
GLL IHT Pte. Ltd.	Singapore	100	100

6. INTERESTS IN SUBSIDIARIES (cont'd)

Name of Subsidiary	Country of Incorporation	Effective Equity Interest held by the Group	
		2009 %	2008 %
*GuocoLand (China) Limited and its subsidiaries:-	Bermuda	100	100
*Beijing Jiang Sheng Property Development Co., Ltd	The People's Republic of China	99.04	99.04
^*Beijing Minghua Property Development Co., Ltd	The People's Republic of China	75	75
*Guo Xiang Property Co., Limited	Hong Kong	100	100
Guoco Property Management Pte Ltd	Singapore	100	100
*Guoson Lifestyle Retail (Beijing) Limited	The People's Republic of China	100	-
*Hainan Jinghao Asset Ltd and its subsidiary:-	The People's Republic of China	100	100
*Beijing Cheng Jian Dong Hua Real Estate Development Company Limited	The People's Republic of China	90	90
*Nanjing Mahui Property Development Co., Ltd	The People's Republic of China	94.93	94.93
*Nanjing Xinhaoning Property Development Co., Ltd	The People's Republic of China	99	99
*Nanjing Xinhaoxuan Property Development Co., Ltd	The People's Republic of China	99	99
*Shanghai Xinhaolong Property Development Co., Ltd	The People's Republic of China	100	100
*Shanghai Xinhaozhong Property Development Co., Ltd	The People's Republic of China	98	98
*Tianjin Zhong Xin Ming Shi Real Estate Development Co., Ltd	The People's Republic of China	100	100

6. INTERESTS IN SUBSIDIARIES (cont'd)

Name of Subsidiary	Country of Incorporation	Effective Equity Interest held by the Group	
		2009 %	2008 %
GuocoLand (Singapore) Pte. Ltd. and its subsidiaries:-	Singapore	100	100
Elliot Development Pte. Ltd. (formerly known as Hedover Holdings Pte Ltd)	Singapore	100	100
FCC Net Pte Ltd	Singapore	100	100
First Bedok Land Pte Ltd	Singapore	100	100
First Capital Holdings Pte Ltd	Singapore	100	100
First Changi Development Pte Ltd	Singapore	100	100
GLL Land Pte. Ltd.	Singapore	100	100
GLL Ventures Pte. Ltd.	Singapore	100	100
Goodwood Residence Development Pte. Ltd.	Singapore	100	100
GuocoLand Property Management Pte. Ltd.	Singapore	100	100
MyHome Online Pte Ltd	Singapore	100	100
Perfect Eagle Pte. Ltd.	Singapore	100	100
Rivaldo Investments Pte Ltd	Singapore	100	100
Sophia Residence Development Pte. Ltd.	Singapore	100	100
Winterhall Pte Ltd	Singapore	100	100
GuocoLand China (S) Pte. Ltd.	Singapore	100	100
GuocoLand Management Pte. Ltd.	Singapore	100	100
GuocoLand Retail Management Pte. Ltd.	Singapore	100	100
GuocoLand Vietnam (S) Pte. Ltd. and its subsidiary:-	Singapore	100	100
*GuocoLand Binh Duong Property Co., Ltd	Vietnam	100	100

6. INTERESTS IN SUBSIDIARIES (cont'd)

Name of Subsidiary	Country of Incorporation	Effective Equity Interest held by the Group	
		2009 %	2008 %
*GuoSon Lifestyle Assets Limited and its subsidiary:-	Hong Kong	100	-
*GuoSon Investment Company Limited	The People's Republic of China	100	-
+Harbour View Development Pte Ltd	Singapore	-	100
Leonie Land Pte Ltd	Singapore	100	100
+Melville Park Development Pte Ltd	Singapore	-	80
+Pemberton Limited and its subsidiary:-	Singapore	-	100
+Century Square Development Ltd	Singapore	-	100
Sanctuary Land Pte Ltd	Singapore	90	90
+Tanamera Development Pte Ltd	Singapore	-	100

+ Liquidated during the financial year ended 30 June 2009.
# Not required to be audited by law of country of incorporation.
* Audited by other member firms of KPMG LLP International.
@ Audited by Ernst & Young, Malaysia.
▲ Audited by Ling Kam Hoong & Co.
∞ Audited by SyCip Gorres Velayo & Co.
■ Audited by PricewaterhouseCoopers Malaysia.
^ In members' voluntary liquidation.

The rest of the subsidiaries are audited by KPMG LLP Singapore.

7. INTERESTS IN ASSOCIATES AND JOINTLY-CONTROLLED ENTITIES

	Group		Company	
	2009 $'000	2008 $'000	2009 $'000	2008 $'000
Investments in associates	38,049	35,036	3,684	3,684
Investments in jointly-controlled entities	139,087	143,359	-	-
	177,136	178,395	3,684	3,684
Amounts due from associates	10,396	11,138	10,310	11,053
Less : Amounts due within 1 year shown under trade and other receivables (see Note 14)	(4)	(2)	-	-
Allowance for doubtful receivables	-	-	(6,900)	(6,900)
	10,392	11,136	3,410	4,153
Amounts due from jointly-controlled entities	4,597	3,332	-	-
Less : Amounts due within 1 year shown as trade and other receivables (see Note 14)	(4,597)	(3,332)	-	-
	-	-	-	-
	187,528	189,531	7,094	7,837

The amounts due from associates are unsecured and interest-free, and form part of the Company's net investments in associates. The amounts due from associates comprise a foreign currency loan amounting to $7.9 million (2008 : $7.4 million) which forms part of the Company's net investment in an associate. In accordance with FRS 21 *(revised)*, the exchange differences arising from the loan are recognised in the Company's income statement and reclassified to equity in the Group's consolidated financial statements.

The market value of quoted equity shares in associates is $23.5 million (2008 : $28.4 million).

Included in the Group's share of profit of associates for the financial year ended 30 June 2008 was a negative goodwill of $10.6 million arising from the acquisition of an associate.

7. INTERESTS IN ASSOCIATES AND JOINTLY-CONTROLLED ENTITIES (cont'd)

The details of the associates and jointly-controlled entities are as follows:-

Name of Associates/ Jointly-Controlled Entities	Country of Incorporation	Effective Equity Interest held by the Group	
		2009 %	2008 %
Associates			
♦Crawforn Pte Ltd	Singapore	40	40
♦First Capital Property Ventures Pte Ltd	Singapore	35	35
∞Luck Hock Venture Holdings, Inc.	Philippines	31.02	31.02
♦Razgrad Pte Ltd	Singapore	40	40
♦Stockton Investments Pte Ltd	Singapore	38.27	38.27
#Tiara Investment Holdings Limited and its subsidiary:-	Mauritius	40	40
**Purearth Infrastructure Limited	India	20.26	20.26
*Tower Real Estate Investment Trust	Malaysia	13.57	13.56
Jointly-Controlled Entities			
@Bedford Damansara Heights Development Sdn Bhd and its subsidiaries:-	Malaysia	33.97	33.96
@Promakmur Development Sdn Bhd	Malaysia	33.97	33.96
▲Kota Selatan Indah Sdn Bhd	Malaysia	33.97	33.96
@Continental Estates Sdn Bhd	Malaysia	33.97	33.96
@Positive Properties Sdn Bhd	Malaysia	33.97	33.96
@Vintage Heights Sdn Bhd	Malaysia	32.18	32.17

* Audited by other member firms of KPMG LLP International.
♦ Audited by KPMG LLP Singapore.
@ Audited by Ernst & Young, Malaysia.
∞ Audited by SyCip Gorres Velayo & Co.
Audited by Sui Chong Ng Fuk Chong.
▲ Audited by Ling Kam Hoong & Co.
** Audited by M/s S.R. Bathliboi & Associates.

7. INTERESTS IN ASSOCIATES AND JOINTLY-CONTROLLED ENTITIES (cont'd)

The financial information of the associates (without adjusting for the Group's share of its interests) and the Group's share of its interests in the jointly-controlled entities are as follows:-

	Associates		Jointly-Controlled Entities	
	2009 $'000	2008 $'000	2009 $'000	2008 $'000
Assets and liabilities				
Non-current assets			169,287	6,817
Current assets			36,570	203,176
Total assets	307,763	299,166	205,857	209,993
Current liabilities			(44,904)	(41,781)
Non-current liabilities			(21,866)	(24,853)
Total liabilities	(99,939)	(106,383)	(66,770)	(66,634)
Results				
Revenue	20,164	9,904	14,467	28,876
Expenses			(17,138)	(22,092)
Profit after income tax and minority interests	32,151	3,518	(2,671)	6,784

8. AMOUNTS DUE FROM MINORITY SHAREHOLDERS OF SUBSIDIARIES

The amounts due from minority shareholders of subsidiaries form part of their net investments in these subsidiaries. The amounts are unsecured and interest-free, and settlement is neither planned nor likely to occur in the foreseeable future.

9. INVESTMENT SECURITIES

Available-for-sale Securities

	Group	
	2009 $'000	2008 $'000
Quoted equity securities, at market value	2,219	2,504

10. DEFERRED TAX

a. Deferred Tax Assets and Liabilities

The movements in deferred tax assets and liabilities during the financial year are as follows:-

	Property, plant and equipment $'000	Investment properties $'000	Development properties $'000	Unutilised tax losses $'000	Others $'000	Total $'000
Deferred tax liabilities						
Group						
At 1 July 2007	940	3,100	3,559	-	45	7,644
(Credited)/Debited to income statement	(9)	(126)	1,653	-	-	1,518
Recognised in equity	-	-	-	-	13,170	13,170
Exchange differences on translation	(53)	(6)	(164)	-	-	(223)
At 30 June 2008	878	2,968	5,048	-	13,215	22,109
(Credited)/Debited to income statement	(6)	(155)	11,854	-	(31)	11,662
Recognised in equity	-	-	-	-	498	498
Exchange differences on translation	(8)	(3)	1,034	-	142	1,165
At 30 June 2009	864	2,810	17,936	-	13,824	35,434
Deferred tax assets						
Group						
At 1 July 2007	-	-	-	551	-	551
Debited to income statement	-	-	-	(33)	-	(33)
Exchange differences on translation	-	-	-	(33)	-	(33)
At 30 June 2008	-	-	-	485	-	485
Credited to income statement	-	-	-	8	-	8
Exchange differences on translation	-	-	-	(6)	-	(6)
At 30 June 2009	-	-	-	487	-	487

10. DEFERRED TAX (cont'd)

a. Deferred Tax Assets and Liabilities (cont'd)

Deferred tax liabilities and assets are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same tax authority. The amounts determined after appropriate offsetting are included in the balance sheet as follows:-

	Group	
	2009	**2008**
	$'000	**$'000**
Deferred tax liabilities	35,434	22,109
Deferred tax assets	(487)	(485)

As at 30 June 2009, the temporary differences relating to the undistributed profits of subsidiaries amounted to $122,466,000 (2008 : $92,571,000). Deferred tax liabilities of $12,247,000 (2008 : $9,257,000) have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Group controls the dividend policy of these subsidiaries and it has been determined that it is probable that the profits will not be distributed in the foreseeable future.

b. Unrecognised Deferred Tax Assets

Deferred tax assets have not been recognised in respect of the following items:-

	Group	
	2009	**2008**
	$'000	**$'000**
Deductible temporary differences	6,760	(7,010)
Unutilised tax losses/capital allowances	287,769	306,753
	294,529	299,743
Deferred tax assets	59,122	60,455

Deferred tax assets have not been recognised in respect of these items because it is not certain as to when the Group can utilise the benefits therefrom.

As at 30 June 2009, the Group has unutilised tax losses and capital allowances which are available for set-off against future profits subject to tax conditions prevailing in the respective countries of the subsidiaries and agreement by the respective tax authorities.

11. INVENTORIES

	Note	Group 2009 $'000	Group 2008 $'000
Development properties	12	4,396,627	4,460,632
Construction work-in-progress	13	139	584
		4,396,766	4,461,216
Saleable merchandise		164	224
Operating supplies		164	222
		328	446
		4,397,094	4,461,662

12. DEVELOPMENT PROPERTIES

	Note	Group 2009 $'000	Group 2008 $'000
Properties in the course of development		4,115,833	4,424,086
Properties held for sale		280,794	36,546
	11	4,396,627	4,460,632

a. Properties in the course of development

Costs	4,753,254	4,993,165
Allowance for foreseeable losses	(24,863)	(3,128)
Attributable profit	172,130	134,733
Progress instalments received and receivable	(784,688)	(700,684)
	4,115,833	4,424,086

The following were capitalised as cost of development properties during the financial year:-

Interest expense	72,228	50,843
Interest income	(117)	(841)
Depreciation of property, plant and equipment	81	56

b. Properties held for sale

Properties held for sale	285,027	36,546
Allowance for foreseeable losses	(4,233)	-
	280,794	36,546

12. DEVELOPMENT PROPERTIES (cont'd)

Certain development properties with a book value of $2,383.8 million (2008 : $2,748.3 million) are under legal mortgages with banks (see Note 20).

If the Group had adopted the completion of construction method, the effects on the financial statements would have been as follows:-

	Increase/(Decrease)	
	2009	**2008**
	$'000	**$'000**
Accumulated profits as at 1 July	(152,782)	(74,792)
Revenue	925,495	(567,356)
Profit for the year	123,732	(77,990)
Properties in the course of development as at 1 July	(180,015)	(16,731)
Properties in the course of development as at 30 June	(36,186)	(180,015)
Excess of progress billings over work-in-progress as at 1 July	-	71,520
Excess of progress billings over work-in-progress as at 30 June	-	-

The details of the development properties are as follows:-

Properties in the course of development:-

Property	**Intended Use**	**Stage of Completion**	**Expected Temporary Occupation Permit ("TOP") Date**	**Site Area (sq m)**	**Gross Floor Area (sq m)**	**Group's Interest (%)**
Singapore						
The View @ Meyer Situated at Meyer Road	Residential	TOP obtained on 16/3/2009	N/A	3,352	7,039	100
The Stellar Situated at West Coast Road	Residential	TOP obtained on 17/11/2008	N/A	13,245	18,543	100
The Quartz Situated at Sengkang Central	Residential	TOP obtained on 23/4/2009	N/A	21,985	65,956	100
Goodwood Residence Situated at Bukit Timah Road	Residential	Phase 1 – Piling works completed Phase 2 – Planning	12/2012 *	24,845	39,752	100

12. DEVELOPMENT PROPERTIES (cont'd)

Properties in the course of development (cont'd):-

Property	Intended Use	Stage of Completion	Expected Temporary Occupation Permit ("TOP") Date	Site Area (sq m)	Gross Floor Area (sq m)	Group's Interest (%)
Singapore (cont'd)						
Sophia Residence Situated at 32 Adis Road	Residential	Planning	*	15,435	32,413	100
Elliot at the East Coast Situated at Elliot Walk	Residential	Planning	*	11,882	16,635	100
Leedon Heights Situated at Leedon Heights	Residential	Planning	*	48,525	77,640	100
Toho Garden Situated at Yio Chu Kang Road	Residential	Planning	*	8,072	11,300	100
Malaysia						
Site situated at Lot 322 Mukim of Hulu Kelang, District of Gombak, Selangor Darul Ehsan	Residential	Planning	*	47,307	47,307	67.94
Emerald 1B Situated at Mukim of Rawang, Districts of Gombak and Ulu Selangor, Selangor Darul Ehsan	Residential	Planning	*	189,877	101,002	67.94
Commerce One, Bedford Business Park Situated at Old Klang Road, Mukim of Petaling Jaya, Kuala Lumpur	Residential	Construction works in progress	12/2009	4,634	38,070	67.94

12. DEVELOPMENT PROPERTIES (cont'd)

Properties in the course of development (cont'd):-

Property	Intended Use	Stage of Completion	Expected Temporary Occupation Permit ("TOP") Date	Site Area (sq m)	Gross Floor Area (sq m)	Group's Interest (%)
Malaysia (cont'd)						
Bukit Rahman Putra Situated at Mukim of Sg. Buloh, Selangor Darul Ehsan - Ph 6B, Ph6C, Ph6D & CL8	Residential	Main building works in progress	8/2009 to 8/2010	112,458	81,579	67.94
- Ph 5B, Ph 8D, CL5 & CL11	Residential	Planning	*	17,442	17,442	67.94
Site situated at Lot 3059, Mukim of Hulu Kelang, District of Gombak, Selangor Darul Ehsan	Residential	Planning	*	30,351	30,351	67.94
Damansara CITY Situated at Damansara Town Centre, Kuala Lumpur	Commercial	Earthworks and piling works completed	*	34,438	203,332	67.94
Site situated at Geran No. 20438, Lot 36, Bandar Batu Ferringhi, Pulau Pinang	Residential	Planning	*	18,538	18,538	67.94
The Nest Situated at Seksyen 9, Tempat Sungai Kantan, Daerah Hulu Langat, Selangor Darul Ehsan	Residential	Various stages of completion	3/2010	35,369	16,274	67.94
The Cirrus Situated within Taman Mutiara Barat, Off Jalan Cheras, Kuala Lumpur	Residential	Various stages of completion	3/2010	65,275	63,938	67.94
Changkat Kia Peng Situated at Lot 241 Seksyen 63, Bandar Kuala Lumpur	Residential	Planning	*	3,030	26,142	67.94

12. DEVELOPMENT PROPERTIES (cont'd)

Properties in the course of development (cont'd):-

Property	Intended Use	Stage of Completion	Expected Temporary Occupation Permit ("TOP") Date	Site Area (sq m)	Gross Floor Area (sq m)	Group's Interest (%)
The People's Republic of China						
Hillview Regency Situated in Xuanwu District, Nanjing	Residential/ Commercial	Planning	*	296,002	484,676	99
Ascot Park Situated in Qixia District, Nanjing	Residential/ Commercial	Construction works in progress	12/2009 to 9/2011	89,709	240,712	94.93
Guoson Centre.Changfeng Situated in Putuo District, Shanghai	SOHO/ Commercial	Construction works in progress	9/2009 to 8/2011	143,845	492,412	100
Four Seasons Park Situated in Nankai District, Tianjin	Residential	Planning	*	25,866	209,616	100
Guoson Centre.Dongzhimen Situated in Dong Cheng District, Beijing	Residential/ Commercial	Construction works in progress	10/2009 to 3/2011	106,000	590,800	90
Vietnam						
The Canary Situated in Thuan An District, Binh Duong Province	Residential/ Commercial	Phase 1 – Construction works in progress	12/2009	175,553	285,000	100
		Phases 2 to 4 – Planning	*			

* Not applicable as these developments have not commenced construction or have not been launched yet.

N/A : Not applicable.

12. DEVELOPMENT PROPERTIES (cont'd)

Material properties held for sale:-

Property	Intended Use	Site Area (sq m)	Gross Floor Area (sq m)	Group's Interest (%)
Singapore				
Le Crescendo Situated at Paya Lebar Road	Residential	12,323	26,182	100
Paterson Residence Situated at Paterson Road	Residential	7,774	16,327	100
Malaysia				
OVAL KUALA LUMPUR Situated at Jalan Binjai, Kuala Lumpur	Residential	N/A	54,474	67.94
The People's Republic of China				
West End Point Situated in Xuanwu District, Beijing	Residential/ Commercial	36,501	140,759	99.04

13. CONSTRUCTION WORK-IN-PROGRESS

	Note	Group 2009 $'000	Group 2008 $'000
Cost and attributable profits		31,938	30,232
Progress billings		(31,799)	(29,903)
		139	329
Comprising:-			
Construction work-in-progress	11	139	584
Excess of progress billings over work-in-progress	22	-	(255)
		139	329

14. TRADE AND OTHER RECEIVABLES

	Note	Group 2009 $'000	Group 2008 $'000	Company 2009 $'000	Company 2008 $'000
Trade receivables		121,761	32,360	-	-
Allowance for doubtful receivables		(93)	(84)	-	-
	15	121,668	32,276	-	-
Other receivables, deposits and prepayments		36,469	36,080	1,114	747
Allowance for doubtful receivables		(2,093)	(2,118)	-	-
	16	34,376	33,962	1,114	747
Dividend receivable from a subsidiary	6	-	-	29,254	-
Amounts due from:-					
Associates	7	4	2	-	-
Jointly-controlled entities	7	4,597	3,332	-	-
Related corporations		311	399	-	-
Minority shareholders of subsidiaries		592	7,547	-	-
Related parties		5	4	-	-
		161,553	77,522	30,368	747

The amounts due from associates, jointly-controlled entities, related corporations, minority shareholders of subsidiaries and related parties are unsecured and interest-free.

The change in allowance for doubtful debts in respect of other receivables, deposits and prepayments during the financial year is as follows:-

	Group 2009 $'000	Group 2008 $'000
At 1 July	2,118	2,314
Allowance written back	-	(55)
Exchange differences on translation	(25)	(141)
At 30 June	2,093	2,118

15. TRADE RECEIVABLES

The maximum exposure to credit risk for trade receivables at the reporting date by business segments is:-

	Group	
	2009	**2008**
	$'000	**$'000**
Property development	120,833	30,342
Property investment	68	294
Hotel operations	500	1,537
Others	267	103
	121,668	32,276

The ageing of trade receivables at the reporting date is:-

	Gross 2009 $'000	**Allowance for doubtful receivables 2009 $'000**	**Gross 2008 $'000**	**Allowance for doubtful receivables 2008 $'000**
Group				
Not past due	109,124	-	17,710	-
Past due 1 – 30 days	1,009	-	2,804	(13)
Past due 31 – 90 days	3,211	-	5,344	-
More than 90 days	8,417	(93)	6,502	(71)
	121,761	(93)	32,360	(84)

Based on historical default rates, the Group believes that generally no allowance for doubtful debts is necessary in respect of trade receivables that are past due.

The change in allowance for doubtful debts in respect of trade receivables during the financial year is as follows:-

	Group	
	2009	**2008**
	$'000	**$'000**
At 1 July	84	70
Allowance made during the year	9	28
Allowance written off	-	(7)
Exchange differences on translation	-	(7)
At 30 June	93	84

16. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	Group		Company	
	2009 $'000	2008 $'000	2009 $'000	2008 $'000
Deposits	2,915	2,751	-	-
Prepayments	4,814	2,922	1,096	689
Tax recoverables	3,300	4,437	-	-
Interest receivables	164	209	13	58
Mark-to-market gain on derivative financial instruments	875	-	-	-
Advance to contractors	6,820	7,992	-	-
Others	15,488	15,651	5	-
	34,376	33,962	1,114	747

17. CASH AND CASH EQUIVALENTS

	Note	Group		Company	
		2009 $'000	2008 $'000	2009 $'000	2008 $'000
Short-term deposits with banks					
- S$ balances		228,330	291,393	65,408	237,577
- US$ balances		26,785	69,166	-	5,707
- RMB balances		57,986	84,356	-	-
- MYR balances		4,845	44,815	-	39,123
- VND balances		1,138	4,370	-	-
		319,084	494,100	65,408	282,407
Cash and bank balances		262,712	160,361	364	310
Cash and cash equivalents		581,796	654,461	65,772	282,717
Bank overdrafts	20	(2,162)	-		
Cash collaterals		(1,947)	(2,613)		
Cash and cash equivalents in the statement of cash flows		577,687	651,848		

17. CASH AND CASH EQUIVALENTS (cont'd)

Included in the Group's cash and bank balances and short-term deposits with banks are:-

a. Amounts held under the Housing Developers (Project Account) Rules ("Rules") totalling $25.3 million (2008 : $55.8 million), the use of which is subject to restrictions imposed by the above-mentioned Rules;

b. Amounts held pursuant to Section 7A of the Housing Development (Control and Licensing) Act 1966 totalling $2.2 million (2008 : $2.3 million), the use of which is restricted from other operations; and

c. Cash collateral of $1.9 million (2008 : $2.6 million) is deposited with a bank as security for loan facilities.

The weighted average effective interest rates per annum at the balance sheet date are as follows:-

	Group		Company	
	2009 %	2008 %	2009 %	2008 %
Short-term deposits with banks				
- S$ balances	0.06 to 0.83	0.41 to 1.13	0.15 to 0.58	0.45 to 1.13
- US$ balances	0.10 to 0.30	2.45 to 2.76	-	2.45 to 2.59
- RMB balances	1.35 to 1.71	1.71 to 3.33	-	-
- MYR balances	1.70 to 2.10	2.95 to 3.50	-	3.50
- VND balances	5.30 to 6.11	14.75 to 16.50	-	-

The above interest rates reprice at intervals of one, three or six months.

18. SHARE CAPITAL

	Company	
	2009	2008
Ordinary Shares	**No. of shares**	**No. of shares**
Issued and fully paid ordinary shares		
At 1 July	887,529,957	665,647,468
Issue of 221,882,489 ordinary shares	-	221,882,489
At 30 June	887,529,957	887,529,957

a. The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

b. On 30 July 2007, the Company issued 221,882,489 new ordinary shares of the Company ("Rights Shares") at an issue price of $2.50 for each Rights Share, on the basis of one Rights Share for every three existing ordinary shares in the capital of the Company. Net proceeds of approximately $555 million were received.

c. As at 30 June 2009, the Trust for GuocoLand Limited Executives' Share Option Scheme (the "ESOS") held an aggregate of 65,732,050 (2008 : 68,577,550) shares in the Company which had been acquired from the market for the purpose of satisfying outstanding share options granted or to be granted to participants under the ESOS. During the financial year, 2,845,500 (2008 : 5,406,450) shares in the Company were transferred to participants upon exercise of their share options pursuant to the ESOS (see Note 31).

18. SHARE CAPITAL (cont'd)

Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the return on capital, which the Group defines as profit attributable to equity holders of the Company divided by shareholders' equity and the level of dividends to ordinary shareholders.

The Board seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

From time to time, the Company or the Trust may purchase shares in the Company from the market. Share purchase allows the Company greater flexibility over its share capital structure with a view to improving, inter alia, its return on equity. The shares which are purchased may be held as treasury shares which the Company or the Trust may transfer to participants for the purposes of or pursuant to the ESOS. The use of treasury shares in lieu of issuing new shares would also mitigate the dilution impact on existing shareholders.

There were no changes in the Company's approach to capital management during the financial year.

19. RESERVES

		Group		Company	
	Note	2009 $'000	2008 $'000	2009 $'000	2008 $'000
Reserve for own shares	(a)	(139,284)	(143,230)	(139,284)	(143,230)
Share option reserve	(b)	10,107	7,884	10,107	7,884
Capital reserve	(c)	62,177	63,149	62,094	63,066
Exchange translation reserve	(d)	32,230	(66,805)	-	-
Revaluation reserve	(e)	8,341	8,341	-	-
Mark-to-market reserve	(f)	(913)	(735)	-	-
Other reserves		(27,342)	(131,396)	(67,083)	(72,280)
Accumulated profits		576,977	712,924	183,262	263,894
		549,635	581,528	116,179	191,614

19. RESERVES (cont'd)

a. Reserve for Own Shares

This comprises the purchase consideration for issued shares of the Company acquired by the Trust for GuocoLand Limited Executives' Share Option Scheme (the "ESOS") for the purpose of satisfying outstanding share options granted or to be granted to participants under the ESOS (see Note 31).

b. Share Option Reserve

The share option reserve comprises the cumulative value of employee services received for the issue of share options.

c. Capital Reserve

This comprises mainly allocated value of the warrants issued with debt securities and the value of the options granted to bondholders to convert their convertible bonds into ordinary shares of the Company.

d. Exchange Translation Reserve

This comprises:-

i. foreign exchange differences arising from the translation of the financial statements of foreign entities whose functional currencies are different from the functional currency of the Company.

ii. the exchange differences on monetary items which form part of the Group's net investment in the foreign entities.

e. Revaluation Reserve

This comprises the increase in fair value of property, plant and equipment and development properties from previously held interests in associates.

f. Mark-to-market Reserve

This comprises unrealised gain or loss arising from changes in fair value of available-for-sale securities.

20. INTEREST BEARING LOANS AND BORROWINGS

	Note	Group 2009 $'000	Group 2008 $'000	Company 2009 $'000	Company 2008 $'000
Non-Current Liabilities					
Long-term bank loans					
- secured		1,357,758	1,266,108	-	-
- unsecured		224,002	99,251	72,357	95,091
Convertible bonds (unsecured)	21	338,423	646,975	338,423	646,975
Medium-term notes (unsecured)		35,000	115,000	35,000	115,000
		1,955,183	2,127,334	445,780	857,066
Current Liabilities					
Bank overdrafts					
- secured		1,551	-	-	-
- unsecured		611	-	-	-
	17	2,162	-	-	-
Short-term bank loans (unsecured)		345,876	81,409	200,000	-
Current portion of long-term bank loans					
- secured		59,187	251,804	-	-
- unsecured		103,768	312,444	101,301	312,444
Convertible bonds (unsecured)	21	340,356	-	340,356	-
Current portion of medium-term notes (unsecured)		80,000	260,000	80,000	260,000
		931,349	905,657	721,657	572,444
Total loans and borrowings		2,886,532	3,032,991	1,167,437	1,429,510

Maturity of loans and borrowings:-

	Group 2009 $'000	Group 2008 $'000	Company 2009 $'000	Company 2008 $'000
Within 1 year	931,349	905,657	721,657	572,444
After 1 year but within 5 years	1,955,183	2,125,878	445,780	857,066
After 5 years	-	1,456	-	-
Total borrowings	2,886,532	3,032,991	1,167,437	1,429,510

20. INTEREST BEARING LOANS AND BORROWINGS (cont'd)

The secured loans and borrowings are secured on the following assets:-

	Note	Group 2009 $'000	2008 $'000
Property, plant and equipment	3	116,198	105,284
Investment properties	5	15,214	15,390
Development properties	12	2,383,794	2,748,331
		2,515,206	2,869,005

The weighted average effective interest rates per annum at the balance sheet date and the repricing analysis are as follows:-

Group	Effective Interest Rate %	Floating Interest Rate $'000	Fixed Interest Rate Maturing Within 1 Year $'000	1 to 5 Years $'000	Total $'000
2009					
Secured					
- S$ floating rate loans	0.97 to 3.69	1,006,511	-	-	1,006,511
- MYR floating rate loans	2.74 to 5.35	260,435	-	-	260,435
- RMB floating rate loan	6.34	149,999	-	-	149,999
- MYR bank overdraft	6.30	1,551	-	-	1,551
Unsecured					
- S$ floating rate loans	1.92 to 3.80	430,000	-	-	430,000
- US$ floating rate loans	2.10 to 3.45	173,658	-	-	173,658
- MYR floating rate loans	2.74 to 3.23	69,988	-	-	69,988
- S$ fixed rate notes	3.75 to 3.81	-	80,000	35,000	115,000
- S$ fixed rate convertible bonds	3.90 to 4.18	-	340,356	338,423	678,779
- MYR bank overdrafts	6.55	611	-	-	611
		2,092,753	420,356	373,423	2,886,532
2008					
Secured					
- S$ floating rate loans	1.43 to 2.77	1,256,615	-	-	1,256,615
- MYR floating rate loans	4.29 to 6.50	200,858	-	-	200,858
- RMB floating rate loan	8.51	60,439	-	-	60,439
Unsecured					
- S$ floating rate note	2.01	30,000	-	-	30,000
- US$ floating rate loans	3.15 to 3.65	434,704	-	-	434,704
- MYR floating rate loans	4.21 to 4.54	58,400	-	-	58,400
- S$ fixed rate notes	3.45 to 4.42	-	230,000	115,000	345,000
- S$ fixed rate convertible bonds	2.57 to 4.18	-	-	646,975	646,975
		2,041,016	230,000	761,975	3,032,991

20. INTEREST BEARING LOANS AND BORROWINGS (cont'd)

	Effective Interest Rate %	Floating Interest Rate $'000	Fixed Interest Rate Maturing Within 1 Year $'000	Fixed Interest Rate Maturing 1 to 5 Years $'000	Total $'000
Company					
2009					
Unsecured					
- S$ floating rate loans	3.46 to 3.80	200,000	-	-	200,000
- US$ floating rate loans	2.10 to 3.45	173,658	-	-	173,658
- S$ fixed rate notes	3.75 to 3.81	-	80,000	35,000	115,000
- S$ fixed rate convertible bonds	3.90 to 4.18	-	340,356	338,423	678,779
		373,658	420,356	373,423	1,167,437
2008					
Unsecured					
- S$ floating rate note	2.01	30,000	-	-	30,000
- US$ floating rate loans	3.38 to 3.65	407,535	-	-	407,535
- S$ fixed rate notes	3.45 to 4.42	-	230,000	115,000	345,000
- S$ fixed rate convertible bonds	2.57 to 4.18	-	-	646,975	646,975
		437,535	230,000	761,975	1,429,510

21. CONVERTIBLE BONDS (UNSECURED)

	Note	Group and Company 2009 $'000	Group and Company 2008 $'000
Proceeds from issue of convertible bonds		690,000	690,000
Transaction costs		(5,005)	(5,005)
Net proceeds		684,995	684,995
Equity portion of convertible bonds		(63,825)	(63,825)
Accreted interests	27	18,790	9,974
Amortisation of bond discount	27	35,950	14,680
Amortisation of transaction costs capitalised		2,869	1,151
		678,779	646,975

On 7 May 2007, the Company issued $690 million in principal amount of convertible bonds (the "Bonds") comprising $345 million in principal amount of unsecured Tranche 1 Convertible Bonds ("Tranche 1 Bonds") and $345 million in principal amount of unsecured Tranche 2 Convertible Bonds ("Tranche 2 Bonds"). The Bonds are due on 7 May 2012 (the "Maturity Date").

21. CONVERTIBLE BONDS (UNSECURED) (cont'd)

The Bonds are convertible by the holders thereof (the "Bondholders") into new ordinary shares in the capital of the Company ("Shares") at any time on or after 6 July 2007 and up to the close of business (at the place where the certificate evidencing such Bonds is deposited for conversion) on 27 April 2012 or if such Bonds shall have been called for redemption by the Company before 27 April 2012, then up to the close of business (at the place aforesaid) on a date no later than seven business days prior to the date fixed for redemption thereof. The conversion price of the Bonds was adjusted from the initial conversion price of $6.216 per Share to $5.507 per Share with effect from 30 July 2007 following the issue of 221,882,489 new Shares on that day pursuant to a renounceable rights issue undertaken by the Company (see Note 18).

At any time on or after 7 May 2009 and prior to the date falling 7 business days prior to the Maturity Date of the Bonds, the Bonds may be redeemed in whole at the option of the Company if the volume weighted average price of the Shares for each of 10 consecutive trading days was at least 120% of the principal amount of the Bonds plus interest equal to the applicable early redemption interest amount divided by the conversion ratio.

On 7 May 2010, in respect of the Tranche 1 Bonds only, the Company may at the option of any Bondholder, redeem all or some of that Bondholder's Tranche 1 Bonds, at their principal amount plus interest equal to the applicable early redemption interest amount.

Unless previously redeemed, converted, or purchased and cancelled, the Tranche 1 Bonds shall be redeemed on the Maturity Date at its principal amount plus interest of 0.6% p.a. on a semi-annual basis of its principal amount and the Tranche 2 Bonds shall be redeemed on the Maturity Date at its principal amount plus interest of 1.9% p.a. on a semi-annual basis of its principal amount.

As the Company expects the potential early redemption of the Tranche 1 Bonds on 7 May 2010, Tranche 1 Bonds have been reclassified as current liabilities as at 30 June 2009.

22. TRADE AND OTHER PAYABLES

		Group		Company	
		2009	2008	2009	2008
	Note	$'000	$'000	$'000	$'000
Trade payables and accrued operating expenses		157,994	148,158	1,082	546
Excess of progress billings over construction work-in-progress	13	-	255	-	-
Amounts due to:-					
Intermediate holding company		4,057	5,777	9	5,777
Associate		47	47	-	-
Jointly-controlled entities		421	1,481	-	-
Related corporations		770	1,320	-	-
Minority shareholders of subsidiaries		1,277	1,196	-	-
Other payables	23	666,272	613,650	6,914	7,608
		830,838	771,884	8,005	13,931

The amounts due to holding companies, associate, jointly-controlled entities, related corporations and minority shareholders of subsidiaries are unsecured and interest-free.

23. OTHER PAYABLES

	Group		Company	
	2009 $'000	2008 $'000	2009 $'000	2008 $'000
Rental deposits	4,196	3,990	-	-
Deposits received	3,568	5,049	-	-
Interest payable	12,836	9,360	3,895	5,203
Mark-to-market loss on derivative financial instruments	2,998	2,444	2,998	2,383
Real estate tax payable	68,592	52,668	-	-
Balance purchase consideration due to vendors (see Note 34)	548,725	522,065	-	-
Others	25,357	18,074	21	22
	666,272	613,650	6,914	7,608

24. REVENUE

	Group	
	2009 $'000	2008 $'000
Revenue from sale of development properties	475,293	608,741
Revenue from hotel operations	10,162	19,598
Revenue from construction operations	3,063	6,715
Gross rental from investment properties	19,178	23,228
Dividend income from equity securities	131	1,811
Interest income from fixed deposits with banks -		
Related corporations	126	4
Others	1,865	8,798
Management fee income from -		
Immediate holding company	3	3
Related corporations	24	27
Others	3,147	1,952
Others	20	16
	513,012	670,893

25. OTHER INCOME

	Group	
	2009	**2008**
	$'000	**$'000**
Gain on disposal of property, plant and equipment	172	148
Gain on revaluation of investment properties	-	88,060
Interest income from -		
Fixed deposits with banks	3,823	8,418
Others	190	573
Net exchange gain	-	27,988
Rental income	6,061	-
Others	5,124	5,589
	15,370	130,776

26. OTHER EXPENSES

	Group	
	2009	**2008**
	$'000	**$'000**
Goodwill written off	-	1,064
Loss on revaluation of investment properties	80,900	-
Mark-to-market loss on derivative financial instruments	1,587	2,416
Net exchange loss	34,343	-
Others	1,968	5,975
	118,798	9,455

27. FINANCE COSTS

	Note	Group 2009 $'000	Group 2008 $'000
Interest paid and payable:-			
Financial institutions		79,968	68,836
Convertible bonds			
- Interest expense	21	8,816	8,680
- Amortisation of bond discount	21	21,270	12,765
		30,086	21,445
		110,054	90,281
Less : Interest capitalised as cost of development properties	12	(72,228)	(50,843)
		37,826	39,438

28. (LOSS)/PROFIT BEFORE INCOME TAX

		Group 2009 $'000	Group 2008 $'000
a.	The following items have been included in arriving at (loss)/profit before income tax:-		
	Depreciation of property, plant and equipment	4,449	3,731
	Direct operating expenses of investment properties	4,034	9,805
	Loss on disposal of available-for-sale securities	-	225
	Management fees paid and payable to:-		
	- intermediate holding company	3,854	5,955
	- related corporation	131	504
	Non-audit fees paid to Auditors of the Company	29	8
	Operating lease expenses	4,208	3,351
	Property, plant and equipment written off	50	85
	Allowance/(Writeback of allowance) for foreseeable losses on development properties	23,323	(8,375)
	Allowance/(Writeback of allowance) for doubtful receivables	9	(27)
	Staff costs -		
	Wages, salaries and benefits	29,021	28,010
	Contributions to defined contribution plans	1,624	1,789
	Value of employee services received for issue of share options	2,223	4,010
	Liability/(Reversal of liability) for short-term accumulating compensated absences	63	(7)
		32,931	33,802

28. (LOSS)/PROFIT BEFORE INCOME TAX (cont'd)

b. Key Management Personnel

The key management personnel compensation is as follows:-

	Group	
	2009	**2008**
	$'000	**$'000**
Short-term employee benefits	5,485	5,789
Equity compensation benefits	2,823	3,883
	8,308	9,672

c. The remuneration of directors of the Company under each remuneration band is as follows:-

	Group	
	2009	**2008**
Remuneration of:-		
$500,000 and above	1	1
$250,000 to $499,999	1	1
$249,999 and below	5	5
	7	7

d. The remuneration of key executives who are not directors of the Company under each remuneration band is as follows:-

	Group	
	2009	**2008**
Remuneration of:-		
$500,000 and above	2	2
$250,000 to $499,999	5	6
$249,999 and below	2	-
	9	8

29. INCOME TAX EXPENSE

	Group	
	2009 $'000	2008 $'000
Current tax		
Current year	16,146	27,277
(Over)/Underprovision in respect of previous financial years	(11,445)	317
	4,701	27,594
Deferred tax		
Movements in temporary differences	11,781	1,628
Change in tax rate	(155)	-
Under/(Over)provision in respect of previous financial years	28	(77)
	11,654	1,551
	16,355	29,145
A reconciliation of the effective tax rate is as follows:-		
(Loss)/Profit before income tax	(62,478)	194,426
Less: Share of results of associates and jointly-controlled entities	(4,415)	(18,329)
(Loss)/Profit before share of results of associates, jointly-controlled entities and income tax	(66,893)	176,097
Income tax calculated using the Singapore tax rate of 17% (2008 : 18%)	(11,372)	31,697
Deferred tax benefit not recognised	6,328	(26)
Effect of different tax rates in foreign jurisdiction	6,758	4,668
Non-chargeable income	(5,880)	(43,183)
Non deductible expenses	32,818	23,438
Utilisation of previously unrecognised deferred tax assets	(4,305)	(10,647)
Tax effect of losses not allowed to be set off against future taxable profits	2,505	20,715
(Over)/Underprovision in respect of previous financial years	(11,417)	240
Foreign withholding tax	1,336	2,213
Change in tax rate	(155)	-
Others	(261)	30
	16,355	29,145

30. EARNINGS PER SHARE AND FULLY DILUTED EARNINGS PER SHARE

Earnings per share ("EPS") is calculated based on the Group's loss of $70,203,000 (2008 : profit of $161,840,000) and on the weighted average number of 821,360,138 (2008 : 802,475,531) ordinary shares of the Company, in issue after adjusting for the shares acquired by the Trust during the financial year.

Fully diluted EPS is calculated on the same basis as that of EPS except that the Group's (loss)/profit and the weighted average number of ordinary shares have been adjusted for the dilution effects of all dilutive potential ordinary shares as shown below:-

	Group	
	2009	**2008**
	$'000	**$'000**
Group's (loss)/profit used in the computation of EPS	(70,203)	161,840
Add : Profit impact of assumed conversion	-	21,445
Adjusted Group's profit used in the computation of fully diluted EPS	(70,203)	183,285
Weighted average number of ordinary shares used in the computation of EPS	821,360	802,476
Assumed exercise of share options	-	20,670
Assumed conversion of convertible bonds	-	124,190
Adjusted weighted average number of ordinary shares used in the computation of fully diluted EPS	821,360	947,336

In calculating diluted earnings per share, potential ordinary shares arising from the exercise of outstanding share options and from the conversion of outstanding convertible bonds were not included in the computation as the share options and convertible bonds were anti-dilutive.

31. EMPLOYEE BENEFITS

a. The GuocoLand Limited Executives' Share Option Scheme ("ESOS") was approved by shareholders of the Company at an Extraordinary General Meeting held on 31 December 1998 and further approved by the shareholders of Guoco Group Limited ("GGL") at an Extraordinary General Meeting held on 1 February 1999. GGL is a company listed on The Stock Exchange of Hong Kong Limited ("HKSE") and the intermediate holding company of the Company.

b. In October 2004, shareholders of the Company and GGL approved the proposed amendments to the rules of the ESOS ("Rules") to *inter alia* alter the structure of the ESOS to allow the grant of options to be satisfied over newly issued ordinary shares of the Company ("Shares") or the transfer of existing Shares, or a combination of both new Shares and existing Shares, as well as to align the Rules with the requirements under Chapter 17 of the HKSE Listing Rules ("Modified ESOS").

c. In view that the Modified ESOS was due to expire on 30 December 2008, a new GuocoLand Limited Executives' Share Option Scheme 2008 ("ESOS 2008") was approved by shareholders of the Company on 17 October 2008 and further approved by shareholders of GGL on 21 November 2008, to provide for continuation of an executives' share option scheme on terms substantially similar to the Modified ESOS. Under the ESOS 2008, options may be granted over newly issued and/or existing Shares. With the ESOS 2008 in place, the Modified ESOS is no longer in force. The termination of the Modified ESOS however does not affect outstanding options which had been granted and accepted thereunder.

d. The ESOS 2008 is administered by a Committee of Directors ("ESOS Committee") comprising Mr Sat Pal Khattar and Mr Quek Leng Chan who are non-participants.

e. The following options (including the number of adjusted options pursuant to the Company's Rights Issue 2007) have been granted to selected key executives of the Company ("Participants"):-

Date of Grant	Participants	No. of Shares comprised in Options	Exercise Price per Share	Note
1 November 2004	Selected key executives	14,227,500	S$1.045	1
30 May 2005	Selected key executive	2,000,000	S$1.32	2
		4,552,800	S$1.159	2
19 January 2007	Selected key executives	27,032,250	S$2.328	3

f. During the financial year, 2,845,500 options in respect of existing Shares were exercised and 2,276,400 options were lapsed arising from the resignation of a Participant. However, no new Shares were issued pursuant to the exercise of options and no new options were granted during the financial year.

31. EMPLOYEE BENEFITS (cont'd)

g. The aggregate number of options (including the number of adjusted options pursuant to the Company's Rights Issue 2007) granted to Participants since the commencement of the ESOS to the end of the financial year is as follows:-

Participants	Aggregate Options Granted since the Commencement of the ESOS to End of Financial Year	Aggregate Options Exercised since the Commencement of the ESOS to End of Financial Year	Aggregate Options Lapsed since the Commencement of the ESOS to End of Financial Year	Aggregate Options Outstanding as at End of Financial Year
Executive Director				
Quek Chee Hoon	2,000,000	-	(2,000,000)	-
	7,398,300[1]	(3,699,150)	-	3,699,150
	11,382,000[3]	-	-	11,382,000
Directors of Subsidiaries				
Violet Lee	3,414,600[1]	(1,707,300)	-	1,707,300
	6,552,800[2]	(2,000,000)	-	4,552,800
	6,829,200[3]	-	-	6,829,200
Trina Loh	250,000	-	(250,000)	-
	1,138,200[1]	(569,100)	-	569,100
	3,414,600[3]	-	-	3,414,600
Jerry Lee	500,000	-	(500,000)	-
- resigned during the	1,138,200[1]	(1,138,200)	-	-
financial year	2,276,400[3]	-	(2,276,400)	-
Dawn Pamela Lum	500,000	-	(500,000)	-
	1,138,200[1]	(1,138,200)	-	-
	2,276,400[3]	-	-	2,276,400
Other Executives	2,130,000	-	(2,130,000)	-
	853,650[3]	-	(569,100)	284,550
Total	**53,192,550**	**(10,251,950)**	**(8,225,500)**	**34,715,100**

The movement in the options during the financial year is as follows:-

	2009	2008
At 1 July	39,837,000	40,250,000
Additional options granted arising from the Company's Rights Issue 2007	-	5,562,550
Exercised	(2,845,500)	(5,406,450)
Lapsed	(2,276,400)	(569,100)
At 30 June	34,715,100	39,837,000

31. EMPLOYEE BENEFITS (cont'd)

Note:-

1. The exercise price was determined based on the average closing price for the five days preceding 1 November 2004. The closing market price per Share on 29 October 2004 (the trading date immediately before the date of grant) was S$1.20. Following the close of the Company's Rights Issue 2007, adjustments were made to the number of outstanding options. The exercise price was also adjusted from S$1.19 to S$1.045. Pursuant to certain financial and performance targets met by the Participants during the performance period for the financial years 2004/05 to 2006/07, the Participants were notified by the ESOS Committee in August 2007 of the vesting of a total of 14,227,500 options. The Participants were given an exercise period of up to 2 years from the date of vesting to exercise the vested options in accordance with the terms of their grant. During the financial years 2007/08 and 2008/09, 8,251,950 Shares were exercised under the terms of the grant. The Participants now have a balance of 5,975,550 vested options available for exercise.

2. The exercise price was determined based on the average closing price for the five days preceding 30 May 2005. The closing market price per Share on 27 May 2005 (the trading date immediately before the date of grant) was S$1.34. Following the close of the Company's Rights Issue 2007, adjustments were made to the number of outstanding options. The exercise price was also adjusted from S$1.32 to S$1.159. Under the terms of the grant, a first tranche of 2,000,000 Shares was exercised during the financial year 2006/07. Pursuant to certain financial and performance targets met by the Participant during the financial years 2005/06 to 2006/07, the Participant was notified by the ESOS Committee in August 2007 and November 2007 of the vesting of the remaining 4,552,800 options in accordance with the terms of the grant. The Participant was given an exercise period of up to 2 years from the date of vesting to exercise the vested options in accordance with the terms of the grant.

3. The exercise price was determined based on the average closing price for the five days preceding 19 January 2007. The closing market price per Share on 18 January 2007 (the trading date immediately before the date of grant) was S$2.75. Following the close of the Company's Rights Issue 2007, adjustments were made to the number of outstanding options, as well as the exercise price from S$2.65 to S$2.328. Subject to certain financial and performance targets being met by the Participants during the performance periods for the financial years 2005/06 to 2007/08 and 2008/09 to 2010/11, the Participants may at the end of each performance period be notified by the ESOS Committee of the vesting of the options and the number of Shares comprised in the vested options. Thereafter, the Participants shall have a phased period of up to 30 months to exercise the vested options in accordance with the terms of the grant.

h. Statutory information regarding the above options is as follows:-

(i) The exercise price per Share is the average of the closing prices of the Shares on Singapore Exchange Securities Trading Limited for each of the last five market days immediately prior to the date of grant of the option.

(ii) An option shall be exercisable on the date after (a) the second anniversary of the date of grant (for employees who have been employed for less than one year) and (b) the first anniversary of the date of grant (for all other employees), and to end on a date not later than 10 years after the date of grant.

(iii) The persons to whom the options have been granted do not have the right to participate, by virtue of the option, in a share issue of any other company, except in the share scheme(s) of companies within the Group.

i. Since the commencement of the ESOS, no options have been granted to controlling shareholders of the Company and their associates or parent group employees and no options have been granted at a discount.

31. EMPLOYEE BENEFITS (cont'd)

Fair Value of Options

The fair value of services received in return for share options granted are measured by reference to the fair value of share options granted. The estimate of the fair value of the services received is measured based on a Black-Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations. The expected volatility is based on 1-year historical volatility.

Date of grant of options	**1 November 2004**	**30 May 2005**	**19 January 2007**
Fair value of share options and assumptions			
Fair value at measurement date	$0.10 to $0.11	$0.09 to $0.10	$0.47 to $0.73
Share price	$1.22	$1.34	$2.78
Exercise price	$1.19	$1.32	$2.65
Adjusted exercise price	$1.045	$1.159	$2.328
Expected volatility	21.4%	18.8%	29.5%
Expected option life	3.2 years to 4.2 years	1.5 years to 3.6 years	1.8 years to 6.8 years
Expected dividend yield	6.6%	6.0%	2.9%
Risk-free interest rate	1.8% to 2.2%	2.1% to 2.3%	3.0% to 3.1%

The fair values of the share options are not affected by the revised number of options and adjusted exercise price arising from the Company's Rights Issue 2007.

Shares held by Trust

In October 2004, the Company established a Trust in respect of the ESOS. Pursuant to a trust deed between the Company and the Trust, the Trust had acquired Shares from the market for the purpose of satisfying options granted or to be granted to participants under the ESOS. Subject to financial, performance and other targets being met by these participants, Shares held under the Trust may be transferred to them upon exercise of their share options. As at 30 June 2009, the Company had granted a loan amounting to $125.7 million (2008 : $133.9 million) to the Trust and the Trust held an aggregate of 65,732,050 (2008 : 68,577,550) Shares, after the transfer of 2,845,500 (2008 : 5,406,450) Shares to participants following the exercise of their respective options.

32. DIVIDENDS

	Group and Company	
	2009	2008
	$'000	$'000
Final one-tier ordinary dividend paid of 8 cents (2008 : 8 cents) per ordinary share in respect of the previous financial year*	65,744	65,516

After the balance sheet date, the Directors proposed a final one-tier dividend of 5 cents (2008 : 8 cents) per ordinary share amounting to $41,089,895 (2008 : $65,743,833). The dividends have not been provided for.

* Dividend payments in respect of 65,732,050 (2008 : 68,577,550) ordinary shares of the Company which were held by the Trust for Executives' Share Option Scheme were eliminated on consolidation.

33. RELATED PARTY TRANSACTIONS

For the purpose of these financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or entities.

In addition to the related party information disclosed elsewhere in the financial statements, there were the following significant related party transactions between the Group and related parties during the financial year:-

a. Rental income of $1,799,000 (2008 : $1,941,000) was received for the financial year ended 30 June 2009 and will continue to be receivable by an investment holding subsidiary of the Group pursuant to lease agreements entered into by this subsidiary with companies in which one of the directors has an interest.

b. On 6 June 2003, the Company had signed a Management Agreement with Guoco Group Limited ("GGL") in relation to the provision of services to GLL and its subsidiaries ("GLL Group"). The Company had on 25 June 2008 renewed its agreement with GGL for the provision of services to GLL Group with the variation that payment of the annual fee will be based on the equivalent of 3% of the profit before tax of its subsidiaries instead of the consolidated profit before tax of the GLL Group. The aggregate fees payable by the GLL Group in each financial year to GGL shall in any event not exceed 2% of the audited consolidated net tangible assets of the Company for the relevant financial year. Three directors of the Company are also directors and shareholders of GGL.

c. On 15 April 2009, the Company acquired a 100% interest in GuoSon Lifestyle Assets Limited ("GLAL") from GuoLine International Limited ("GIL") for HK$47,780 (S$9,250). GIL is an indirect wholly-owned subsidiary of Hong Leong Company (Malaysia) Berhad, a deemed substantial shareholder of the Company. GLAL owns 100% of GuoSon Investment Company Limited, a PRC company which has a business licence to undertake investment activities in China.

d. On 30 April 2009, the Company signed an agreement with GGL relating to the use of trademarks and logos pursuant to which licence fees of US$25,000 (S$37,000) have been paid by the Company for the financial year ended 30 June 2009. Three directors of the Company are also directors and shareholders of GGL.

34. NOTES TO THE STATEMENT OF CASH FLOWS

Financial year ended 30 June 2009

On 1 July 2008, GuocoLand (Malaysia) Berhad, an indirect subsidiary of the Company, acquired a 100% interest in Raikon Building Management Co Sdn Bhd for a cash consideration of RM1.8 million.

The impact of the acquisition on the Group's net profit from the date of acquisition to 30 June 2009 is not material.

The effect of acquisition of subsidiary is set out below:-

	Recognised values 2009 $'000
Property, plant and equipment	77
Trade and other receivables	144
Cash and cash equivalents	678
Trade and other payables	(141)
Purchase consideration paid, satisfied in cash	758
Cash and cash equivalents acquired	(678)
Net cash outflow	80

There was no disposal of subsidiaries during the year.

Financial year ended 30 June 2008

(i) On 29 October 2007, GuocoLand (Malaysia) Berhad, an indirect subsidiary of the Company, acquired a 100% interest in Titan Debut Sdn Bhd ("Titan") for a cash consideration of RM71 million.

(ii) GuocoLand (China) Limited, a wholly owned subsidiary of the Company, completed its acquisition of a 90% interest in Beijing Cheng Jian Dong Hua Real Estate Development Company Limited in November 2007. An aggregate of Rmb3.22 billion of the purchase consideration of Rmb5.8 billion has been paid to the vendors. The balance Rmb2.58 billion (S$511.3 million) has been withheld pending resolution of disputes described in Note 37.

From the dates of acquisition to 30 June 2008, the above-mentioned acquisitions contributed a net loss of $4.2 million to the Group's results for the financial year ended 30 June 2008. If the acquisitions had occurred on 1 July 2007, the Group's net profit for the financial year ended 30 June 2008 would have decreased by $0.8 million. The above-mentioned acquisitions had no impact on the Group's revenue for the financial year ended 30 June 2008.

34. NOTES TO THE STATEMENT OF CASH FLOWS (cont'd)

The effect of acquisitions of subsidiaries is set out below:-

	Recognised values 2008 $'000
Property, plant and equipment	204
Inventories	963,445
Trade and other receivables	256
Cash and cash equivalents	16,292
Trade and other payables	(637,877)
Bank loans	(47,038)
Minority interests	(987)
Net identifiable assets and liabilities	294,295
Previously accounted for as interests in associates	(221,624)
Purchase consideration paid, satisfied in cash	72,671
Cash and cash equivalents acquired	(16,292)
Amount yet to be paid	(11,249)
Net cash outflow	45,130

There was no disposal of subsidiaries during the year.

35. FINANCIAL INSTRUMENTS

a. Financial Risk Management Objectives and Policies

The Group operates and generates a substantial part of its business from Singapore, China, Malaysia and Vietnam. The Group's activities expose it to market risks, including the effects of changes in foreign currency exchange rates and interest rates. The Group's overall risk management program seeks to minimise the adverse effects caused by the unpredictability of financial markets on the financial performance of the Group.

Risk management is carried out by the Treasury Department of the Group under policies approved by the Executive Committee. The Executive Committee provides principles and guidelines for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, use of derivative financial instruments and investing excess liquidity.

Derivative financial instruments are used to reduce exposure to fluctuations in foreign exchange rates or interest rates. While these are subject to the risks of market rates changing subsequent to the execution of the derivative financial instruments, such changes are generally offset by opposite effects on the exposure being hedged.

The Group's accounting policies in relation to the derivative financial instruments are set out in Note 2g.

35. FINANCIAL INSTRUMENTS (cont'd)

b. Market Risk

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates and equity prices will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

(i) **Foreign Currency Risk**

The Group has overseas investments in China, Malaysia, Vietnam and India. Currency exposure to the Group's overseas investments is managed primarily at the Group level. Hedging strategies are included in the monthly reporting to the Executive Committee of the Company.

The Group generally hedges its foreign exchange exposure using forward exchange contracts with external parties. The contracts used in its hedging program have terms of 12 months or less. Foreign exchange exposures in transactional currencies other than functional currencies of the operating entities are kept to an acceptable level. The net fair value loss of the forward exchange contracts as at 30 June 2009 was $695,000 (2008: $1,908,000).

The Group's and Company's exposures to foreign currencies at balance sheet date are as follows:-

	Singapore Dollar $'000	US Dollar $'000	Malaysia Ringgit $'000	Chinese Renminbi $'000
Group				
2009				
Cash and cash equivalents	55	76,461	37	-
Loans and borrowings	-	(173,658)	-	-
Trade and other payables	(161)	(1,177)	(10)	(2,119)
	(106)	(98,374)	27	(2,119)
Forward exchange contracts	-	57,886	-	-
Currency exposure	(106)	(40,488)	27	(2,119)
2008				
Trade and other receivables	-	11	4	-
Cash and cash equivalents	68	69,407	39,153	-
Loans and borrowings	-	(434,704)	-	-
Trade and other payables	(6)	(2,888)	(10)	(1,982)
	62	(368,174)	39,147	(1,982)
Forward exchange contracts	-	434,704	-	-
Currency exposure	62	66,530	39,147	(1,982)

35. FINANCIAL INSTRUMENTS (cont'd)

b. Market Risk (cont'd)

(i) **Foreign Currency Risk (cont'd)**

	US Dollar $'000	Malaysia Ringgit $'000
Company		
2009		
Cash and cash equivalents	9	2
Loans and borrowings	(173,658)	-
Trade and other payables	(1,177)	-
	(174,826)	2
Forward exchange contracts	57,886	-
Currency exposure	(116,940)	2
2008		
Trade and other receivables	2	4
Cash and cash equivalents	5,722	39,123
Loans and borrowings	(407,535)	-
Trade and other payables	(2,637)	-
	(404,448)	39,127
Forward exchange contracts	407,535	-
Currency exposure	3,087	39,127

Sensitivity Analysis

A strengthening of the following foreign currencies against the functional currencies at the reporting date would increase or decrease the income statement by the amounts shown below. There is no impact on the other components of equity. This analysis assumes that all other variables, in particular interest rates, remain constant and does not take into account the associated tax effects and share of minority interests.

Functional Currencies	Foreign Currencies	Rate of Increase in Foreign Currencies	Profit/(Loss) Before Tax Group $'000	Company $'000
2009				
SGD	USD	0.88%	(1,029)	(1,029)
RMB	USD	1.95%	1,486	-
USD	RMB	1.95%	(41)	-
2008				
SGD	USD	1.18%	355	36
SGD	MYR	3.95%	1,547	1,546
RMB	USD	1.74%	633	-
USD	RMB	1.74%	(34)	-

A weakening of the above foreign currencies against the functional currencies would have an equal but opposite effect.

35. FINANCIAL INSTRUMENTS (cont'd)

b. Market Risk (cont'd)

(ii) **Interest Rate Risk**

The Group's policy is to minimise adverse effects on the financial performance of the Group as a result of changes in market interest rates. The Treasury Department evaluates, recommends and carries out hedge strategies that have been approved by the Executive Committee. The management of interest rate risk is reported and reviewed by the Executive Committee on a monthly basis. To obtain the most favourable overall finance cost, the Group may use interest rate swaps to hedge its interest rate exposure. Apart from cash and cash equivalents, the Group has no other significant interest-bearing assets.

The net fair value loss of interest rate swaps as at 30 June 2009 was $892,000 (2008 : $536,000).

Sensitivity Analysis

An increase in the interest rates from 25 to 169 (2008 : 25 to 169) basis points at the reporting date for the Group's various currencies comprising mainly Singapore dollars, United States dollars, Chinese Renminbi, Malaysian Ringgit and Vietnamese Dong would increase the Group's loss before tax by $5,458,000 (2008 : decrease the Group's profit by $7,915,000) and increase the Company's loss before tax by $1,092,000 (2008 : decrease the Company's profit by $2,995,000). There is no impact on the other components of equity. This analysis assumes that all other variables, in particular foreign currency rates, remain constant and does not take into account the effects of qualifying borrowing costs allowed for capitalisation, the associated tax effects and share of minority interests. A decrease in the interest rates would have an equal but opposite effect.

(iii) **Price Risk**

The Group has available-for-sale investment securities listed in Malaysia.

Sensitivity Analysis

A 6% (2008 : 8%) increase in the equity prices at the reporting date would increase the mark-to-market reserves by $133,000 (2008 : $200,000). A 6% (2008 : 8%) decrease in the equity prices would have equal and opposite effect. This analysis assumes that all other variables remain constant.

c. Credit Risk

The Group's exposure to credit risk is minimal as customers fund their purchases of residential housing units with mortgaged home loans from independent financial institutions.

Transactions involving derivative financial instruments are allowed only with counterparties that are of high credit quality. It is the Group's policy to enter into financial instruments with a diversity of creditworthy local and international financial institutions.

35. FINANCIAL INSTRUMENTS (cont'd)

d. Liquidity Risk

The Group monitors its liquidity risk by actively managing its debt portfolio and operating cash flows to ensure that all refinancing, repayments and funding requirements of the Group's operations are met. The Group maintains a sufficient level of cash and cash equivalents to meet the Group's working capital requirements.

The following are the expected contractual undiscounted cash flows/(outflows) of financial liabilities, including interest payments:-

			Cash flows		
	Carrying amount $'000	Contractual Cash flows $'000	Within 1 year $'000	Within 1 to 5 years $'000	More than 5 years $'000
Group					
2009					
Non-derivative financial liabilities					
Bank loans and borrowings	2,886,532	(3,076,441)	(998,734)	(2,077,707)	-
Trade and other payables*	827,840	(827,840)	(771,048)	(56,663)	(129)
Derivative financial liabilities					
Interest rate swaps (net)	1,428	(5,205)	(3,163)	(2,042)	-
Forward exchange contracts					
- outflow	58,392	(58,613)	(58,613)	-	-
- inflow	(57,697)	57,886	57,886	-	-
	3,716,495	(3,910,213)	(1,773,672)	(2,136,412)	(129)
2008					
Non-derivative financial liabilities					
Bank loans and borrowings	3,032,991	(3,282,844)	(965,809)	(2,315,514)	(1,521)
Trade and other payables*	769,185	(769,185)	(757,021)	(12,049)	(115)
Derivative financial liabilities					
Interest rate swaps (net)	536	(4,119)	(1,916)	(2,203)	-
Forward exchange contracts					
- outflow	435,540	(435,233)	(435,233)	-	-
- inflow	(433,632)	434,704	434,704	-	-
	3,804,620	(4,056,677)	(1,725,275)	(2,329,766)	(1,636)

35. FINANCIAL INSTRUMENTS (cont'd)

d. Liquidity Risk (cont'd)

	Carrying amount $'000	Contractual Cash flows $'000	Cash flows: Within 1 year $'000	Cash flows: Within 1 to 5 years $'000	Cash flows: More than 5 years $'000
Company					
2009					
Non-derivative financial liabilities					
Bank loans and borrowings	1,167,437	(1,234,524)	(745,099)	(489,425)	-
Trade and other payables*	5,007	(5,007)	(5,007)	-	-
Derivative financial liabilities					
Interest rate swaps (net)	2,303	(2,731)	(2,731)	-	-
Forward exchange contracts					
- outflow	58,392	(58,613)	(58,613)	-	-
- inflow	(57,697)	57,886	57,886	-	-
	1,175,442	(1,242,989)	(753,564)	(489,425)	-
2008					
Non-derivative financial liabilities					
Bank loans and borrowings	1,429,510	(1,550,079)	(596,487)	(953,592)	-
Trade and other payables*	11,548	(11,548)	(11,548)	-	-
Derivative financial liabilities					
Interest rate swaps (net)	536	(4,119)	(1,916)	(2,203)	-
Forward exchange contracts					
- outflow	408,381	(408,094)	(408,094)	-	-
- inflow	(406,534)	407,535	407,535	-	-
	1,443,441	(1,566,305)	(610,510)	(955,795)	-

* Excludes excess of progress billings over work-in-progress and derivative financial liabilities.

35. FINANCIAL INSTRUMENTS (cont'd)

e. Fair Values

The aggregate net fair values of financial liabilities, which are not carried at fair value in the balance sheet are represented in the following table:-

	Carrying Amount 2009 $'000	Fair Value 2009 $'000	Carrying Amount 2008 $'000	Fair Value 2008 $'000
Group				
Financial Liabilities (see Note 20)				
Secured				
- S$ floating rate loans	1,006,511	1,016,064	1,256,615	1,262,929
- MYR floating rate loans	260,435	261,012	200,858	201,832
- MYR bank overdraft	1,551	1,551	-	-
- RMB floating rate loan	149,999	151,001	60,439	61,077
Unsecured				
- S$ fixed rate convertible bonds	678,779	621,863	646,975	547,687
- S$ floating rate note	-	-	30,000	30,139
- S$ floating rate loans	430,000	433,009	-	-
- S$ fixed rate notes	115,000	117,247	345,000	348,899
- US$ floating rate loans	173,658	174,996	434,704	437,698
- MYR floating rate loans	69,988	70,077	58,400	58,575
- MYR bank overdrafts	611	611	-	-
	2,886,532	2,847,431	3,032,991	2,948,836
Unrecognised gain		39,101		84,155
Company				
Financial Liabilities (see Note 20)				
Unsecured				
- S$ fixed rate convertible bonds	678,779	621,863	646,975	547,687
- S$ floating rate note	-	-	30,000	30,139
- S$ floating rate loans	200,000	201,980	-	-
- S$ fixed rate notes	115,000	117,247	345,000	348,899
- US$ floating rate loans	173,658	174,996	407,535	410,280
	1,167,437	1,116,086	1,429,510	1,337,005
Unrecognised gain		51,351		92,505

The fair value of the financial instruments is estimated using discounted cash flow analysis on the loan principal, including the interest due on the loans, based on current incremental lending rates for similar instruments at the balance sheet date.

The carrying amounts of cash and cash equivalents, trade and other receivables and trade and other payables approximate their fair values due to the relatively short-term maturity of these financial assets and liabilities.

36. COMMITMENTS

a. The future minimum lease rentals payable under non-cancellable operating leases are as follows:-

	Group	
	2009	**2008**
	$'000	**$'000**
Within 1 year	2,083	2,946
After 1 year but within 5 years	423	2,466
	2,506	5,412

b. The Group leases out its investment properties (see Note 5). The non-cancellable operating lease rentals are receivable as follows:-

	Group	
	2009	**2008**
	$'000	**$'000**
Within 1 year	14,466	17,227
After 1 year but within 5 years	6,764	16,168
	21,230	33,395

c. The commitment in respect of purchase of land by the Group was $3,935,000 in the previous financial year ended 30 June 2008.

d. The commitment in respect of development expenditure contracted but not provided for in the financial statements by the Group was $378,899,000 (2008 : $453,052,000).

e. As at the balance sheet date, the notional principal values of derivative financial instruments are as follows:-

	Group		Company	
	2009	**2008**	**2009**	**2008**
	$'000	**$'000**	**$'000**	**$'000**
Interest rate swaps	200,000	150,000	150,000	150,000
Forward foreign exchange contracts	57,886	434,704	57,886	407,535
	257,886	584,704	207,886	557,535

The maturity dates of these financial instruments are as follows:-

	Group		Company	
	2009	**2008**	**2009**	**2008**
	$'000	**$'000**	**$'000**	**$'000**
Within 1 year	207,886	434,704	207,886	407,535
From 1 to 5 years	50,000	150,000	-	150,000
	257,886	584,704	207,886	557,535

37. CONTINGENT LIABILITIES (UNSECURED)

The significant contingent liabilities of the Group and the Company are as follows:

a. In November 2007, the Group's wholly-owned subsidiary, GuocoLand (China) Limited ("GLC"), completed its acquisition of a 100% interest in Hainan Jing Hao Asset Limited ("Hainan Co"), which in turn held a 90% stake in Beijing Cheng Jian Dong Hua Real Estate Development Company Limited ("CJDH"), the company undertaking the Dongzhimen project in Beijing ("DZM Project"). Todate, an aggregate of Rmb3.22 billion of the purchase consideration of Rmb5.8 billion has been paid to the vendors of the DZM Project, Beijing Beida Jade Bird Company Limited ("BBJB") and its related corporations (collectively, the "vendors"). The balance Rmb2.58 billion has been withheld pending resolution of disputes described hereunder, which had been disclosed by the Company previously.

Construction work on the DZM Project is in progress. Structural works have been completed for the residential, hotel and retail components, and 2 office blocks. The airport terminal and the transportation centre were completed and handed over to the Beijing government in July 2008.

(1) Alleged claims by Shenzhen Development Bank ("SDB") and Agricultural Bank of China ("ABC")

(i) SDB

SDB claims that a loan of Rmb1.5 billion was granted by SDB to certain borrowers. Amongst the security obtained by SDB is a guarantee by Beijing Dong Hua Guang Chang Zhi Ye Co Ltd ("Zhiye"), a related corporation of BBJB. An earlier suit filed by SDB against Zhiye and CJDH in The People's High Court of Beijing ("Beijing Court") was dismissed in December 2007. SDB has initiated another suit directly against CJDH for the recovery of its loan under the Zhiye guarantee ("second SDB suit"). In addition, SDB has filed an appeal against Zhiye and CJDH in respect of the dismissal of the earlier SDB suit ("SDB appeal").

An interim application was made by SDB to the Beijing Court to restrict dealing in the assets of CJDH in the aggregate sum of their claims.

Based on the information available to GLC, CJDH is neither a guarantor nor borrower of the alleged loans of Rmb1.5 billion granted by SDB to borrowers who are third parties apparently unrelated to CJDH. GLC has been advised by its PRC lawyers that the SDB appeal and second SDB suit both have no merits.

Pending hearing of the SDB appeal and the second SDB suit, SDB and BBJB have purportedly entered into a settlement agreement in May 2008 for CJDH to pay Rmb1 billion of the alleged loan to SDB. GLC has been advised by its PRC lawyers that the settlement agreement is void and unenforceable.

(ii) ABC

ABC had claimed that CJDH and its immediate holding company, Hainan Co, are guarantors of a loan of Rmb2 billion owing to ABC by Zhiye. ABC has commenced legal proceedings against Zhiye, CJDH and Hainan Co. BBJB is also a defendant in the ABC proceedings.

ABC has made an interim application to the Beijing Court to restrict dealing in the assets of Zhiye, CJDH and BBJB in the aggregate sum of their claims.

37. CONTINGENT LIABILITIES (UNSECURED) (cont'd)

(ii) ABC (cont'd)

PRC lawyers of GLC are of the view that if CJDH is liable for the loan or any part thereof, GLC is entitled to set off any payment towards the loan against the balance purchase consideration still not paid by GLC.

GLC's PRC lawyers have also advised that the interim applications by SDB and ABC only restrict dealing in the assets of CJDH pending final resolution of the SDB and ABC actions. The interim applications will be expunged once the PRC courts dismiss the SDB and ABC actions.

(2) Hainan Co and CJDH

In April 2008, the Company had disclosed that GLC had received a notice issued by the Hainan Trade Bureau purporting to revert registration in Hainan Co to its original shareholders, being two of the vendors of the DZM Project, allegedly on the grounds that GLC has not paid the requisite consideration for the transfer of Hainan Co to GLC.

GLC has challenged the basis for this notice as the full consideration for the transfer of Hainan Co to GLC, has been paid to the vendors. The Group has taken legal advice on these matters and will strongly defend and protect its 90% interest in the DZM Project. GLC has taken various legal actions which are pending hearing and adjudication before the PRC courts.

As the DZM Project is in Beijing, GLC has consolidated its legal actions which are now before the Beijing Intermediate Court. GLC is seeking, inter alia, for an order as rightful owner that 90% interest in CJDH be transferred to GLC or its nominee. Pending final resolution of the aforesaid legal actions, the Beijing Intermediate Court had granted GLC's application for an asset preservation order in respect of the 90% shareholding in CJDH held by Hainan Co.

GLC has also filed an appeal against the wrongful decision of the Hainan Trade Bureau in reverting registration of its 100% interest in Hainan Co to the original shareholders being two of the vendors of the DZM Project, and the matter is currently before the Hainan High Court.

b. The Company has given guarantees of $230,000,000 (2008 : $27,169,000) to financial institutions in connection with banking facilities granted to a subsidiary.

38. ACCOUNTING ESTIMATES AND JUDGEMENT

a. Key sources of estimation uncertainty

The Group recognises revenue from the sale of properties under development based on the stage of completion method. The stage of completion is measured in accordance with the accounting policy stated in Note 2n(i). Significant assumption is required in determining the stage of completion, the extent of the cost incurred and the estimated total cost. In making the assumption, the Group evaluates by relying on past experience and the work of specialists. Revenue from the sale of properties under development is disclosed in Note 24.

The Group has exposure to income taxes. Significant assumption is required in determining the tax liabilities. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. When the final outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax in the period in which such determination is made. The carrying amount of taxation and deferred taxation is disclosed in the balance sheet.

b. Critical judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, the management is of the opinion that any instances of application of judgements are not expected to have a significant effect on the amounts recognised in the financial statements, apart from those involving estimations and matters disclosed in Note 37.

39. SEGMENT REPORTING

a. Business Segments

The Group comprises the following main business segments:-

Property development	:	Development of residential and commercial properties.
Property investment	:	Holding properties for rental income.
Hotel operations	:	Management and operation of hotels.
Other operations	:	Holding investments in subsidiaries, associates and jointly-controlled entities, provision of management services, operation of oil palm estates and investments in property funds.

b. Geographical Segments

The Group operates principally in Singapore, China and Malaysia.

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. Segment assets are based on the geographical location of the assets.

39. SEGMENT REPORTING (cont'd)

Business Segments

	Property Development $'000	Property Investment $'000	Hotel Operations $'000	Other Operations $'000	Eliminations $'000	Total $'000
Revenue and Expenses						
2009						
Total revenue from external customers	478,554	19,178	10,162	5,118	-	513,012
Inter-segment revenue	4,154	2,054	-	87,279	(93,487)	-
Total revenue	482,708	21,232	10,162	92,397	(93,487)	513,012
Segment results	88,466	(67,170)	(5,675)	66,933	(74,948)	7,606
Unallocated income						2,225
Unallocated expenses						(38,898)
Finance costs						(37,826)
Share of profit/(loss) (net of tax)						
- associates	1,462	-	(2)	5,626	-	7,086
- jointly-controlled entities	(5,504)	17	-	2,816	-	(2,671)
Income tax expense						(16,355)
Loss for the year						(78,833)
2008						
Total revenue from external customers	615,730	23,228	19,598	12,337	-	670,893
Inter-segment revenue	3,736	880	-	115,349	(119,965)	-
Total revenue	619,466	24,108	19,598	127,686	(119,965)	670,893
Segment results	90,882	100,395	2,105	110,014	(125,290)	178,106
Unallocated income						42,590
Unallocated expenses						(5,161)
Finance costs						(39,438)
Share of profit (net of tax)						
- associates	673	-	(3)	10,875	-	11,545
- jointly-controlled entities	884	251	-	5,649	-	6,784
Income tax expense						(29,145)
Profit for the year						165,281

39. SEGMENT REPORTING (cont'd)

Business Segments (cont'd)

	Property Development $'000	Property Investment $'000	Hotel Operations $'000	Other Operations $'000	Total $'000
Assets and Liabilities					
2009					
Segment assets	4,979,035	368,405	88,525	7,743	5,443,708
Interests in associates and jointly-controlled entities	62,618	5,021	293	124,197	192,129
Unallocated assets					224,188
Total assets					5,860,025
Segment liabilities	2,695,027	5,349	11,590	4,933	2,716,899
Unallocated liabilities					
- Bank loans and borrowings					985,599
- Tax					78,155
- Others					14,872
Total liabilities					3,795,525
Other Segment Information					
Capital expenditure	4,147	-	20,094	535	24,776
Depreciation	808	1	2,603	1,037	4,449
Other non-cash expenses	-	-	-	1,637	1,637
2008					
Segment assets	4,918,821	451,103	74,488	9,492	5,453,904
Interests in associates and jointly-controlled entities	63,752	5,061	298	123,754	192,865
Unallocated assets					346,205
Total assets					5,992,974
Segment liabilities	2,764,994	6,842	4,048	63,888	2,839,772
Unallocated liabilities					
- Bank loans and borrowings					956,333
- Tax					59,568
- Others					8,770
Total liabilities					3,864,443
Other Segment Information					
Capital expenditure	21,297	-	1,327	1,207	23,831
Depreciation	565	52	2,159	955	3,731
Other non-cash expenses	85	-	-	-	85

39. SEGMENT REPORTING (cont'd)

Geographical Segments

	Total Revenue from External Customers	
	2009	2008
	$'000	$'000
Singapore	329,498	394,900
The People's Republic of China	131,660	224,137
Malaysia	34,125	51,856
Vietnam	17,729	-
	513,012	670,893

	Segment Assets		Capital Expenditure	
	2009	2008	2009	2008
	$'000	$'000	$'000	$'000
Singapore	2,216,263	2,661,357	243	744
The People's Republic of China	2,662,437	2,297,691	478	485
Malaysia	717,600	660,773	24,039	21,490
Other Regions	39,537	26,948	16	1,112
	5,635,837	5,646,769	24,776	23,831

40. NEW ACCOUNTING STANDARDS AND INTERPRETATIONS NOT YET ADOPTED

The Group has not applied the following accounting standards (including its consequential amendments) and interpretations that have been issued as of the balance sheet date but are not yet effective:-

- FRS 1 (revised 2008) *Presentation of Financial Statements*
- FRS 23 (revised 2007) *Borrowing Costs*
- Amendments to FRS 32 *Financial Instruments: Presentation* and FRS 1 *Presentation of Financial Statements - Puttable Financial Instruments and Obligations Arising on Liquidation*
- Amendments to FRS 39 *Financial Instruments: Recognition and Measurement – Eligible Hedged Items*
- Amendments to FRS 101 *First-time Adoption of Financial Reporting Standards* and FRS 27 *Consolidated and Separate Financial Statements – Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate*
- Amendments to FRS 102 *Share-based Payment – Vesting Conditions and Cancellations*
- FRS 103 (revised) *Business Combinations* and FRS 27 (revised) *Separate and Consolidated Financial Statements*
- Amendments to FRS 107 *Financial Instruments: Disclosures – Improving Disclosures about Financial Instruments*
- FRS 108 *Operating Segments*
- *Improvements to FRSs* 2008
- *Improvements to FRSs* 2009
- INT FRS 116 *Hedges of a Net Investment in a Foreign Operation*
- INT FRS 117 *Distributions of Non-cash Assets to Owners*
- INT FRS 118 *Transfer of Assets from Customers*

40. NEW ACCOUNTING STANDARDS AND INTERPRETATIONS NOT YET ADOPTED (cont'd)

FRS 1 (revised 2008) will become effective for the Group's financial statements for the year ending 30 June 2010. The revised standard requires an entity to present, in a statement of changes in equity, all owner changes in equity. All non-owner changes in equity (i.e. comprehensive income) are required to be presented in one statement of comprehensive income or in two statements (a separate income statement and a statement of comprehensive income). Components of comprehensive income are not permitted to be presented in the statement of changes in equity. In addition, a statement of financial position is required at the beginning of the earliest comparative period following a change in accounting policy, the correction of an error or the reclassification of items in the financial statements. FRS 1 (revised 2008) does not have any impact on the Group's financial position or results.

FRS 23 (revised 2007) will become effective for the Group's financial statements for the year ending 30 June 2010. FRS 23 (revised 2007) removes the option to expense borrowing costs and requires an entity to capitalise borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset as part of the cost of that asset. The Group's current policy to capitalise borrowing costs is consistent with the requirement in the revised FRS 23.

The amendments to FRS 32 and FRS 1 on puttable financial instruments will become effective for the Group's financial statements for the year ending 30 June 2010. The amendments allow certain instruments that would normally be classified as liabilities to be classified as equity if and only if they meet certain conditions. The Group is in the process of assessing the impact of these amendments.

The amendments to FRS 39 on eligible hedged items will become effective for the Group's financial statements for the year ending 30 June 2010. The amendments clarify how the principles that determine whether a hedged risk or portion of cash flows is eligible for designation should be applied in two particular situations: (i) the designation of a one-sided risk in a hedged item; and (ii) the designation of inflation in particular situations. The application of these amendments is not expected to have any significant impact on the Group's financial statements.

The amendments to FRS 101 and FRS 27 on the cost of an investment in a subsidiary, jointly-controlled entity or associate will become effective for the Company's financial statements for the year ending 30 June 2010. The amendments remove the definition of "cost method" currently set out in FRS 27, and instead require an entity to recognise all dividend from a subsidiary, jointly controlled entity or associate as income in its separate financial statements when its right to receive the dividend is established. The application of these amendments is not expected to have any significant impact on the Company's financial statements.

The amendments to FRS 102 on vesting conditions and cancellations will become effective for the Group's financial statements for the year ending 30 June 2010. The amendments clarify the definition of vesting conditions and provide the accounting treatment for non-vesting conditions and cancellations. The application of these amendments is not expected to have any significant impact on the Group's financial statements.

FRS 103 (revised) and FRS 27 (revised) will become effective for the Group's financial statements for the year ending 30 June 2010. FRS 103 (revised) introduces significant changes to the accounting for business combinations both at the acquisition date and post acquisition, and requires greater use of fair values. The revised FRS 103 will be applied prospectively and therefore there will be no impact on prior periods in the Group's financial statements for the year ending 30 June 2010. FRS 27 (revised) requires accounting for changes in ownership interests by the Group in a subsidiary, while maintaining control, to be recognised as an equity transaction. When the Group loses control of a subsidiary, any interest retained in the former subsidiary will be measured at fair value with the gain or loss recognised in profit or loss. The revised FRS 27 is not expected to have a significant impact on the Group's financial statements.

40. NEW ACCOUNTING STANDARDS AND INTERPRETATIONS NOT YET ADOPTED (cont'd)

The amendments to FRS 107 *Financial Instruments: Disclosures – Improving Disclosures about Financial Instruments* will become effective for the Group's financial statements for the year ending 30 June 2010. The amendments require entities to disclose how the fair value of their financial instruments are measured using the 'three-level hierarchy' and to provide additional disclosures about the relative reliability of the fair value measurements. The amendments also require additional disclosure on the nature and extent of liquidity risk arising from financial instruments to which an entity is exposed. These amendments do not have any impact on the Group's financial statements. In addition, in the first year of application, the amendments do not require comparative information to be disclosed.

FRS 108 will become effective for the Group's financial statements for the year ending 30 June 2010. FRS 108, which replaces FRS 14 *Segment Reporting*, requires identification and reporting of operating segments based on internal reports that are regularly reviewed by the entity's chief operating decision maker in order to allocate resources to the segment and to assess its performance. FRS 108 is not expected to have a significant impact on the Group's financial statements.

Improvements to FRSs 2008 will become effective for the Group's financial statements for the year ending 30 June 2010, except for the amendment to FRS 105 *Non-current Assets Held for Sale and Discontinued Operations* which will become effective for the year ending 30 June 2011. *Improvements to FRSs* 2008 contain amendments to numerous accounting standards that result in accounting changes for presentation, recognition or measurement purposes and terminology or editorial amendments. The Group is in the process of assessing the impact of these amendments.

Improvements to FRSs 2009 will become effective for the Group's financial statements for the year ending 30 June 2010 for amendments relating to:-

- FRS 102 *Share-based payment*
- FRS 38 *Intangible assets*
- INT FRS 109 *Reassessment of embedded derivatives*
- INT FRS 116 *Hedges of a net investment in a foreign operation*

Improvements to FRSs 2009 will become effective for the Group's financial statements for the year ending 30 June 2011 for amendments relating to:-

- FRS 1 *Presentation of financial statements*
- FRS 7 *Statement of cash flows*
- FRS 17 *Leases*
- FRS 36 *Impairment of assets*
- FRS 39 *Financial Instruments: Recognition and measurement*
- FRS 105 *Non-current assets held for sale and discontinued operations*
- FRS 108 *Operating segments*

Improvements to FRSs 2009 contain amendments to numerous accounting standards that result in accounting changes for presentation, recognition or measurement and disclosure purposes. The Group is in the process of assessing the impact of these amendments.

INT FRS 116 will become effective for the Group's financial statements for the year ending 30 June 2010. INT FRS 116 provides guidance on identifying foreign currency risks and hedging instruments that qualify for hedge accounting in the hedge of a net investment in a foreign operation. It also explains how an entity should determine the amounts to be reclassified from equity to profit or loss for both the hedging instrument and the hedged item. The application of this Interpretation is not expected to have any significant impact on the Group's financial statements.

40. NEW ACCOUNTING STANDARDS AND INTERPRETATIONS NOT YET ADOPTED (cont'd)

INT FRS 117 will become effective for the Group's financial statements for the year ending 30 June 2011. INT FRS 117 prescribes the accounting treatment of distributions of non-cash assets by an entity to owners. It clarifies that such distributions should be measured at the fair value of the non-cash assets and the difference between the carrying amount and the fair value of non-cash assets to be distributed should be recognised in the profit or loss. INT FRS 117 will be applied prospectively. The application of this Interpretation is not expected to have any significant impact on the Group's financial statements.

INT FRS 118 *Transfers of Assets from Customers* addresses the accounting for certain assets received from customers and applies prospectively to transfers of assets from customers received on or after 1 July 2009. The application of this Interpretation is not expected to have any significant impact on the Group's financial statements.

Other than the standards and interpretations that management is currently assessing and those that management has determined would have an impact as detailed above, including standards dealing with disclosure and presentation, the initial application of these standards (and its consequential amendments) and interpretations is not expected to have any material impact on the Group's financial statements. The Group has not considered the impact of accounting standards issued after the balance sheet date.

Other Information

1. Interested Person Transactions

In addition to the transactions set out in Notes 24, 28 and 33 to the financial statements, the aggregate value of Interested Person Transactions (excluding transactions less than S$100,000) entered into during the financial year is as follows:

Name of interested person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S$100,000)
Hong Leong Group Malaysia	S$5,973,483	N.A.

2. Utilisation of Rights Issue Proceeds

On 30 July 2007, the Company issued 221,882,489 new ordinary shares of the Company ("Rights Shares") at an issue price of $2.50 for each Rights Share, on the basis of one Rights Share for every three existing ordinary shares in the capital of the Company. Net proceeds of approximately $555 million were received. As at 30 June 2009, the net proceeds of $555 million had been fully utilised for the following purposes:-

(i) approximately $250 million to fund the Group's acquisitions and working capital requirements of its various projects in Singapore;

(ii) approximately $18 million to fund the acquisition and working capital requirements of the Group's project in Vietnam; and

(iii) approximately $287 million to fund the Group's acquisitions, refinancing and working capital requirements of its various projects in China.

Shareholding Statistics

As at 8 September 2009

ISSUED AND FULLY PAID-UP CAPITAL : 887,529,957 ORDINARY SHARES
VOTING RIGHTS : 1 VOTE PER SHARE

Size of Shareholdings	No. of Shareholders	No. of Ordinary Shares	% of Ordinary Shares
1 – 999	370	118,514	0.01
1,000 – 10,000	2,978	10,941,673	1.23
10,001 – 1,000,000	542	24,475,004	2.76
1,000,001 & Above	13	851,994,766	96.00
TOTAL	3,903	887,529,957	100.00

TWENTY LARGEST SHAREHOLDERS registered with The Central Depository (Pte) Limited

Name of Shareholders	No. of Ordinary Shares	% of Ordinary Shares
GUOCOLAND ASSETS PTE. LTD.	579,024,320	65.24
UOB KAY HIAN PTE LTD	94,873,254	10.69
HSBC (SINGAPORE) NOMINEES PTE LTD	58,358,379	6.58
CITIBANK NOMINEES S'PORE PTE LTD	35,071,836	3.95
KWEK LENG HAI	26,468,186	2.98
HL BANK NOMINEES (S) PTE LTD	25,930,816	2.92
DBSN SERVICES PTE LTD	12,262,367	1.38
UNITED OVERSEAS BANK NOMINEES PTE LTD	9,117,319	1.03
DBS NOMINEES PTE LTD	5,710,015	0.64
ASDEW ACQUISITIONS PTE LTD	1,921,000	0.22
KIM ENG SECURITIES PTE. LTD.	1,201,570	0.14
OCBC NOMINEES SINGAPORE PTE LTD	1,051,704	0.12
MORGAN STANLEY ASIA (S'PORE) SECURITIES PTE LTD	1,004,000	0.11
ANG JWEE HERNG	869,000	0.10
RAFFLES NOMINEES PTE LTD	696,397	0.08
BNP PARIBAS NOMINEES S'PORE PTE LTD	674,498	0.08
OCBC SECURITIES PRIVATE LTD	568,534	0.06
CIMB-GK SECURITIES PTE. LTD.	562,904	0.06
ING NOMINEES (S'PORE) PTE LTD	554,999	0.06
DB NOMINEES (S) PTE LTD	450,250	0.05
TOTAL	856,371,348	96.49

SHAREHOLDING IN THE HANDS OF THE PUBLIC AS AT 8 SEPTEMBER 2009

The percentage of shareholding in the hands of the public was approximately 15.83% of the total number of the issued and fully paid-up ordinary shares of the Company.

The Company has complied with Rule 723 of the SGX-ST Listing Manual which requires that at least 10% of the total number of issued shares (excluding preference shares and convertible equity securities) in a class that is listed is at all times held by the public.

Shareholding Statistics

As at 8 September 2009

SUBSTANTIAL SHAREHOLDERS AS PER REGISTER OF SUBSTANTIAL SHAREHOLDERS AS AT 8 SEPTEMBER 2009

	Substantial Shareholders	Direct Interest No. of Shares	Deemed Interest No. of Shares
1.	GuocoLand Assets Pte. Ltd.	577,150,320	-
2.	Fairbury Pte Ltd#	58,618,300	-
3.	Guoco Group Limited	-	*577,150,320
4.	GuoLine Overseas Limited	-	*577,150,320
5.	GuoLine Capital Assets Limited	-	**603,070,309
6.	Hong Leong Company (Malaysia) Berhad	-	**603,070,309
7.	HL Holdings Sdn Bhd	-	**603,070,309
8.	Hong Leong Investment Holdings Pte Ltd	-	**603,070,309
9.	Quek Leng Chan	20,062,965	**603,070,309

* deemed interest arising through GuocoLand Assets Pte. Ltd. by virtue of the operation of Section 7 of the Companies Act, Cap 50.

** deemed interest arising through GuocoLand Assets Pte. Ltd. and a company in which the substantial shareholder has interest by virtue of the operation of Section 7 of the Companies Act, Cap 50.

Trust established in respect of GuocoLand Limited Executives' Share Option Scheme.

GuocoLand Limited

Company Registration Number: 197600660W
(Incorporated in the Republic of Singapore)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 33rd Annual General Meeting of GuocoLand Limited will be held at 80 Raffles Place #25-01 UOB Plaza 1, Singapore 048624 on Friday, 16 October 2009 at 9.30 am for the following purposes:-

As Ordinary Business

1. To lay before the Meeting the Directors' Report and Audited Accounts of the Company for the financial year ended 30 June 2009.

2. To declare a First and Final Tax-Exempt (One-Tier) Dividend of 5 cents per ordinary share for the financial year ended 30 June 2009. **Resolution 1**

3. To approve Directors' fees of $327,000 for the financial year ended 30 June 2009. **Resolution 2**

4. To re-elect the following Directors retiring in accordance with the Company's Articles of Association:-

   Mr Sat Pal Khattar; **Resolution 3**

   Mr Quek Chee Hoon; and **Resolution 4**

   Mr Timothy Teo Lai Wah – who was appointed during the year. **Resolution 5**

   (Mr Teo will upon re-election as a Director of the Company, remain as a member of the Audit Committee and Nominating Committee. Mr Teo is considered as an Independent Director by the Nominating Committee.)

5. To re-appoint Mr Goh Yong Hong, who retires pursuant to Section 153(6) of the Companies Act, Cap. 50, as Director of the Company to hold such office until the next Annual General Meeting of the Company. **Resolution 6**

   (Mr Goh will upon re-appointment as a Director of the Company, remain as a member of the Audit Committee. Mr Goh is considered as an Independent Director by the Nominating Committee.)

6. To re-appoint Messrs KPMG LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**

Notice of Annual General Meeting

As Special Business

7. To consider and if thought fit, to pass the following Ordinary Resolutions:-

7.1 Authority to Issue Shares

(a) "That approval be and is hereby given to the Directors to offer and grant options under the GuocoLand Limited Executives' Share Option Scheme 2008 (the "Scheme") and to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of options under the Scheme, provided that the aggregate number of shares to be issued when added to the number of shares issued and transferred and is suable and transferrable in respect of all options under the Scheme, shall not exceed fifteen per cent (15%) of the total number of issued shares of the Company (excluding treasury shares) on the day preceding that date ("Scheme Limit"), provided that for so long as the Company is a subsidiary of Guoco Group Limited ("GGL") and GGL is listed on the Hong Kong Stock Exchange ("HKSE") but subject always to the Scheme Limit: **Resolution 8(a)**

(aa) the aggregate number of new shares over which the Scheme committee may grant options on any date, when added to the number of new shares issued and issuable in respect of all options granted under the Scheme, shall not exceed ten per cent (10%) of the total number of issued shares at the date that the Scheme was approved by shareholders of the Company in a general meeting or was approved by the shareholders of GGL in a general meeting, whichever is the later, or such other limit as may be prescribed or permitted by the HKSE from time to time ("HKSE Listing Rules Limit");

(bb) the HKSE Listing Rules Limit may upon the approval of the shareholders of GGL where required, be exceeded or increased; and

(cc) that the aggregate number of shares to be offered to certain employees collectively and individually during the duration of the Scheme (subject to adjustments, if any, made under the Scheme) shall not exceed such limits or (as the case may be) sub-limits as may be prescribed in the Scheme."

(b) "That notwithstanding Resolution 8(a), approval be and is hereby given to the Directors, pursuant to Section 161 of the Companies Act, Cap. 50, to issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per cent (10%) of the issued share capital of the Company for the time being." **Resolution 8(b)**

Notice of Annual General Meeting

7.2 Renewal of Share Purchase Mandate **Resolution 8(c)**

(a) "That for the purposes of the Companies Act, Chapter 50 (the "Companies Act"), the exercise by the Directors of the Company of all powers of the Company to purchase or otherwise acquire ordinary shares in the issued share capital of the Company ("Shares") not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

(i) market purchases (each a "Market Purchase") on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and / or

(ii) off-market purchases (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");

(b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:

(i) the date on which the next annual general meeting of the Company is held; or

(ii) the date by which the next annual general meeting of the Company is required by law to be held;

(c) in this Resolution:

"Prescribed Limit" means ten per cent (10%) of the issued ordinary share capital of the Company as at the date of the passing of this Resolution; and

"Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

(i) in the case of a Market Purchase, five per cent (5%) above the average of the closing market prices of the Shares over the five (5) market days, on which transactions in the Shares were recorded, before the day on which the market purchase was made by the Company, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) market days; and

(ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, twenty per cent (20%) above the average of the closing market prices of the Shares over the five (5) market days on which transactions in the Shares were recorded before the day on which the Company makes an announcement of an offer under an Off-Market Purchase scheme; and

(d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and / or authorised by this Resolution."

Notice of Annual General Meeting

8. To transact any other business of an Annual General Meeting of which due notice shall have been given.

By Order of the Board

Dawn Pamela Lum
Group Company Secretary

30 September 2009
Singapore

Notes:
A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or two proxies to attend and vote instead of him/her. A proxy need not be a member of the Company. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 20 Collyer Quay #20-01 Tung Centre, Singapore 049319 not less than 48 hours before the time set for holding the Meeting.

Notes to Special Business:
Resolution 8(a) is to empower the Directors to issue shares pursuant to the GuocoLand Limited Executives' Share Option Scheme 2008 which was approved at the Extraordinary General Meeting of the Company held on 17 October 2008.

Resolution 8(b) is to empower the Directors to issue shares in the Company up to an amount not exceeding ten per cent (10%) of the issued share capital of the Company for the time being. This approval will expire at the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting of the Company is required to be held, whichever is earlier. The Directors would only issue shares under the resolution where they consider it appropriate and in the interests of the Company to do so.

Resolution 8(c) is to renew the Share Purchase Mandate as described in the Circular to shareholders dated 30 September 2009 ("the Circular") which will, unless revoked or varied by the Company at a General meeting, continue in force until the next Annual General Meeting of the Company is held or is required by law to be held, whichever is earlier. This ordinary resolution, if passed will authorise the Directors of the Company to make purchases or otherwise acquire issued ordinary shares in the capital of the Company pursuant to and in accordance with the guidelines as set out in the Circular.

GuocoLand Limited

Company Registration Number: 197600660W
(Incorporated in the Republic of Singapore)

PROXY FORM - ANNUAL GENERAL MEETING

IMPORTANT

1. For investors who have used their CPF monies to buy shares of GuocoLand Limited, this Annual Report is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF investors who wish to attend the AGM as OBSERVERS have to submit their requests through their respective CPF Approved Nominees so that their CPF Approved Nominees may register with the Company Secretary of GuocoLand Limited.

*I/We _____

of _____

being a *member/members of GuocoLand Limited (the "Company"), hereby appoint:

Name	Address	NRIC/ Passport Number	Proportion of Shareholdings (%)

*and/or

or, failing *him/her, the Chairman of the 33rd Annual General Meeting ("AGM") of the Company as *my/our *proxy/proxies to vote for *me/us on *my/our behalf at the AGM to be held on Friday, 16 October 2009 at 9.30 am and at any adjournment thereof. *I/We direct *my/our *proxy/proxies to vote for or against the Resolutions to be proposed at the AGM as indicated hereunder. If no specific indication as to voting is given, the *proxy/proxies may vote or abstain from voting at *his/her discretion, as *he/she will on any other matter arising at the AGM. If no person is named in the space above, the Chairman of the Meeting shall be *my/our *proxy/proxies to vote, for or against the Resolutions to be proposed at the AGM, as indicated below, for *me/us and on *my/our behalf at the AGM and at any adjournment thereof.

Please indicate with a tick (√) in the spaces provided whether you wish your vote(s) to be cast "For" or "Against" the Resolutions as set out in the Notice of the AGM. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit.

AS ORDINARY BUSINESS			
No.	**Resolution**	**For**	**Against**
1	To declare a First and Final Tax-Exempt (One-Tier) Dividend		
2	To approve Directors' fees		
3	To re-elect Mr Sat Pal Khattar as a Director		
4	To re-elect Mr Quek Chee Hoon as a Director		
5	To re-elect Mr Timothy Teo Lai Wah as a Director		
6	To re-appoint Mr Goh Yong Hong as a Director		
7	To re-appoint Messrs KPMG LLP as auditors of the Company and to authorise the Directors to fix their remuneration		
AS SPECIAL BUSINESS			
No.	**Resolution**	**For**	**Against**
8(a)	To authorise the Directors to grant options and issue shares under the GuocoLand Limited Executives' Share Option Scheme 2008		
8(b)	To authorise the Directors to issue shares in the Company		
8(c)	Renewal of Share Purchase Mandate		

Signed this _____ day of _____ 2009.

Total Number of Ordinary Shares Held	
a. CDP Register of Shareholders	
b. Register of Members	

_____

Signature(s) of member(s)/common seal

*** delete as appropriate**

FOLD HERE

AFFIX
STAMP
HERE

Company Secretary
GuocoLand Limited
20 Collyer Quay
#20-01 Tung Centre
Singapore 049319

FOLD HERE

NOTES TO PROXY FORM

1. Please insert the total number of shares held by you. If you have Shares entered against your name in the Depository Register, you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this form of proxy will be deemed to relate to all the ordinary shares in the capital of the Company registered in your name(s).

2. A member entitled to attend and vote at a Meeting of the Company is entitled to appoint one or two proxies to attend and vote instead of him.

3. The instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at 20 Collyer Quay #20-01 Tung Centre, Singapore 049319 not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

4. Where a member appoints two proxies, the percentage of the shareholding represented by each such appointee should be specified. If no percentage is specified, the first named appointee shall be deemed to represent 100% of the shareholding and any second named appointee shall be deemed to be an alternate to the first named.

5. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.

6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Chapter 50. A copy of the said resolution, certified as true by an authorised officer of the Corporation, shall be affixed to the instrument of proxy.

7. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of members whose Shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have Shares entered against their names in the Depository Register 48 hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.