



Annexure 3A

BSX Listing Rules

Half Yearly/Yearly Disclosure

References Version 1, Operative 23/8/2000

Chapter 3, BSX Listing Rules

Australian Property Growth Fund

Name of entity

109 093 816 (ARSN)

ABN, ACN or ARBN

Half yearly (tick)

Annual (tick)



1 July 2009 to 31 December 2009

Half year/financial year ended
(‘Current period’)

Summary

				\$A,000
Sales revenue and revaluation increments/(decrements)	Up	1,147%	to	46,844
Profit (loss) before abnormal items and after tax	Down	95%	to	(1,089)
Abnormal items before tax		gain (loss) of		-
Profit (loss) after tax but before outside equity interests	Down	95%	to	(1,089)
Extraordinary items after tax attributable to members		gain (loss) of		-
Profit (loss) for the period attributable to members	Down	95%	to	(1,089)

Dividends (Distributions)	Franking rate applicable	Nil
Current period	Final Interim	Refer to Annexure A (1) Refer to Annexure A (1)
Previous corresponding period	Final Interim	Refer to Annexure A (1) Refer to Annexure A (1)
Record date for determining entitlements to the dividend, (in the case of a trust distribution)		31 December 2009

Short details of any bonus or cash issue or other items(s) of importance not previously released to BSX:

None noted

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Consolidated profit and loss account

	Current period \$A'000	Previous corresponding period \$A'000
Operating revenue and revaluation increments/(decrements)	46,844	(4,475)
Expenses from ordinary activities	(39,539)	(8,232)
Borrowing costs	(7,769)	(11,157)
Profit (loss) from ordinary activities before tax	(464)	(23,864)
Income tax benefit/(expense)	(625)	654
Profit (loss) from ordinary activities after tax	(1,089)	(23,210)
Outside equity interests	-	1
Profit (loss) from ordinary activities after tax attributable to members	(1,089)	(23,209)
Profit (loss) from extraordinary activities after tax attributable to members	-	-
Profit (loss) for the period attributable to members	(1,089)	(23,209)
Retained profits (accumulated losses) at the beginning of the financial period	(58,291)	5,705
Net transfers to and from reserves	-	-
Net effect of changes in accounting policies	-	-
Distributions paid or payable	-	-
Retained profits (accumulated losses) at end of financial period	(59,380)	(17,504)

Profit restated to exclude amortisation of goodwill

	Current period \$A'000	Previous corresponding period \$A'000
Profit (loss) from ordinary activities after tax before outside equity interests and goodwill impairment	(1,089)	(23,210)
Less (plus) outside equity interests	-	1
Profit (loss) from ordinary activities after tax (before goodwill impairment) attributable to members	(1,089)	(23,209)

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Revenue and expenses from operating activities

Details of revenue and expenses	Current period \$A'000	Previous corresponding period \$A'000
Revenue		
Sales income	32,612	-
Rental income	15,014	15,095
Property funds management fee income	3,628	1,636
Interest income	609	1,395
Other income	719	17
Revaluation decrement on investment properties	(4,496)	(21,875)
Fair Value movement in management fee asset	(1,242)	(743)
Expenses		
Air conditioning expenses	(253)	(238)
Audit Fees	(85)	(97)
Borrowing expenses	(7,769)	(11,157)
Consultancy fees	(453)	(236)
Development costs exp. (incl cost of inventories sold)	(30,915)	(510)
Electricity	(137)	(102)
Impairment loss – loans receivable	(2,031)	(2,081)
Insurance	(135)	(117)
Land tax	(500)	(266)
Leasing expenses	(146)	(146)
Legal expenses	(45)	(137)
Lift expenses	(166)	(170)
Management fees	(452)	(57)
Personnel expenses	(1,864)	(1,891)
Rates	(553)	(486)
Recoverable outgoings	(696)	(647)
Rent expenses	(143)	(130)
Repairs and maintenance	(233)	(184)
Other expenses	(732)	(737)

Intangible and extraordinary items

	Consolidated – current period		
	Before tax \$A'000	Related tax \$A'000	After tax \$A'000
Impairment losses - goodwill	-	-	-
Amortisation of other intangibles	-	-	-
Total	-	-	-
Extraordinary items (details)	-	-	-
Total extraordinary items	-	-	-

Comparison of half year profits (Annual statement only)

	Current year \$A'000	Previous year \$A'000
Consolidated profit (loss) from ordinary activities after tax attributable to members reported for the 1st half year	Not applicable	Not applicable
Consolidated profit/(loss) from ordinary activities after tax attributable to members for the 2nd half year	Not applicable	Not applicable

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Half Yearly/Yearly Disclosure

Consolidated balance sheet

	At end of current period \$A'000	As shown in last annual report \$A'000	As in last half yearly statement \$A'000
Current assets			
Cash	19,715	25,358	30,234
Receivables	5,286	3,617	4,860
Inventories	12,669	41,881	32,130
Investment properties held directly	26,000	-	-
Other (income tax receivable)	493	713	534
Other	924	216	779
Total current assets	65,087	71,785	68,537
Non-current assets			
Receivables	2,500	2,703	4,261
Investment properties held directly	319,200	348,650	388,650
Inventories	18,647	15,144	13,341
Plant and equipment (net)	593	599	527
Other (Management fee asset)	8,996	10,238	14,156
Other (Deferred Tax Asset)	4,045	4,670	4,459
Other (Goodwill)	13,080	13,053	10,553
Other	615	82	272
Total non-current assets	367,676	395,139	436,219
Total assets	432,763	466,924	504,756
Current liabilities			
Accounts payable	9,430	9,689	11,775
Borrowings	40,967	48,769	37,631
Provisions (incl income tax payable)	548	263	238
Total current liabilities	50,945	58,721	49,644
Non-current liabilities			
Accounts payable	1,793	1,359	584
Borrowings	224,963	246,432	246,575
Provisions	53	298	276
Total non-current liabilities	226,809	248,089	247,435
Total liabilities	277,754	306,810	297,079
Net assets	155,009	160,114	207,677
Equity			
Capital	214,380	218,396	225,170
Reserves	-	-	-
Retained profits/(accumulated losses)	(59,380)	(58,291)	(17,504)
Equity attributable to members of the parent entity	155,000	160,105	207,666
Outside equity interest in controlled entities	9	9	11
Total equity	155,009	160,114	207,677

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Half Yearly/Yearly Disclosure

Consolidated statement of cash flows

	Current period \$A'000	Previous corresponding period \$A'000
Cash flows related to operating activities		
Receipt of sales income	35,873	-
Receipt of rental income	16,125	16,260
Receipt of property funds management fees	3,640	3,047
Payments of Palm Beach project development costs	(8,718)	(24,964)
Payments to other suppliers and employees	(8,206)	(6,668)
Interest and other items of similar nature received	624	1,371
Interest and other costs of finance paid	(8,168)	(11,380)
Dividends received	74	-
Income tax received/(paid))	220	(2,464)
Net operating cash flows	31,464	(24,798)
Cash flows related to investing activities		
Acquisition of subsidiaries (net of cash acquired)	-	-
Payments for investment property additions	(1,359)	(2,364)
Payments of loans to other parties	(645)	(505)
(Payment)/repayment of advances to syndicates	1	(2,210)
Payment for purchases of equity investments	-	(8)
Payment for purchases of plant and equipment	(44)	(26)
Payments of deposit on business acquisition	(550)	(263)
Net investing cash flows	(2,597)	(5,376)
Cash flows related to financing activities		
Proceeds from issues of securities (-	9,320
Payment of security issue costs	-	(6)
Proceeds from/(repayment of) Palm Beach project borrowings	(29,070)	22,967
Repayment of other borrowings	(300)	-
Payment of costs of new borrowings	(295)	(8)
Repayment of related party borrowings	-	-
Proceeds from related party borrowings	-	-
Distributions paid	(4,845)	(10,379)
Net financing cash flows	(34,510)	21,894
Net increase (decrease) in cash held	(5,643)	(8,280)
Cash at beginning of period (see Reconciliation of cash)	25,358	38,514
Exchange rate adjustments	-	-
Cash at end of period (see Reconciliation of cash)	19,715	30,234

Annexure 3A Half Yearly/Yearly Disclosure

Non-cash financing and investing activities

Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows are as follows. If an amount is quantified, show comparative amount.

Nil

Reconciliation of cash

Reconciliation of cash at the end of the period (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.

	Current period \$A'000	Previous corresponding period \$A'000
Cash on hand and at bank	8,423	8,160
Deposits at call	6,977	22,074
Other (term deposits)	4,315	-
Total cash at end of period	19,715	30,234

Ratios

	Current period	Previous corresponding period
Profit before tax/sales		
Consolidated profit (loss) from ordinary activities before tax as a percentage of sales revenue and revaluation increments/ (decrements)	1.0%	533.3%
Profit after tax/equity interests		
Consolidated profit (loss) from ordinary activities after tax attributable to members as a percentage of equity (similarly attributable) at the end of the period	(0.7)%	(11.2)%

Earnings per security (EPS)

	Current period	Previous corresponding period
Calculation of basic, and fully diluted, EPS in accordance with AASB 133: Earnings per Share		
(a) Basic EPS	(0.5)	(10.7)
(b) Diluted EPS (if materially different from (a))	(0.5)	(10.7)

NTA backing

	Current period	Previous corresponding period
Net tangible asset backing per ordinary security	\$0.62	\$0.87
Net asset value per ordinary security	\$0.68	\$0.91

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Details of specific receipts/outlays, revenues/expenses

	Current period A\$'000	Previous corresponding period A\$'000
Interest revenue included	609	1,395
Interest revenue included but not received (if material)	-	-
Interest costs excluded from borrowing costs capitalised in asset values	-	1,169
Outlays (except those arising from the acquisition of an existing business) capitalised in intangibles (if material)	-	-
Depreciation (excluding amortisation of intangibles)	50	40
Other specific relevant items	-	-

Control gained over entities having material effect

Name of entity	Not applicable
Consolidated profit (loss) from ordinary activities and extraordinary items after tax of the entity since the date in the current period on which control was acquired	Not applicable
Date from which such profit has been calculated	Not applicable
Profit (loss) from ordinary activities and extraordinary items after tax of the entity for the whole of the previous corresponding period	Not applicable

Loss of control of entities having material effect

Name of entity	Not applicable
Consolidated profit (loss) from ordinary activities and extraordinary items after tax of the entity for the current period to the date of loss of control	Not applicable
Date from which the profit (loss) has been calculated	Not applicable
Consolidated profit (loss) from ordinary activities and extraordinary items after tax of the entity while controlled during the whole of the previous corresponding period	Not applicable
Contribution to consolidated profit (loss) from ordinary activities and extraordinary items from sale of interest leading to loss of control	Not applicable

Annexure 3A
Half Yearly/Yearly Disclosure

Reports for Business Segments

	Property Development	Property Investment	Property Funds Management	Total
	\$'000	\$ '000	\$ '000	\$'000
Segment Assets				
Segment assets	46,815	349,894	36,054	432,763
Unallocated assets	-	-	-	-
Total assets	46,815	349,894	36,054	432,763
Operating Revenue (including revaluation decrements)				
Segment revenue	33,356	10,209	3,279	46,844
Inter-segment sales	-	-	-	-
Total revenue (including revaluation decrements)	33,356	10,209	3,279	46,844
Segment result	(1,261)	(151)	323	(1,089)
Unallocated expenses	-	-	-	-
Consolidated profit from ordinary activities after tax	(1,261)	(151)	323	(1,089)

Distributions

Date the distribution is payable

29/01/2010

Record date to determine entitlements to the distributions (ie. on the basis of registrable transfers received up to 5.00 pm)

31/12/2009

Amount per security

	Franking rate applicable	%	%	%
<i>(annual report only)</i>				
Final distribution: Current year	Refer to Annexure A (1)	N/A	¢	N/A
Previous year	Refer to Annexure A (1)	¢	¢	¢
<i>(Half yearly and annual statements)</i>				
Interim distribution: Current year	Refer to Annexure A (1)	N/A	¢	N/A
Previous year	Refer to Annexure A (1)	¢	¢	¢

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Half Yearly/Yearly Disclosure

Total annual distributions per security *(Annual statement only)*

	Current year	Previous year
Ordinary securities	N/A	N/A
Preference securities	N/A	N/A

Total dividend (distributions)

	Current period \$A'000	Previous corresponding period \$A'000
Ordinary securities	Refer to Annexure A (1)	Refer to Annexure A (1)
Preference securities	N/a	N/a
Total	Refer to Annexure A (1)	Refer to Annexure A (1)

Half Yearly Report – interim dividend (distribution) on all securities or

Annual report – dividend (distributions) on all securities

	Current period \$A'000	Previous corresponding period \$A'000
Ordinary securities	Refer to Annexure A (1)	Refer to Annexure A (1)
Preference securities	N/A	N/A
Total	Refer to Annexure A (1)	Refer to Annexure A (1)

The dividend or distribution plans shown below are in operation.

A final distribution was declared for the year ended 30 June 2009 of 1.25 cents per stapled security in respect of the quarter ended 30 June 2009 and was paid on 31 July 2009.

Distributions to security holders during the half year were paid quarterly including a distribution of 0.88 cents per stapled security paid on 30 October 2009 in respect of the quarter ended 30 September 2009.

A distribution of 0.88 cents per stapled security was paid on 29 January 2010 in respect of the quarter ended 31 December 2009.

All distributions declared for the half year ended 31 December 2009 were paid from APGT.

No dividends were paid or proposed by APGL during the half year.

The last date(s) for receipt of election notices to the dividend or distribution plans	31 December 2009
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Any other disclosures in relation to dividends (distributions)

None noted

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Equity accounted associated entities and other material interests

Equity accounting information attributable to the economic entity's share of investments in associated entities must be disclosed in a separate notice. See AASB 1016: Disclosure of Information about Investments in Associated Companies.

Entities share of:	Current period A\$'000	Previous corresponding period A\$'000
Profit (loss) from ordinary activities before tax.	Not applicable	Not applicable
Income tax		
Profit (loss) from ordinary activities after tax	Not applicable	Not applicable
Extraordinary items net of tax		
Net profit (loss)	Not applicable	Not applicable
Outside equity interests		
Net profit (loss) attributable to members	Not applicable	Not applicable

Material interests in entities which are not controlled entities

The entity has an interest (that is material to it) in the following entities.

Name of entity	Percentage of ownership interest held at end of period or date of disposal		Contribution to profit (loss) from ordinary activities and extraordinary items after tax	
Equity accounted associates and joint venture entities	Current period	Previous corresponding period	Current period A\$'000	Previous corresponding period A\$'000
	Not applicable	Not applicable	Not applicable	Not applicable
Total			Not applicable	Not applicable
Other material interests	Not applicable	Not applicable	Not applicable	Not applicable
Total			Not applicable	Not applicable

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Issued and listed securities

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

Category of securities

	Number issued	Number listed	Issue Price (cents)	Paid-up value (cents)
Preference securities <i>(description)</i>	-	-	-	-
Changes during current period	-	-	-	-
Ordinary securities	227,580,022	227,580,022		
Changes during current period:				
- Issued for cash	-	-	-	-
Convertible debt securities <i>(description and conversion factor)</i>	-	-	-	-
Changes during current period	-	-	-	-

			Exercise price	Expiry date
Options <i>(description and conversion factor)</i>	-	-	-	-
Changes during current period	-	-	-	-
Exercised during current period	-	-	-	-
Expired during current period	-	-	-	-
Debentures	-	-		
Unsecured Notes	-	-		

Annexure 3A
Half Yearly/Yearly Disclosure

Discontinuing Operations

Consolidated profit and loss account

	Continuing operations		Discontinuing operations		Total entity	
	Current period - \$A'000	Previous corresponding period - \$A'000	Current period - \$A'000	Previous corresponding period - \$A'000	Current period - \$A'000	Previous corresponding period - \$A'000
Sales revenue or operation revenue	N/a	N/a	N/a	N/a	N/a	N/a
Other revenue	N/a	N/a	N/a	N/a	N/a	N/a
Expenses from ordinary activities	N/a	N/a	N/a	N/a	N/a	N/a
Profit (loss) before tax	N/a	N/a	N/a	N/a	N/a	N/a
Less tax	N/a	N/a	N/a	N/a	N/a	N/a
Profit (loss) from ordinary activities after tax	N/a	N/a	N/a	N/a	N/a	N/a

Consolidated statement of cash flows

	Continuing operations		Discontinuing operations		Total entity	
	Current period - \$A'000	Previous corresponding period - \$A'000	Current period - \$A'000	Previous corresponding period - \$A'000	Current period - \$A'000	Previous corresponding period - \$A'000
Net operating cash flows	N/a	N/a	N/a	N/a	N/a	N/a
Net investing cash flows	N/a	N/a	N/a	N/a	N/a	N/a
Net financing cash flows	N/a	N/a	N/a	N/a	N/a	N/a

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Half Yearly/Yearly Disclosure

Other disclosures

	Current period A\$'000	Previous corresponding period A\$'000
Carrying amount of items to be disposed of:		
- total assets	N/a	N/a
- total liabilities	N/a	N/a
Profit (loss) on disposal of assets or settlement of liabilities	N/a	N/a
Related tax		
Net profit (loss) on discontinuance	N/a	N/a

Description of disposals

Not applicable

Annexure 3A
Half Yearly/Yearly Disclosure

Comments by directors

Basis of accounts preparation

If this statement is a half yearly statement it should be read in conjunction with the last annual report and any announcements to the market made by the entity during the period.

Material factors affecting the revenues and expenses of the entity for the current period including seasonal or cyclical factors

Nil

A description of each event since the end of the current period which has had a material effect and is not related to matters already reported, with financial effect quantified (if possible)

On 22 February 2010, title to two residential land subdivision development projects located in New South Wales was transferred to APGF from Elderslie Property Investments Pty Ltd (Receivers and Managers appointed) ("EPI"). Total purchase consideration was \$18.3 million which was funded from cash (\$6.9 million), borrowings (\$11.2 million through a new fully drawn facility with St George Bank Limited drawn down on 22 February 2010) and the net value of the loan advanced by APGL to EPI (\$0.2 million). APGF initially invested in these two projects in June 2007 as part of the acquisition of the former Elderslie Property Funds Management business.

Franking credits available and prospects for paying fully or partly franked dividends for at least the next year

At 31 December 2009 available franking credits were \$3.2 million. No fully or partly franked dividends are expected to be paid in the next 12 months.

Changes in accounting policies since the last annual report and estimates of amounts reported in prior years are disclosed as follows.

Since 1 July 2009 the Fund has adopted certain Standards and Interpretations, mandatory for annual periods beginning on or after 1 July 2009. Adoption of these Standards and Interpretations did not have any material effect on the financial position or performance of the Fund. The Standards and Interpretations adopted are:

- AASB 3 Business Combinations (revised 2008) effective 1 July 2009;
- AASB 8 Operating Segments effective 1 July 2009;
- AASB 101 Presentation of Financial Statements (revised 2007) effective 1 July 2009;
- AASB 123 Borrowing Costs (revised 2007) effective 1 July 2009; and
- AASB 127 Consolidated and Separate Financial Statements (revised 2008) effective 1 July 2009.

Changes in the amounts of contingent liabilities or assets since the last annual report are disclosed as follows.

No change in contingent liabilities or assets except bank guarantees at 31 December 2009 are \$410,000 (30 June 2009: \$625,000). These guarantees are secured by cash accounts held with the bank.

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Additional disclosure for trusts

Number of units held by the management company or responsible entity or their related parties.

Responsible Entity and Management Company

APGF Management Limited – Nil

A statement of the fees and commissions payable to the management company or responsible entity for the period. (Note: the responsible entity was internalised by the Fund on 31 December 2007 and from that date fees paid/payable under the Asset Management and Development Management Agreements ceased).

Identify:

- Initial service charges
- Management fees
- Other fees

Nil

Property Management	\$183,419
Leasing Fees	\$Nil
Asset Management	\$Nil
Development Management	\$Nil
Acquisition fees	\$Nil

Annual meeting

(Annual statement only)

The annual meeting will be held as follows:

Place	Not applicable
Date	Not applicable
Time	Not applicable
Approximate date the annual report will be available	Not applicable

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Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Law.
- 2 This statement, and the financial statements under the Corporations Law (if separate), use the same accounting policies.
- 3 In the case of a half-yearly report the same accounting standards and methods of computation are/~~are not~~* (*delete one*) followed as compared with the most recent annual accounts.
- 4 This statement does/~~does not~~* (*delete one*) give a true and fair view of the matters disclosed.
- 5 This statement is based on financial statements to which one of the following applies:

(*Tick one*)

The financial statements have been audited.

☒ The financial statements have been subject to review by a registered auditor (or overseas equivalent).

The financial statements are in the process of being audited or subject to review.

The financial statements have *not* yet been audited or reviewed.

- 6 If the accounts have been or are being audited or subject to review and the audit report is not attached, details of any qualifications are attached/will follow immediately they are available* (*delete one*).
- 7 The entity has/~~does not have~~* (*delete one*) a formally constituted audit committee.

Sign here:


(*Director/Company secretary*)

Date: 12 March 2010.....

Print name: ADRIANO CRAGNOLINI.....

Notes

True and fair view If this statement does not give a true and fair view of a matter (for example, because compliance with an Accounting Standard is required) the entity must attach a note providing additional information and explanations to give a true and fair view.

Income tax If the amount provided for income tax in this statement differs (or would differ but for compensatory items) by more than 15% from the amount of income tax *prima facie* payable on the profit before tax, the entity must explain in a note the major items responsible for the difference and their amounts.

Additional information An entity may disclose additional information about any matter, and must do so if the information is material to an understanding of the financial statements. The information may be an expansion of the material contained in this statement, or contained in a note attached to the statement.

AUSTRALIAN PROPERTY GROWTH FUND

BSX LISTING RULES – ANNEXURE 3A

ANNEXURE A (1)

For the Half Year Ended 31 December 2009

31 December 2009

<u>Capital Distributions</u> <u>Paid</u>	<u>Amount Paid</u> <u>S'000</u>	<u>Cents Per</u> <u>Stapled</u> <u>Security</u>
<i>Period</i>		
September 2009	2,008	0.88
December 2009	2,008	0.88
	<hr/>	
	4,016	
	<hr/>	

31 December 2008

<u>Capital Distributions</u> <u>Paid</u>	<u>Amount Paid</u> <u>S'000</u>	<u>Cents Per</u> <u>Stapled</u> <u>Security</u>
<i>Period</i>		
September 2008	5,225	2.42
December 2008	5,507	2.42
	<hr/>	
	10,732	
	<hr/>	