GuocoLand Limited

Statement Pursuant to SGX Listing Rule 705(4) of the Listing Manual

The Directors confirm that, to the best of their knowledge, nothing has come to the attention of the Board of Directors which may render the unaudited interim consolidated financial results of GuocoLand Limited for the first quarter ended 30 September 2010, to be false or misleading in any material respect.

On behalf of the Board of Directors

Sat Pal Khattar
Chairman

Quek Chee Hoon
Group President &
Chief Executive Officer

Singapore
15 October 2010

GuocoLand Limited
(REG. NO. 197600660W)

UNAUDITED FIRST QUARTER FINANCIAL STATEMENT ANNOUNCEMENT FOR THE PERIOD ENDED 30 SEPTEMBER 2010

1(a) An income statement (for the Group) together with a comparative statement for the corresponding period of the immediately preceding financial year.

	Group First Quarter Ended 30/09/2010 S$'000	Group First Quarter Ended 30/09/2009 S$'000	Increase/ (Decrease) %
Revenue	109,896	95,697	15
Cost of sales	(76,632)	(64,043)	20
Gross profit	33,264	31,654	5
Other income	6,113	10,566	(42)
Administrative expenses	(13,383)	(9,661)	39
Other expenses	(4,912)	(3,174)	55
Finance costs	(5,464)	(9,798)	(44)
Share of profit (net of income tax)			
- associates	632	615	3
- jointly-controlled entities	2,995	889	237
Profit before income tax	19,245	21,091	(9)
Income tax expense	(5,657)	(7,574)	(25)
Profit for the period	13,588	13,517	1
Attributable to:			
Owners of the Company	**13,448**	**12,371**	**9**
Non-controlling interests	140	1,146	(88)
Profit for the period	13,588	13,517	1

1(a)(i) Breakdown and explanatory notes to the income statement:-

	Group First Quarter Ended 30/09/2010 S$'000	Group First Quarter Ended 30/09/2009 S$'000	Increase/ (Decrease) %
Other income including interest income	954	1,567	(39)
Depreciation of property, plant and equipment	(2,062)	(1,210)	70
Gain on disposal of property, plant and equipment	47	11	N/M
Writeback of provision for foreseeable losses on development properties	-	279	(100)
Mark-to-market loss on derivative financial instruments	(2,696)	(2,423)	11
Net foreign exchange gain	3,349	7,464	(55)

N/M : Not meaningful.

1(b)(i) A balance sheet (for the issuer and Group), together with a comparative statement as at the end of the immediately preceding financial year.

	Group As At 30/09/2010 S$'000	Group As At 30/06/2010 S$'000	Company As At 30/09/2010 S$'000	Company As At 30/06/2010 S$'000
Non-current assets				
Property, plant and equipment	229,590	236,222	-	-
Investment properties	427,229	427,545	-	-
Interests in subsidiaries	-	-	2,395,496	2,429,910
Interests in associates and jointly-controlled entities	197,286	194,377	8,301	8,634
Amounts due from non-controlling interests	1,864	1,939	-	-
Investment securities	2,378	2,155	-	-
Deferred tax assets	8,440	8,970	-	-
	866,787	871,208	2,403,797	2,438,544
Current assets				
Inventories	3,937,700	3,946,237	-	-
Trade and other receivables	271,551	240,967	365	493
Cash and cash equivalents	479,352	656,432	675	458
	4,688,603	4,843,636	1,040	951
Total assets	**5,555,390**	**5,714,844**	**2,404,837**	**2,439,495**
Equity attributable to Owners of the Company				
Share capital	1,394,047	1,394,047	1,394,047	1,394,047
Reserves	562,462	619,226	183,763	183,890
	1,956,509	2,013,273	1,577,810	1,577,937
Non-controlling interests	125,903	126,944	-	-
Total equity	2,082,412	2,140,217	1,577,810	1,577,937
Non-current liabilities				
Amounts due to subsidiaries	-	-	132,093	131,065
Interest bearing loans and borrowings	1,507,162	1,428,753	363,317	359,704
Deferred tax liabilities	44,933	42,563	-	-
	1,552,095	1,471,316	495,410	490,769
Current liabilities				
Trade and other payables	812,909	856,258	1,417	2,536
Interest bearing loans and borrowings	1,048,115	1,186,239	316,855	354,908
Current tax payable	59,859	60,814	13,345	13,345
	1,920,883	2,103,311	331,617	370,789
Total liabilities	3,472,978	3,574,627	827,027	861,558
Total equity and liabilities	**5,555,390**	**5,714,844**	**2,404,837**	**2,439,495**

1(b)(ii) Aggregate amount of Group's borrowings and debt securities.

Amount repayable in one year or less, or on demand

As at 30/09/2010 (S$'000)		As at 30/06/2010 (S$'000)	
Secured	Unsecured	Secured	Unsecured
163,572	884,543	203,455	982,784

Amount repayable after one year

As at 30/09/2010 (S$'000)		As at 30/06/2010 (S$'000)	
Secured	Unsecured	Secured	Unsecured
1,040,844	466,318	1,016,026	412,727

Details of any collateral

The Group's assets pledged/mortgaged to secure loan facilities granted to the Group are as follows:-

	Group As At 30/09/2010 S$'000	**Group As At 30/06/2010 S$'000**
At carrying amounts:-		
Property, plant and equipment	173,616	179,372
Investment properties	73,413	73,525
Inventories	2,168,805	2,158,357

1(c) A cash flow statement (for the Group), together with a comparative statement for the corresponding period of the immediately preceding financial year.

	Group First Quarter Ended 30/09/2010 S$'000	Group First Quarter Ended 30/09/2009 S$'000
Operating activities		
Profit before income tax	19,245	21,091
Adjustments for:-		
Amortisation of transaction costs of convertible bonds	128	335
Depreciation of property, plant and equipment	2,062	1,210
Gain on disposal of property, plant and equipment	(47)	(11)
Share of profit of associates and jointly-controlled entities (net of income tax)	(3,627)	(1,504)
Finance costs	5,464	9,798
Interest income	(954)	(1,567)
Writeback of allowance for foreseeable losses on development properties	-	(279)
Mark-to-market loss on derivative financial instruments	2,696	2,423
Value of employee services received for issue of share options	579	623
	6,301	11,028
Operating profit before working capital changes	25,546	32,119
Changes in working capital:-		
Inventories	(66,723)	116,412
Trade and other receivables	(38,049)	(47,379)
Trade and other payables	(6,000)	9,985
	(110,772)	79,018
Cash from operations	(85,226)	111,137
Income taxes paid	(1,640)	(1,011)
Consideration received upon exercise of share options	-	7,564
Cash flows from operating activities	(86,866)	117,690
Investing activities		
Proceeds from disposal of property, plant and equipment	97	44
Purchase of property, plant and equipment	(1,205)	(1,000)
Increase in investment properties under development	(381)	(208)
Dividends received from associates	1,086	-
Interests in associates and jointly-controlled entities	(2,071)	974
Cash flows from investing activities	(2,474)	(190)

	Group First Quarter Ended 30/09/2010 S$'000	Group First Quarter Ended 30/09/2009 S$'000
Financing activities		
Interest paid	(19,350)	(15,639)
Interest received	1,656	1,544
Fixed deposits pledged	1,331	(60)
Proceeds from loans and borrowings	155,418	242,033
Repayment of bank loans	(208,163)	(17,966)
Cash flows flow financing activities	(69,108)	209,912
Net (decrease)/increase in cash and cash equivalents	(158,448)	327,412
Cash and cash equivalents at beginning of the period	649,819	577,687
Exchange differences on translation of balances held in foreign currency	(17,508)	(12,139)
Cash and cash equivalents at end of the period	473,863	892,960

Cash and cash equivalents comprise cash in hand, bank balances and deposits with financial institutions. For the purpose of the consolidated statement of cash flow, cash and cash equivalents exclude cash collaterals and are presented net of bank overdrafts which are payable on demand and form an integral part of the Group's cash management.

For the first quarter ended 30 September 2010, net cash of $86.9 million was used in the Group's operating activities, mainly towards working capital requirements.

1(d) Consolidated Statement of Comprehensive Income

	Group First Quarter Ended 30/09/2010 S$'000	Group First Quarter Ended 30/09/2009 S$'000	Increase/ (Decrease) %
Profit for the period	13,588	13,517	1
Other comprehensive income/(expense):			
Translation differences relating to financial statements of foreign subsidiaries and associates	(19,298)	(14,170)	36
Exchange differences on monetary items forming part of net investments in foreign subsidiaries and associates	(52,912)	(27,993)	89
Change in fair value of available-for-sale securities	238	349	(32)
Other comprehensive income/(expense) for the period, net of income tax	(71,972)	(41,814)	72
Total comprehensive income/(expense) for the period	(58,384)	(28,297)	106
Attributable to:			
Owners of the Company	(57,343)	(27,967)	105
Non-controlling interests	(1,041)	(330)	215
Total comprehensive income/(expense) for the period	(58,384)	(28,297)	106

1(e)(i) A statement (for the issuer and Group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

	Share Capital $'000	Other Reserves* $'000	Accumulated Profits $'000	Total $'000	Non-Controlling Interests $'000	Total Equity $'000
Group						
At 1 July 2010	**1,394,047**	**(78,434)**	**697,660**	**2,013,273**	**126,944**	**2,140,217**
Profit for the period	-	-	13,448	13,448	140	13,588
Other comprehensive income/(expense)						
Translation differences relating to financial statements of foreign subsidiaries and associates	-	(18,027)	-	(18,027)	(1,271)	(19,298)
Exchange differences on monetary items forming part of net investments in foreign subsidiaries and associates	-	(52,926)	-	(52,926)	14	(52,912)
Change in fair value of available-for-sale securities	-	162	-	162	76	238
Total other comprehensive income/(expense), net of income tax	-	(70,791)	-	(70,791)	(1,181)	(71,972)
Total comprehensive income/(expense) for the year, net of income tax	**-**	**(70,791)**	**13,448**	**(57,343)**	**(1,041)**	**(58,384)**
Transactions with owners, recorded directly in equity						
Value of employee services received for issue of share options	-	579	-	579	-	579
Total transactions with owners	-	579	-	579	-	579
At 30 September 2010	**1,394,047**	**(148,646)**	**711,108**	**1,956,509**	**125,903**	**2,082,412**

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

	Share Capital $'000	Other Reserves* $'000	Accumulated Profits $'000	Total $'000	Non-Controlling Interests $'000	Total Equity $'000
Group						
At 1 July 2009	**1,394,047**	**(27,342)**	**576,977**	**1,943,682**	**120,818**	**2,064,500**
Profit for the period	-	-	12,371	12,371	1,146	13,517
Other comprehensive income/(expense)						
Translation differences relating to financial statements of foreign subsidiaries and associates	-	(12,580)	-	(12,580)	(1,590)	(14,170)
Exchange differences on monetary items forming part of net investments in foreign subsidiaries and associates	-	(27,995)	-	(27,995)	2	(27,993)
Change in fair value of available-for-sale securities	-	237	-	237	112	349
Total other comprehensive income/(expense), net of income tax	-	(40,338)	-	(40,338)	(1,476)	(41,814)
Total comprehensive income/(expense) for the year, net of income tax	**-**	**(40,338)**	**12,371**	**(27,967)**	**(330)**	**(28,297)**
Transactions with owners, recorded directly in equity						
Transfer of shares to employees upon exercise of share options	-	10,058	-	10,058	-	10,058
Value of employee services received for issue of share options	-	623	-	623	-	623
Excess of purchase cost over consideration received from employees upon exercise of share options	-	(2,494)	-	(2,494)	-	(2,494)
Total transactions with owners	-	8,187	-	8,187	-	8,187
At 30 September 2009	**1,394,047**	**(59,493)**	**589,348**	**1,923,902**	**120,488**	**2,044,390**

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

	Share Capital $'000	Reserves for Own Shares $'000	Share Option Reserve $'000	Capital Reserve $'000	Accumulated Profits $'000	Total Equity $'000
Company						
At 1 July 2010	**1,394,047**	**(123,912)**	**13,457**	**29,193**	**265,152**	**1,577,937**
Loss for the period	-	-	-	-	(706)	(706)
Total comprehensive expense for the year, net of income tax	**-**	**-**	**-**	**-**	**(706)**	**(706)**
Value of employee services received for issue of share options	-	-	579	-	-	579
Total transactions with owners	-	-	579	-	-	579
At 30 September 2010	**1,394,047**	**(123,912)**	**14,036**	**29,193**	**264,446**	**1,577,810**
At 1 July 2009	**1,394,047**	**(139,284)**	**10,107**	**62,094**	**183,262**	**1,510,226**
Loss for the period	-	-	-	-	(1,439)	(1,439)
Total comprehensive expense for the year, net of income tax	**-**	**-**	**-**	**-**	**(1,439)**	**(1,439)**
Transactions with owners, recorded directly in equity						
Transfer of shares to employees upon exercise of share options	-	10,058	-	-	-	10,058
Value of employee services received for issue of share options	-	-	623	-	-	623
Excess of purchase cost over consideration received from employees upon exercise of share options	-	-	-	(2,494)	-	(2,494)
Total transactions with owners	-	10,058	623	(2,494)	-	8,187
At 30 September 2009	**1,394,047**	**(129,226)**	**10,730**	**59,600**	**181,823**	**1,516,974**

1(e)(ii) Details of any changes in the Company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year. A statement showing all sales, transfers, disposal, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

		First Quarter Ended 30/09/2010
(a)	Issued and fully paid ordinary shares (S$'000):-	
	At 1 July and 30 September 2010	1,394,047
(b)	Issue of Executives' share options:-	
	At 1 July 2010	34,436,750
	Lapsed	(2,000,000)
	At 30 September 2010	32,436,750

		As At 30/09/2010	As At 30/09/2009
(c)	No. of shares that would be issued on exercise of all share options and assumed conversion of convertible bonds outstanding at end of the period	96,391,716	165,146,428
	Less : No. of shares that would be transferred by the Trust to eligible employees to satisfy the outstanding share options under the Executives' Share Option Scheme ("ESOS")	(32,436,750)	(39,851,350)
		63,954,966	125,295,078

		As At 30/09/2010	As At 30/06/2010
(d)	No. of issued ordinary shares	887,529,957	887,529,957
	Less : No. of shares acquired by the Trust for ESOS	(55,203,700)	(55,203,700)
		832,326,257	832,326,257

		As At 30/09/2010
(e)	No. of shares acquired by the Trust for ESOS:-	
	At 1 July and 30 September 2010	55,203,700

2. Whether the figures have been audited or reviewed and in accordance with which auditing standard or practice.

The figures have neither been audited nor reviewed by our auditors.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).

Not applicable.

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.

Except as disclosed in Section 5 below, the Group has applied the same accounting policies and methods of computation in the financial statements for the current financial period as those applied in the most recently audited financial statements of the Group for the financial year ended 30 June 2010.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.

The Group adopted various new/revised Financial Reporting Standards ("FRS") and Interpretations of FRSs ("INT FRS") which took effect for financial year beginning 1 July 2010. The adoption of these new/revised FRS and INT FRS did not result in any significant impact on the financial statements of the Group.

6. Earnings per ordinary share of the Group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.

		Group First Quarter Ended 30/09/2010	Group First Quarter Ended 30/09/2009
Earnings per ordinary share for the period based on the Group's net profit:-			
a.	Based on weighted average number of ordinary shares in issue after adjusting for the shares held by the Trust for Executives' Share Option Scheme (cents)	1.62	1.50
	Weighted average number of ordinary shares ('000)	832,326	825,355
b.	On a fully diluted basis (cents)	1.62	1.49
	Adjusted weighted average number of ordinary shares ('000)*	832,326	828,491

* The Group's net profit and weighted average number of ordinary shares have been adjusted for the dilutive effect of potential ordinary shares arising from the exercise of outstanding share options and conversion of convertible bonds. The share options and convertible bonds were anti-dilutive for the period ended 30 September 2010.

7. Net asset value (for the issuer and Group) per ordinary share based on issued share capital of the issuer at the end of the:-

(a) current financial period reported on; and

(b) immediately preceding financial year.

	Group As At 30/09/2010 S$	Group As At 30/06/2010 S$	Company As At 30/09/2010 S$	Company As At 30/06/2010 S$
Net asset value per ordinary share based on existing issued share capital after adjusting for the shares held by the Trust for Executives' Share Option Scheme	2.35	2.42	1.90	1.90

8. A review of the performance of the Group, to the extent necessary for a reasonable understanding of the Group's business. It must include a discussion of the following:-

(a) any significant factors that affected the turnover, costs and earnings of the Group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and

(b) any material factors that affected the cash flow, working capital, assets or liabilities of the Group during the current financial period reported on.

(i) Income Statement

The Group achieved revenue of $109.9 million for the first quarter ended 30 September 2010, 15% higher than $95.7 million in the previous corresponding period. Profit attributable to shareholders improved by 9% to $13.4 million.

The higher revenue was mainly due to progress in the construction of well-received residential development projects such as Goodwood Residence, Sophia Residence and Elliot at the East Coast in Singapore. The increase was offset by lower revenue contribution from development projects in China, such as Nanjing Ascot Park and SOHO units in GuoSon Centre Shanghai Changfeng, as compared with the previous corresponding period.

Other income decreased by 42% to $6.1 million. This was mainly the result of a lower net foreign exchange gain in the first quarter ended 30 September 2010 as compared with the previous corresponding period.

Administrative expenses increased by 39% as compared with the previous corresponding period. This was mainly due to increased staff and other administrative expenses to support the Group's operations in China. Guoman Hotel Shanghai opened for business in July 2010.

Finance costs decreased to $5.5 million from $9.8 million mainly due to lower loans and borrowings.

Share of profit from jointly-controlled entities increased to $3.0 million mainly due to profit from the sale of land by one of the Group's jointly-controlled entities in Malaysia.

(ii) Balance sheet

The Group's shareholders' equity decreased by 3% to $1.96 billion as at 30 September 2010. Profit recorded for the quarter ended 30 September 2010 was offset by foreign currency translation losses on the Group's China operations as a result of the depreciation of Chinese Renminbi against Singapore dollar.

Trade and other receivables increased by $30.6 million to $271.6 million as at 30 September 2010 due to tender deposits placed for land tender activites in China. The increase was offset by decrease from trade receivables arising from sales proceeds collected from the Singapore and China projects.

Total loans and borrowings decreased by $59.7 million to $2.56 billion as at 30 September 2010, mainly due to repayment of loans.

(iii) Current developments

As announced on 29 September 2010, the Group has tendered successfully in the proportion of 50:50 with Guoco Group Limited for a land parcel (the "Site") known as Plot 9 in Changfeng, Shanghai. The Site is situated within the Changfeng Ecological Business District, in the Putuo District of Shanghai. It has close proximity to subway lines which offer connectivity to Shanghai city centre and other cities including Hangzhou, Nanjing and Beijing.

With regard to the acquisition of the Dongzhimen project ("DZM Project") in Beijing, various legal actions taken by GuocoLand (China) Limited, the Group's wholly-owned subsidiary, to defend and protect its 90% interest in the DZM Project are pending hearing and/or adjudication before PRC courts. Further details are set out in Note 37 of the Financial Statements in the Company's Annual Report 2010.

9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.

Nil.

10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the Group operates and any known factors or events that may affect the Group in the next reporting period and the next 12 months.

Healthy growth was experienced by Singapore and China markets. Whilst pursuing attractive opportunities, the Group remains mindful and cautious of the inherent risks.

The Company's proposed renounceable rights issue of shares announced on 27 August 2010 has been approved by shareholders during the Extraordinary General Meeting held today. The net proceeds from the rights issue is expected to be approximately S$532 million. The Company intends to use the net proceeds to fund potential acquisitions, reduce bank borrowings and for other general corporate and working capital purposes.

11. Dividend

(a) ***Current Financial Period Reported On***

No dividend was declared for the current financial period reported on.

(b) ***Corresponding Period of the Immediately Preceding Financial Year***

No dividend was declared for the corresponding period of the immediately preceding financial year.

(c) Date payable

Not applicable.

(d) Books closure date

Not applicable.

BY ORDER OF THE BOARD

Dawn Pamela Lum
Group Company Secretary
15 October 2010