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GUOCO GROUP LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 53)

OVERSEAS REGULATORY ANNOUNCEMENT

(This overseas regulatory announcement is issued pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.)

Please refer to the attached announcement on the next page.

The board of directors of Guoco Group Limited currently comprises Mr. Quek Leng Chan as Executive Chairman; Mr. Kwek Leng Hai as President, CEO; Mr. Tan Lim Heng, Mr. James Eng, Jr. and Mr. Ding Wai Chuen as executive directors; Mr. Kwek Leng San as non-executive director and Mr. Sat Pal Khattar, Mr. Volker Stoeckel and Mr. Roderic N. A. Sage as independent non-executive directors.

[Print this page](#)**FIRST QUARTER * FINANCIAL STATEMENT AND DIVIDEND ANNOUNCEMENT**** Asterisks denote mandatory information*

Name of Announcer *	GUOCOLAND LIMITED
Company Registration No.	197600660W
Announcement submitted on behalf of	GUOCOLAND LIMITED
Announcement is submitted with respect to *	GUOCOLAND LIMITED
Announcement is submitted by *	DAWN PAMELA LUM
Designation *	GROUP COMPANY SECRETARY
Date & Time of Broadcast	16-Oct-2009 17:56:12
Announcement No.	00119

>> ANNOUNCEMENT DETAILS*The details of the announcement start here ...*

For the Financial Period Ended *	30-09-2009
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Attachments

 [SGX-Sep09.pdf](#)
 Total size = **402K**
 (2048K size limit recommended)

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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 2009, 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
16 October 2009



UNAUDITED FIRST QUARTER FINANCIAL STATEMENT ANNOUNCEMENT FOR THE PERIOD ENDED 30 SEPTEMBER 2009

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 30/09/2009 S\$'000	Group First Quarter Ended 30/09/2008 S\$'000	Increase/ (Decrease) %
Revenue	95,697	153,106	(37)
Cost of sales	(64,043)	(120,345)	(47)
Gross profit	31,654	32,761	(3)
Other income	10,566	3,592	194
Administrative expenses	(9,661)	(9,031)	7
Other expenses	(3,174)	(22,313)	(86)
Finance costs	(9,798)	(7,110)	38
Share of profit (net of tax)			
- associates	615	273	125
- jointly-controlled entities	889	1,673	(47)
Profit/(Loss) before income tax	21,091	(155)	N/M
Income tax expense	(7,574)	(2,178)	248
Profit/(Loss) for the period	13,517	(2,333)	N/M
Attributable to:			
Equity holders of the Company	12,371	(2,827)	N/M
Minority interests	1,146	494	132
Profit/(Loss) for the period	13,517	(2,333)	N/M

N/M : Not meaningful.



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

	Group First Quarter Ended 30/09/2009 S\$'000	Group First Quarter Ended 30/09/2008 S\$'000	Increase/ (Decrease) %
Investment profit	-	132	(100)
Other income including interest income	1,567	1,590	(1)
Depreciation of property, plant and equipment	(1,210)	(980)	23
Gain on disposal of property, plant and equipment	11	34	(68)
Provision for doubtful receivables	-	(9)	N/M
Writeback of provision for foreseeable losses on development properties	279	-	N/M
Mark-to-market loss on derivative financial instruments	(2,423)	(2,638)	(8)
Net foreign exchange gain/(loss)	7,464	(19,234)	N/M
Adjustments for (under)/over provision of tax in respect of prior years	(545)	43	N/M

N/M : Not meaningful.

Exceptional and Extraordinary Items

There were no exceptional and extraordinary items during the financial period.



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 30/09/2009 S\$'000	Group As At 30/06/2009 S\$'000	Company As At 30/09/2009 S\$'000	Company As At 30/06/2009 S\$'000
Non-current assets				
Property, plant and equipment	104,370	159,678	-	-
Investment properties	420,450	367,678	-	-
Interests in subsidiaries	-	-	2,781,441	2,739,797
Interests in associates and jointly-controlled entities	185,597	187,528	6,938	7,094
Amounts due from minority shareholders of subsidiaries	1,954	1,992	-	-
Investment securities	2,540	2,219	-	-
Deferred tax assets	472	487	-	-
	715,383	719,582	2,788,379	2,746,891
Current assets				
Inventories	4,248,643	4,397,094	-	-
Trade and other receivables	204,731	161,553	1,152	30,368
Cash and cash equivalents	897,697	581,796	112,145	65,772
	5,351,071	5,140,443	113,297	96,140
Total assets	6,066,454	5,860,025	2,901,676	2,843,031
Equity attributable to equity holders of the Company				
Share capital	1,394,047	1,394,047	1,394,047	1,394,047
Reserves	529,855	549,635	122,927	116,179
	1,923,902	1,943,682	1,516,974	1,510,226
Minority interests	120,488	120,818	-	-
Total equity	2,044,390	2,064,500	1,516,974	1,510,226
Non-current liabilities				
Amounts due to subsidiaries	-	-	144,471	149,955
Interest bearing loans and borrowings	1,921,823	1,955,183	462,889	445,780
Deferred tax liabilities	35,400	35,434	-	-
	1,957,223	1,990,617	607,360	595,735
Current liabilities				
Trade and other payables	830,867	830,838	12,070	8,005
Interest bearing loans and borrowings – current portion	1,187,788	931,349	757,864	721,657
Current tax payable	46,186	42,721	7,408	7,408
	2,064,841	1,804,908	777,342	737,070
Total liabilities	4,022,064	3,795,525	1,384,702	1,332,805
Total equity and liabilities	6,066,454	5,860,025	2,901,676	2,843,031



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

Amount repayable in one year or less, or on demand

As at 30/09/2009 (S\$'000)		As at 30/06/2009 (S\$'000)	
Secured	Unsecured	Secured	Unsecured
92,595	1,095,193	60,738	870,611

Amount repayable after one year

As at 30/09/2009 (S\$'000)		As at 30/06/2009 (S\$'000)	
Secured	Unsecured	Secured	Unsecured
1,307,310	614,513	1,357,758	597,425

Details of any collateral

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

	Group As At 30/09/2009 S\$'000	Group As At 30/06/2009 S\$'000
At carrying amounts:-		
Property, plant and equipment	61,926	116,198
Investment properties	68,336	15,214
Inventories	2,298,932	2,383,794



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 30/09/2009 S\$'000	Group First Quarter Ended 30/09/2008 S\$'000
Operating activities		
Profit/(Loss) before income tax	21,091	(155)
Adjustments for:-		
Amortisation of transaction costs of convertible bonds	335	250
Depreciation of property, plant and equipment	1,210	980
Gain on disposal of property, plant and equipment	(11)	(34)
Share of profit of associates (net of tax)	(615)	(273)
Share of profit of jointly-controlled entities (net of tax)	(889)	(1,673)
Finance costs	9,798	7,110
Interest income	(1,567)	(1,590)
Dividend income	-	(132)
Writeback of provision for foreseeable losses on development properties	(279)	-
Mark-to-market loss on derivative financial instruments	2,423	2,638
Share option expense	623	855
	11,028	8,131
Operating profit before working capital changes	32,119	7,976
Changes in working capital:-		
Inventories	116,412	40,066
Trade and other receivables	(47,379)	(41,952)
Trade and other payables	10,020	(28,513)
Balances with holding companies and related corporations	(35)	1,025
	79,018	(29,374)
Cash generated from/(used in) operations	111,137	(21,398)
Income taxes (paid)/received	(1,011)	761
Consideration received upon exercise of share options	7,564	2,974
Cash flows from operating activities	117,690	(17,663)
Investing activities		
Proceeds from disposal of property, plant and equipment	44	41
Purchase of property, plant and equipment	(1,000)	(1,552)
Increase in investment properties under development	(208)	-
Dividends received	-	132
Interests in associates and jointly-controlled entities	1,061	124
Net cash outflow on acquisition of additional interest in associate	(87)	-
Net cash outflow on acquisition of interest in subsidiary	-	(81)
Cash flows from investing activities	(190)	(1,336)



	Group First Quarter Ended 30/09/2009 S\$'000	Group First Quarter Ended 30/09/2008 S\$'000
Financing activities		
Interest paid	(15,639)	(11,125)
Interest received	1,544	1,350
Fixed deposits pledged	(60)	-
Proceeds from loan by intermediate holding company	143,290	-
Proceeds from bank loans	58,743	110,210
Repayment of bank loans	(17,966)	(125,060)
Proceeds from short-term notes	40,000	-
Cash flows from financing activities	209,912	(24,625)
Net increase/(decrease) in cash and cash equivalents	327,412	(43,624)
Cash and cash equivalents at 1 July	577,687	651,848
Exchange differences on translation of balances held in foreign currency	(12,139)	12,440
Cash and cash equivalents at 30 September	<u>892,960</u>	<u>620,664</u>

Cash and cash equivalents comprise cash in hand, bank balances and deposits with financial institutions. For the purpose of the consolidated statement of cash flows, 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.

1(d) Consolidated Statement of Comprehensive Income

	Group First Quarter Ended 30/09/2009 S\$'000	Group First Quarter Ended 30/09/2008 S\$'000	Increase/ (Decrease) %
Profit/(Loss) for the period	13,517	(2,333)	N/M
Other comprehensive income:			
Translation differences relating to financial statements of foreign subsidiaries and associates	(14,170)	9,033	(257)
Exchange differences on monetary items forming part of net investments in foreign subsidiaries and associates	(27,993)	69,024	(141)
Change in fair value of available-for-sale securities	349	(398)	N/M
Other comprehensive income/(expense) for the period, net of tax	(41,814)	77,659	(154)
Total comprehensive income/(expense) for the period	<u>(28,297)</u>	<u>75,326</u>	<u>(138)</u>
Attributable to:			
Equity holders of the Company	(27,967)	74,635	(137)
Minority interests	(330)	691	(148)
Total comprehensive income/(expense) for the period	<u>(28,297)</u>	<u>75,326</u>	<u>(138)</u>



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	Minority 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
Total comprehensive income/(expense) for the period	-	(40,338)	12,371	(27,967)	(330)	(28,297)
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)
At 30 September 2009	1,394,047	(59,493)	589,348	1,923,902	120,488	2,044,390
At 1 July 2008	1,394,047	(131,396)	712,924	1,975,575	152,956	2,128,531
Total comprehensive income/(expense) for the period	-	77,462	(2,827)	74,635	691	75,326
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	-	855	-	855	-	855
Excess of purchase cost over consideration received from employees upon exercise of share options	-	(972)	-	(972)	-	(972)
At 30 September 2008	1,394,047	(50,105)	710,097	2,054,039	153,647	2,207,686

* 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 2009	1,394,047	(139,284)	10,107	62,094	183,262	1,510,226
Total comprehensive expense for the period	-	-	-	-	(1,439)	(1,439)
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)
At 30 September 2009	1,394,047	(129,226)	10,730	59,600	181,823	1,516,974
At 1 July 2008	1,394,047	(143,230)	7,884	63,066	263,894	1,585,661
Total comprehensive expense for the period	-	-	-	-	(24,092)	(24,092)
Transfer of shares to employees upon exercise of share options	-	3,946	-	-	-	3,946
Value of employee services received for issue of share options	-	-	855	-	-	855
Excess of purchase cost over consideration received from employees upon exercise of share options	-	-	-	(972)	-	(972)
At 30 September 2008	1,394,047	(139,284)	8,739	62,094	239,802	1,565,398



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.

	As At 30/09/2009	As At 30/09/2008
		First Quarter Ended 30/09/2009
(a) Issued and fully paid ordinary shares (S\$'000):- At 1 July and 30 September 2009	<u>1,394,047</u>	
(b) Issue of Executives' share options:- At 1 July 2009 Issue of share options Exercise of share options At 30 September 2009	 <u>39,851,350</u>	 <u>34,715,100 12,250,000 (7,113,750)</u>
	As At 30/09/2009	As At 30/09/2008
(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	165,146,428	162,286,578
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")	(39,851,350)	(36,991,500)
	<u>125,295,078</u>	<u>125,295,078</u>
	As At 30/09/2009	As At 30/06/2009
(d) No. of issued ordinary shares Less : No. of shares acquired by the Trust for ESOS	 <u>828,911,657</u>	 <u>887,529,957 (65,732,050)</u>
	<u>828,911,657</u>	<u>821,797,907</u>
		As At 30/09/2009
(e) No. of shares acquired by the Trust for ESOS:- At 1 July 2009 Transferred to employees upon exercise of share options At 30 September 2009	 <u>58,618,300</u>	 <u>65,732,050 (7,113,750)</u>

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

The figures have not been audited or 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 2009.

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 has adopted Amendments to Financial Reporting Standard 40 *Investment Property* which has been amended to include property that is being constructed or developed for future use as an investment property. Upon adoption of this amendment with effect from 1 July 2009, the Group has reclassified certain properties which are currently under development for future use as investment properties from property, plant and equipment to investment properties.

Other than the above, the Group has adopted various new/revised Financial Reporting Standards ("FRS") and Interpretations of FRSs which were applicable for financial periods beginning on or after 1 January 2009. These do not have a significant impact on the financial statements of the Group and the Company.

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 30/09/2009	Group First Quarter Ended 30/09/2008
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Earnings per ordinary share for the period based on the Group's net profit/(loss):-

a.	Based on weighted average number of ordinary shares in issue after adjusting for the shares acquired by the Trust for Executives' Share Option Scheme (cents)	1.50	(0.34)
	Weighted average number of ordinary shares ('000)	825,355	820,375
b.	On a fully diluted basis (cents)	1.49	(0.34)
	Adjusted weighted average number of ordinary shares ('000)*	828,491	826,075

* The Group's net profit/(loss) and weighted average number of ordinary shares have been adjusted for the dilutive effect of potential ordinary shares arising from the exercise of certain outstanding share options. The convertible bonds were not included in the computation as they were anti-dilutive.



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 30/09/2009 S\$	Group As At 30/06/2009 S\$	Company As At 30/09/2009 S\$	Company As At 30/06/2009 S\$
Net asset value per ordinary share based on existing issued share capital after adjusting for the shares acquired by the Trust for Executives' Share Option Scheme	2.32	2.37	1.83	1.84

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

For the first quarter ended 30 September 2009, the Group reported a net profit of \$12.4 million compared to a net loss of \$2.8 million in the previous corresponding period. Gross profit was \$31.7 million primarily contributed by property development projects in China.

The Group's revenue and cost of sales decreased by 37% and 47% to \$95.7 million and \$64.0 million respectively compared to the previous corresponding period. The decrease was largely due to lower contribution from property development projects in Singapore as several projects were fully sold and completed during the previous financial year.

During the quarter ended 30 September 2009, the Group launched Sophia Residence and Elliot at the East Coast. The launches were well received and to-date, the Group achieved sales of 86% and 64% in Sophia Residence and Elliot at the East Coast respectively. There was no profit contribution from these two developments in this quarter as construction has not commenced. Contribution to the Group's revenue and cost of sales was however higher for property development projects in China as higher sales were recorded in Ascot Park in Nanjing and Changfeng project in Shanghai.

Other income of \$10.6 million for the first quarter ended 30 September 2009 included a net foreign exchange gain of \$7.5 million comprising unrealised translation gain on USD borrowings by the Group. In the previous corresponding period, the Group recognised a net foreign exchange loss of \$19.2 million, which was classified as other expenses in the income statement.

Finance costs increased by 38% to \$9.8 million mainly due to an increase in loans and borrowings and the non-capitalisation of interest after completion of development properties.

Income tax expenses increased from \$2.2 million to \$7.6 million mainly due to higher profit contribution from the projects in China.



(ii) Balance sheet

Investment properties increased from \$367.7 million to \$420.5 million due to the reclassification of properties under development for future use as investment properties from property, plant and equipment upon the adoption of Amendments to Financial Reporting Standard 40 *Investment Property*. Please refer to Section 5 for further details.

Inventories decreased from \$4,397.1 million to \$4,248.6 million mainly due to proceeds received from sales of development properties in Singapore and China. Loans and borrowings increased from \$2,886.5 million to \$3,109.6 million due to new bank loans and a USD100 million loan from Guoco Group Limited, the intermediate holding company, for purposes of investments in China. As a result, the Group's cash balance increased from \$581.8 million to \$897.7 million as at 30 September 2009.

(iii) Current developments

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 2009.

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.

Economies in Asia are showing signs of recovery following stabilisation of the global economy and implementation of various economic stimulus measures by governments. In tandem with the rebound in stock markets, buyers' confidence in property markets, especially in Singapore and China, have strengthened with strong pick-up seen in both residential sales and prices. Riding on this momentum in the property markets, the Group has seen strong sales in its development projects in Singapore and China. The Group will continue to monitor the property markets in the countries in which the Group operates, and time its property launches accordingly whilst seeking opportunities to replenish its land bank.

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
16 October 2009